



## **SONI MEDICARE LTD.**

38, Kanota Bagh, Jawahar Lal Nehru Marg, JAIPUR-302 004 INDIA  
CIN No:- L51397RJ1988PLC004569  
Telephone : (0141) 5163700, Fax : (0141) 2564392  
E-mail : sonihospital@sonihospitals.com

### **NOTICE FOR CALLING 36<sup>th</sup> ANNUAL GENERAL MEETING**

Notice is hereby given that the 36<sup>th</sup> Annual General Meeting of the Members of **SONI MEDICARE LIMITED** will be held on Monday, the 30<sup>th</sup> Day of September 2024 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, 2024, including the Audited Balance Sheet as at 31st March, 2024, 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 Confirm appointment of Mrs. Alankrita Sharma (DIN: -07408958) as an Independent Director of the Company.

To consider and if thought fit, to pass, the following resolution as a Special Resolution:

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mrs. Alankrita Sharma (DIN: -07408958) who was appointed as an Additional Director in the capacity of Independent Director of the Company by the Board of Directors w.e.f. 06th September, 2024 in terms of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Companies Act, 2013 proposing his candidature for the office of Director of the Company, be and is hereby appointed as Non-Executive Independent Director of the Company to hold office for a

term of 5 (Five) consecutive years w.e.f. 06th September, 2024 and whose office shall not be liable to retire by rotation.

**RESOLVED FURTHER THAT** Board of Directors of the Company be and are hereby authorized to sign and file e-form with the concerned Registrar of Companies and to do all such act, deeds, things as may be necessary to give effect to this resolution.”

4. To Re-appoint Mr. Naveen Sanghi (DIN: - 00270432) as an Independent Director of the Company.

To consider and if thought fit, to pass, the following resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Sections 149,150, 152 read with Schedule IV and other applicable provisions, if any of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), based on the recommendation of nomination and remuneration committee and approval of Board of directors Mr. Naveen Sanghi (DIN: - 00270432) who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and the Rules made thereunder and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is eligible for re-appointment and in respect of whom the company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of an Independent Director, be and is hereby Re-appointed as an Independent Director of the Company for a second term of five years

**RESOLVED FURTHER THAT** Board of Directors of the Company be and are hereby authorized to sign and file e-form with the concerned Registrar of Companies and to do all such act, deeds, things as may be necessary to give effect to this resolution.”

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

*Date: 06<sup>th</sup> September, 2024*

*Place: Jaipur*

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

**NOTES:**

1. A member entitled to attend and vote at the annual general meeting (the “meeting”) 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.

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), 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 will be provided by Link Intime India Private Limited. Instructions and other information relating to remote e-voting are given in this Notice under Note No. 22.
3. 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 authorising their representative to attend and vote on their behalf at the Meeting.
4. Members are requested to bring their attendance slip attached with their copy of Annual Report to the Meeting.
5. 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.
6. 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.
7. The Register of Members and Share Transfer Books of the Company shall remain closed from Tuesday, 24th September, 2024 to Monday, 30th September, 2024 (both days inclusive).

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 dematerialised form with a depository except in the cases of transmission or transposition of securities. In view of above amended Regulations, Members are requested to get their shares dematerialised 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. aadhaar, 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. 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").

15. Members holding shares of the Company as on the cut-off date i.e. Monday 23rd September, 2024, 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.
16. 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 Link Intime India Pvt. Ltd to provide efficient and prompt services.
17. In compliance with the MCA Circulars and SEBI Circular dated 12th May, 2020, and further Circular issued in the matter Notice of the AGM along with the Annual Report 2023-24 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 2023-24 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).
18. 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.
19. 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).
20. 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 36<sup>th</sup> Annual General Meeting is also posted on the website "[www.sonihospitals.com](http://www.sonihospitals.com)" for download.
21. 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. Juhi Gurnani, Company Secretary on [cs@sonihospitals.com](mailto:cs@sonihospitals.com) or at the registered office of the Company or contact M/s Link Intime India Pvt. Ltd

## 22. Remote e-Voting Instructions for shareholders:

- The voting period begins on **27<sup>th</sup> September, 2024 at 09.00 A.M.** and ends on **29<sup>th</sup> September, 2024 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 **23<sup>rd</sup> September 2024** 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.

