



SONI MEDICARE LIMITED

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

Date: 07/09/2026

**To,
BSE Limited
P.J. Towers
Dalal Street, Mumbai- 400001**

Sub: Notice of the 38th Annual General Meeting under Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations').

**Ref: Scrip Code: 539378
Security Id: SML**

Dear Sir/Madam,

In terms of the provisions of Regulation 34 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith a copy of Notice of 38th Annual General Meeting ("AGM") of the Company scheduled to be held on Tuesday, 29th September, 2026 at 03:00 P.M, at 38, KANOTA BAGH, JAWAHAR LAL NEHRU MARG, JAIPUR RJ 302004 IN

Further, in accordance with the Regulation 36 (1) (b) of the SEBI Listing Regulations, a letter containing the web-link for accessing the notice of 38th AGM and Annual Report for FY 2025-26 is being sent to all those Members who have not registered their email IDs.

Kindly take the aforesaid information on record in compliance of SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015.

Please note it in your records and kindly acknowledge.

Yours sincerely,
**For SONI MEDICARE LIMITED
CIN: L51397RJ1988PLC004569**

**HARI KRISHAN TIWARI
(Company Secretary and Compliance Officer)
Membership No: FCS-5242**



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NOTICE OF 38TH ANNUAL GENREAL MEETING

Notice is hereby given that the 38th Annual General Meeting of the Members of SONI MEDICARE LIMITED will be held on Tuesday, the 29th Day of September 2026 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, 2026, including the Audited Balance Sheet as at 31st March, 2026, 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. **Approval for granting loan, giving guarantee or providing security in respect of any loan under section 185 of Companies act, 2013:**

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

“RESOLVED THAT pursuant to the provisions of Section 185 of the Companies Act, 2013, read with Companies (Amendment) Act, 2017 and Rules made thereunder as amended from time to time, approval of shareholders of the Company be and is hereby accorded to authorize the Board of Directors of the Company to advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any entity which is a subsidiary or associate or joint venture or group entity of the Company or other person in which director of the company is deemed to be interested up to an aggregate sum of **Rs. 100 Crores (Rupees Hundred Crore Only)** in their absolute discretion deem beneficial and in the interest of the Company, provided that such loans are utilized by the borrowing company for its principal business activities.



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“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorized to negotiate, finalise and agree the terms and conditions of the aforesaid loan/ guarantee/security, and to take all necessary steps, to execute all such documents, instruments and writings and to do all necessary acts, deed and things in order to comply with all the legal and procedural formalities and to do all such acts, deeds or things incidental or expedient thereto and as the Board may think fit and suitable.”

4. Increase in the limits applicable for making investments / extending loans and giving guarantees or providing securities in connection with loans to Persons / Bodies Corporate:

To consider & if thought fit, to pass with or without modification the following resolution as a **Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 186 of the Companies Act, 2013 (“the Act”) read with the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Act (including any modification or re-enactment thereof for the time being in force) and subject to such approvals, consents, sanctions and permissions as may be necessary, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company to

- (i) give any loan to any person or other body corporate;
- (ii) give any guarantee or provide any security in connection with a loan to any other body corporate or person and
- (iii) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, as they may in their absolute discretion deem beneficial and in the interest of the Company, subject however that the aggregate of the loans and investments so far made in and the amount for which guarantees or securities have so far been provided to all persons or bodies corporate along with the additional investments, loans, guarantees or securities proposed to be made or given or provided by the Company, from time to time, in future, shall not exceed a sum of **Rs. 100 Crores (Rupees Hundred Crores Only)** over and above the limit of 60% of the paid-up share capital, free reserves and securities premium account of the Company or 100% of free reserves and securities premium account of the Company, whichever is more, as prescribed under Section 186 of the Companies Act, 2013.

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board of the Directors of the Company be and is hereby authorized to take from time to time all decisions and such steps as may be necessary for giving loans, guarantees or providing securities or for making such investments and to give corporate guarantee and to execute such documents, deeds, writings, papers and/or agreements as may be required and do all such acts, deeds, matters and things, as it may in its absolute discretion, deem necessary or appropriate or desirable including to settle any question, difficulty or doubt that may arise in respect of



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such investments / loans / guarantees / securities made or given or provided by the Company (as the case may be)."