### **Remote e-Voting Instructions for shareholders:**

As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

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

### **Individual Shareholders holding securities in demat mode with NSDL:**

#### **METHOD 1 - If registered with NSDL IDeAS facility**

##### **Users who have registered for NSDL IDeAS facility:**

- a) Visit URL: <https://eservices.nsd.com> and click on "Beneficial Owner" icon under "Login".
- b) Enter user id and password. Post successful authentication, click on "Access to e-voting".
- c) Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

**OR**

##### **User not registered for 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) Proceed with updating the required fields.
- c) Post registration, user will be provided with Login ID and password.
- d) After successful login, click on "Access to e-voting".
- e) Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

## **METHOD 2 - By directly visiting the e-voting website of NSDL:**

- a) Visit URL: <https://www.evoting.nSDL.com/>
- b) Click on the "Login" tab available under 'Shareholder/Member' section.
- c) 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.
- d) Post successful authentication, you will be re-directed to NSDL depository website wherein you can see "Access to e-voting".
- e) Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

## **Individual Shareholders holding securities in demat mode with CDSL:**

### **METHOD 1 - From Easi/Easiest**

#### **Users who have registered/ opted for Easi/Easiest**

- a) Visit URL: <https://web.cdslindia.com/myeasitoken/Home/Login> or [https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration\\_](https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration_)
- b) Click on New System Myeasi
- c) Login with user id and password
- d) After successful login, user will be able to see e-voting menu. The menu will have links of e-voting service providers i.e., LINKINTIME, for voting during the remote e-voting period.
- e) Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

**OR**

#### **Users not registered for Easi/Easiest**

- a) To register, visit URL: <https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration> / or <https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration>
- b) Proceed with updating the required fields.
- c) Post registration, user will be provided Login ID and password.
- d) After successful login, user able to see e-voting menu.
- e) Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

## **METHOD 2 - By 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 “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime 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, members shall navigate through “e-voting” tab under Stocks option.
- c) Click on e-voting option, members will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting menu.
- d) After successful authentication, click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

**Login method for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode is given below:**

Individual Shareholders of the company, holding shares in physical form / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

1. Visit URL: <https://instavote.linkintime.co.in>
2. Click on “Sign Up” under ‘SHARE HOLDER’ tab and register with your following details: -

**A. User ID:**

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

**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 **physical form** but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above*

*\*Shareholders holding shares in **NSDL form**, shall provide '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).
3. Click on ‘Login’ under ‘**SHARE HOLDER**’ tab.
  4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘**Submit**’.

### **Cast your vote electronically:**

1. After successful login, you will be able to see the notification for e-voting. Select ‘**View**’ icon.
2. E-voting page will appear.
3. 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).
4. 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 (“Corporate Body/ Custodian/Mutual Fund”):**

#### **STEP 1 - Registration**

- a) Visit URL: <https://instavote.linkintime.co.in>
- b) Click on Sign up under “Corporate Body/ Custodian/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](mailto:insta.vote@linkintime.co.in).
- e) Thereafter, Login credentials (User ID; Organisation ID; Password) will be sent to Primary contact person’s email ID.
- f) While first login, entity will be directed to change the password and login process is completed.

#### **STEP 2 -Investor Mapping**

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) Click on “Investor Mapping” tab under the Menu Section
- c) Map the Investor with the following details:
  - a. ‘Investor ID’ -

- i. *Members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678*
- ii. *Members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.*
- b. 'Investor's Name - Enter full name of the entity.
- c. 'Investor PAN' - Enter your 10-digit PAN issued by Income Tax Department.
- 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. Further, Custodians and Mutual Funds shall also upload specimen signature card.
- d) Click on Submit button and investor will be mapped now.
- e) The same can be viewed under the "Report Section".

### STEP 3 - Voting through remote e-voting.

The corporate shareholder can vote by two methods, once remote e-voting is activated:

#### METHOD 1 - VOTES ENTRY

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) Click on 'Votes Entry' tab under the Menu section.
- c) Enter Event No. for which you want to cast vote. Event No. will be available on the home page of Instavote before the start of remote evoting.
- 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'.
- g) 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. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

OR

#### VOTES UPLOAD:

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) You will be able to see the notification for e-voting in inbox.
- c) Select '**View**' icon for '**Company's Name / Event number**'. E-voting page will appear.
- d) Download sample vote file from 'Download Sample Vote File' option.
- e) Cast your vote by selecting your desired option 'Favour / Against' in excel and upload the same under 'Upload Vote File' option.
- f) 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:

### Helpdesk for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode:

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in) or contact on: - Tel: 022 - 4918 6000.

### Helpdesk for 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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at : 022 - 4886 7000 and 022 - 2499 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

## Forgot Password:

### Individual shareholders holding securities in physical form has forgotten the password:

If an Individual shareholder holding securities in physical form has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- o Click on 'Login' under 'SHARE HOLDER' tab and further Click 'forgot password?'
- o Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

*In case shareholders is having 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 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 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 for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company

User ID for Shareholders holding shares in NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID

User ID for Shareholders holding shares in CDSL demat account is 16 Digit Beneficiary ID.

**Institutional shareholders (“Corporate Body/ Custodian/Mutual Fund”) has forgotten the password:**

If a Non-Individual Shareholders holding securities in demat mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

o Click on ‘Login’ under ‘Corporate Body/ Custodian/Mutual Fund’ tab and further Click ‘forgot password?’

o Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA). Click on “SUBMIT”.

*In case shareholders is having 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 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 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:**

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned 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”.

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

***Date: 06<sup>th</sup> September, 2024***

***Place: Jaipur***

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

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

### Item No. 03

Mrs. Alankrita Sharma (DIN: - 07408958) was appointed as additional director of the company in the board meeting held on 06/09/2024, who holds office only up to the date of this Annual General Meeting.

The Board has recommended the confirmation of Mrs. Alankrita Sharma as Independent Director of the company for a period of five years. The Board has taken the decision based on the recommendation of the Nomination and Remuneration Committee and subject to the approval of the members of the company.

Mrs. Alankrita Sharma is not disqualified from being appointed as Independent Director in terms of Section 164 of the Companies Act, 2013. She has communicated his willingness to be appointed and has given her consent to act as Independent Director of the company. She satisfies all the conditions as set out in Section 149 of the said Act.

A brief profile of Mrs. Alankrita Sharma is provided in the " Annexure " to the Notice pursuant to the provisions of (i) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and (ii) Secretarial Standard on General Meetings ("SS2"), issued by the Institute of Company Secretaries of India.

It is proposed to seek Members ' approval for the appointment of and remuneration payable to Mrs. Alankrita Sharma as Independent Director, in terms of the applicable provisions of the said Act and the Rules made thereunder. The Board of Directors recommend the resolution set forth in Item no. 3 of the notice for your approval as a Special Resolution.

None of the Directors or Key Managerial Personnel or their relatives are in any way concerned with or interested, financially or otherwise in the said resolution except to the extent of their shareholding in the Company, if any.

### Item No. 04

Mr. NAVEEN SANGHI (DIN: - 00270432) has express his willingness to be re-appointed as independent director of the company for the period of five years from the ensuing AGM.

The Board has recommended the re- appointment of Mr. NAVEEN SANGHI (DIN: - 00270432) as Independent Director of the company for a period of five years. The Board has taken the decision based on the recommendation of the Nomination and Remuneration Committee and subject to the approval of the members of the company.

Mr. NAVEEN SANGHI (DIN: - 00270432) is not disqualified from being appointed as Independent Director in terms of Section 164 of the Companies Act, 2013. He has given his consent to re-appoint as Independent Director of the company. He satisfies all the conditions as set out in Section 149 of the said Act.

A brief profile of Mr. NAVEEN SANGHI is provided in the " Annexure " to the Notice pursuant to the provisions of (i) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and (ii) Secretarial Standard on General Meetings ("SS2"), issued by the Institute of Company Secretaries of India.

It is proposed to seek Members ' approval for the re-appointment of Mr. NAVEEN SANGHI as Independent Director, in terms of the applicable provisions of the said Act and the Rules made thereunder. The Board of Directors recommend the resolution set forth in Item no. 3 of the notice for your approval as a Special Resolution.

None of the Directors or Key Managerial Personnel or their relatives are in any way concerned with or interested, financially or otherwise in the said resolution except to the extent of their shareholding in the Company, if any.