5. Appointment of Mr. Lavi Kumar Mutha (Din: 11003220) As Independent Director of the Company.

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

"RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 read with schedule IV and Section 161(1) read with Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions, of the Companies Act, 2013, Consent of the Board be and is hereby accorded, to appoint Mr. Lavi Kumar Mutha as an Additional Director (Non-Executive & Independent) on the Board of the Company w.e.f. 14.02.2026 to hold office till the conclusion of the next Annual General Meeting and subject to the approval of the members in the ensuing General Meeting, who has submitted a declaration confirming that he meets the criteria of independence as provided under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and who is eligible for appointment as an Independent Director, be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation for a term up to 5 consecutive years commencing from his original appointment date."

RESOLVED FURTHER THAT any of the director for the time being be and are hereby severally authorized to sign and execute all such documents and papers (including appointment letter etc.) as may be required for the purpose and file necessary e-form with the Registrar of Companies and to do all such acts, deeds and things as may considered expedient and necessary in this regard."

RESOLVED FURTHER THAT any of the director for the time being be and are hereby severally authorized to sign the certified true copy of the resolution of the resolution to be given as and when required".

6. Appointment of Mr. Namit Soni (Din: 02910984) as the Executive Director of the Company

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

"RESOLVED THAT pursuant to the provisions of Sections 152, 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V to the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and subject to such other approvals as may be necessary, Mr. Namit Soni (Din: 02910984), who was appointed as an Additional Director (Executive) of the Company by the Board of Directors with effect from 14.08.2026 and who holds office up to the date of this Annual General Meeting in terms of Section 161(1) of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing under Section 160 of the



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Companies Act, 2013 from a Member proposing his/her candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V thereto, and subject to the approval of the Members and such other approvals as may be necessary, the consent of the Members be and is hereby accorded for the appointment of Mr. Namit Soni (Din: 02910984) as Executive Director of the Company, on the terms and conditions including remuneration as set out in the Explanatory Statement annexed to this Notice, with liberty to the Board of Directors (hereinafter referred to as "the Board" which shall be deemed to include the Nomination and Remuneration Committee) to alter and vary the terms and conditions of the said appointment and/or remuneration, subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013, or any statutory modification(s) or re-enactment thereof.

RESOLVED FURTHER THAT notwithstanding anything stated herein, where in any financial year during the tenure of Mr. Namit Soni (Din: 02910984), the Company has no profits or its profits are inadequate, the Company shall pay remuneration by way of salary, perquisites and other allowances as specified above, as minimum remuneration, subject to the limits prescribed under Schedule V to the Companies Act, 2013, or such other limits as may be prescribed by the Central Government from time to time.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things and to execute all such documents, instruments and writings as may be necessary, proper or expedient to give effect to this resolution."

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

Date: 04th September, 2026

Place: Jaipur

*Dr. Bimal Roy Soni
Chairman & Managing Director
DIN: 00716246*

*Namit Soni
Additional Director
DIN: 02910984*



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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 3,4, 5 and 6 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 38th 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 38th 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



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transmission or transposition of 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 **i.e. Tuesday 22nd September 2026**, shall be entitled to vote at the 38th 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.sonihospitals.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



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where the Annual Report for financial year 2025-26 can be accessed. The Company has published a Public Notice by way of advertisement with the required details of 38th AGM, for information of the Members.

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 38th 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 **26th September, 2026** at **09.00 A.M.** and ends on Monday **28th September 2026** 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 **22nd September 2026** 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



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METHOD 1 - Individual Shareholders registered with NSDL IDeAS facility

Shareholders who have registered for NSDL IDeAS facility:

- Visit URL: <https://eservices.nsdl.com> and click on “Beneficial Owner” icon under “Login”.
- Enter User ID and Password. Click on “Login”
- 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.
- 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:

- To register, visit URL: <https://eservices.nsdl.com> and select “Register Online for IDeAS Portal” or click on <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
- Enter 8-character DP ID, 8-digit Client ID, Mobile no, Verification code & click on “Submit”.
- Enter the last 4 digits of your bank account / generate ‘OTP’
- 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.nsdl.com>

- Click on the “Login” tab available under ‘Shareholder/Member’ section.
- 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.
- 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.
- 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.
- 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.



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METHOD 3 - NSDL OTP based login

- a) To register, visit URL: and select “Register Online for IDeAS Portal” or click on <https://eservices.nsdl.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

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.



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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.
- 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:



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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*

- ❖ 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.

InstaVote USER ID	NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g.IN123456) and 8 digit Client ID (eg.12345678).
	CDSL	User ID is 16 Digit Beneficiary ID.
	Shares held in physical form	User ID is <u>Event No + Folio no.</u> registered with the Company



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NOTE: Shareholders may click on “Vote as per Proxy Advisor’s Recommendation” option and view proxy advisor recommendations for each resolution before casting vote. “Vote as per Proxy Advisor’s Recommendation” option provides access to expert insights during the e-Voting process. Shareholders may modify their vote before final submission.

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

Non-Individual Body corporate shareholders shall send a scanned copy of the board resolution authorising its representative to vote, to the scrutinizer at registered email address with a copy marked to RTA at enotices@in.mpms.mufig.com and the company at registered email address.

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.
- 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



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

METHOD 1 - VOTES ENTRY

- Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- Click on “**Votes Entry**” tab under the Menu section.
- 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”.

- Enter “**16-digit Demat Account No.**” for which you want to cast vote.
- 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).
- 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

- Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- After successful login, you will be able to see the “Notification for e-voting”.
- Select “**View**” icon for “**Company’s Name / Event number**”.
- E-voting page will appear.
- Download sample vote file from “**Download Sample Vote File**” tab.
- Cast your vote by selecting your desired option ‘Favour / Against’ in the sample vote file and upload the same under “**Upload Vote File**” option.
- 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).

NOTE: Non-Individual Body corporate shareholders shall send a scanned copy of the board resolution authorising its representative to vote, to the scrutinizer at registered email address with a copy marked to RTA at enotices@in.mpms.mufig.com and the company at registered email address.

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.mufig.com or contact on: - Tel: 022 – 4918 6000.



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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) 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>



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- 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".

General Instructions - Shareholders

- ❖ 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. Approval for granting loan, giving guarantee or providing security in respect of any loan under section 185 of Companies act, 2013:

As per the provisions of Section 185 of the Companies Act, 2013, no company shall, directly or indirectly, advance any loan including any loan represented by a book debt, to any of its Directors or to any other person in whom the Director is interested or give any guarantee or provide any security in connection with any loan taken by him or such other person. However, in order to promote ease of doing business, the entire Section 185 of the Companies Act, 2013 has been substituted vide Companies (Amendment) 5Act, 2017 and the same was notified by the Ministry of Corporate Affairs on 7th May, 2018.

In terms of the amended Section 185 of the Act, a company may advance any loan, including any loan represented by a book debt, to any person in whom any of the Directors of the Company is interested or give any guarantee or provide any security in connection with any loan taken by any such person, subject to the condition that approval of the shareholders of the Company is obtained by way of passing a Special Resolution and requisite disclosures are made in the Explanatory Statement. The Company may be required to make such transaction as referred under section 185 with the entities in which the Directors of the Company are interested, as and when required. Hence, as an abundant caution, the Board decided to seek approval of the shareholders by way of special resolution under said provisions, subject to the condition that the fund be utilized by the borrowers for their principle business activities.

Further, the rate of interest charged on such loan(s) shall be on arm's length basis and in any event shall not be less than the prevailing yield of one year, three-year, five year or ten-year Government Security closest to the tenor of the loan(s).

The Board recommends the passing of the Special Resolution set out in Item No. 3 of the accompanying Notice.

None of the Directors and/or Key Managerial Personnel of the Company and their relatives except to the extent of their directorship and/or deemed interest and/or shareholding in respective entity, is concerned or interested, financially or otherwise, as and when the transaction, if any takes place.