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

***Date: 06th September, 2024  
Place: Jaipur***

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

**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)**

<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>	<ol style="list-style-type: none"> <li>1. She worked as Senior Resident in Gynecology in Zambia from 1980-1983.</li> <li>2. As Consultant, Gynecology &amp; Obstetrics in Soni Hospital.</li> <li>3. Head of Department Gynecology department.</li> <li>4. President, JOGS (Jaipur Obstetric and Gynecological Society of India)- April 2018.</li> <li>5. Founder Petron-Jaipur Menopause Society, Jaipur.</li> <li>6. Chief organizer of annual hands-on Live laparoscopic surgery workshop for the teaching Rajasthan state doctors over last 5 years</li> </ol>
<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 5. Prerit Health Edutech LLP
<b>No. of Equity shares held in the Company as on 31/03/ 2022</b>	492700
<b>No. of board meetings attended during the year</b>	6

**Mrs. Alankrita Sharma (DIN: 07408958)**

<b>Name of the Director</b>	Alankrita sharma
<b>Father's Name</b>	Naveen sharma
<b>Date of first appointment on Board</b>	06/09/2024
<b>Qualification</b>	LL.B.
<b>Status of Directorship Position In Company</b>	Independent Director
<b>Brief resume including experience</b>	Mrs. Alankrita Sharma is a Practicing Advocate at Rajasthan High Jaipur.
<b>Other Directorships</b>	Mrs. Alankrita Sharma is already director in the following companies: - 1 PME EVENTLIFE PRIVATE LIMITED 2. BUNDI DAIRY ASSOCIATION 3. SHIKSHANIKETAN FOUNDATION
<b>No. of Equity shares held in the Company as on 31/03/ 2024</b>	0
<b>No. of board meetings attended during the year</b>	0



**Mr. Naveen Sanghi (DIN: 00270432)**

<b>Name of the Director</b>	Naveen Sanghi
<b>Father's Name</b>	Umrao Mal Sanghi
<b>Date of first appointment on Board</b>	30/09/2019
<b>Qualification</b>	B.Sc.
<b>Status of Directorship Position In Company</b>	Independent Director
<b>Brief resume including experience</b>	<p>1. Member pharmacy council India 2. Secretary the chemist &amp; druggists association 3. Member, Rajasthan pharmacy council 4. Executive member Rajasthan chemist association 5. Member all India organization of chemist and druggists.</p> <p>Nominated by Rajasthan government in pharmacy council of India as a representative from Rajasthan among 60000 pharmacists elected secretary of chemists and druggists association, Jaipur representing 6000 CHEMISTS in Jaipur.</p> <p>Three times elected member of Rajasthan pharmacy council represents 50000 pharmacists Rajasthan chemist association represents more than 40000 chemists of Rajasthan and is affiliated to all India organization of chemist and druggists business dealings include running pharmaceuticals, diagnostic centers. cold storage and petrol pumps from last 20 years</p>
<b>Other Directorships</b>	<p>Mr. Naveen sanghi is already director in the following companies: -</p> <p>1 JAIN SARAOGI COLD STORAGE PRIVATE LIMITED</p> <p>2. JAIN ARIHANT COLD STORAGE AND ICE FACTORY PRIVATE LIMITED</p> <p>3. SANGHI MEDIPHARMA PRIVATE LIMITED</p>

	4. VARDHMAN MEDICOSE PVT. LTD.
No. of Equity shares held in the Company as on 31/03/ 2024	20
No. of board meetings attended during the year	7

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

*Date: 06<sup>th</sup> September, 2024  
Place: Jaipur*

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

## 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 36<sup>th</sup> Annual General Meeting of Soni Medicare Limited held on Monday, the 30th Day of September 2024 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

## 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 34<sup>th</sup> Annual General Meeting of the Company, to be held on Friday, the 30<sup>th</sup> Day of September 2022 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:

Sl.No.	ORDINARY BUSINESS	For*	Against*
1.	Ordinary Resolution for adoption of Audited Financial Statement for the Financial year ended 31 <sup>st</sup> March, 2024 together with the Reports of Directors and Auditors thereon		
2.	Ordinary Resolution for Re-appointment of Mrs. Anju Soni (DIN: 00716193) as Director who retires by rotation.		
3.	Special Resolution To appoint Mrs. ALANKRITA SHARMA, DIN- 07408958 as Non-Executive Independent director for a period of 5 Years.		
4.	Special Resolution To Re-appoint Mr. NAVEEN SANGHI, DIN- 00270432 as Non-Executive Independent director for a period of 5 Years.		

Signed this.....day of.....2024

Affix  
Re.1Reven  
ue Stamp

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

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**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.

## **Route map**