Item No. 4: Increase in the limits applicable for making investments / extending loans and giving guarantees or providing securities in connection with loans to Persons / Bodies Corporate:

Pursuant to the provisions of Section 186 of the Companies Act, 2013 ('Act'), the Company shall not directly or indirectly: -

(a) give any loan to any person or other body corporate;

(b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and



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(c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding sixty percent of its paid-up share capital, free reserves and securities premium account or one hundred percent of its free reserves and securities premium account, whichever is higher. Pursuant to the provisions of Section 186 of the 'Act', where the giving of any loan or guarantee or providing any security or the acquisition of securities exceeds the limits specified in Section 186 of the 'Act', prior approval by means of a Special Resolution passed at a General Meeting is necessary. Accordingly, it is proposed to seek prior approval of Members by way of Special Resolution to provide loans, guarantees and make investments up to a sum of Rs. 100 Crores (Rs. One Hundred Crores) over and above the aggregate of free reserves and securities premium account of the Company at any point of time.

All the relevant documents, registers and records shall be available for inspection by members during business hours at the registered office of the Company and also at the meeting.

The Board recommends the passing of the Special Resolution set out in Item No. 4 of the accompanying notice.

None of the Directors or the manager or any other key managerial personnel or their relatives has got any concern or interest whether financial or otherwise, if any, in respect of Special Resolution proposed at Item No. 4.

Item No. 5: Appointment of Mr. Lavi Kumar Mutha (Din: 11003220) As Independent Director of the Company.

Mr. Lavi Kumar Mutha (DIN: 11003220), was appointed as an Additional - Independent Director of the Company on the board of the Company by the directors in their Board Meeting held on 14th February, 2026, with effect from such Board meeting. In accordance with provisions of the Companies

Act, 2013, In accordance with the provisions of Section 161 of Companies Act, 2013, Mr. Lavi Kumar Mutha shall hold office up to the date of the forthcoming Annual General Meeting and is eligible to be regularized as an Independent Director for a term up to five years.

A brief profile of Mr. Lavi Kumar Mutha, including nature of her expertise, is provided as Annexure-II of this Notice.

Accordingly, in terms of the requirements of the provisions of Companies Act, 2013, approval of the members of the Company is required for regularization of Mr. Lavi Kumar Mutha (DIN: 11003220) from Additional Independent Director to Independent Director of the Company for a term up to 5 years with effect from conclusion of this AGM. The Company has also received a declaration from Mr. Lavi Kumar Mutha declaring that she meets the criteria of independence as provided under Section 146(9) of the Companies Act, 2013.

The Board is of the view that the appointment of Mr. Lavi Kumar Mutha as an Independent Director would be beneficial to the Company, considering his rich experience and expertise in Finance and Management.



SONI MEDICARE LIMITED

A copy of the draft Letter of Appointment setting out the terms and conditions of appointment of Independent Directors is available for inspection by the Members at the Registered Office of the Company during business hours on any working day

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

None of the Directors / Key Managerial Personnel of the Company other than Mr. Lavi Kumar Mutha, are concerned or interested, financially or otherwise, in the resolution.

Item No. 6: Appointment of Mr. Namit Soni (Din: 02910984) as the Executive Director of the Company.

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee, appointed **Mr. Namit Soni (Din: 02910984)** as an **Additional Director** of the Company in the category of **Executive Director** with effect from **14.08.2026**, pursuant to Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company. In terms of the said provision, **Mr. Namit Soni (Din: 02910984)** holds office only up to the date of this Annual General Meeting.

Mr. Namit Soni (Din: 02910984) is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given his/her consent to act as Director in Form DIR-2. The Board, based on the recommendation of the Nomination and Remuneration Committee, is also proposing to appoint **Mr. Namit Soni (Din: 02910984)** as **Executive Director** of the Company, subject to the approval of the Members.

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

Except **Mr. Namit Soni (Din: 02910984)** and his relatives, to the extent of his shareholding, if any, in the Company, none of the other Directors/Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 6.



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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)

Annexure-I

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	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	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



SONI MEDICARE LIMITED

	4. Soni Diagnostics and Imagings Private limited
	5. SONI TELE RADIOLOGY LLP
No. of Equity shares held in the Company as on 31/03/ 2026	492700
No. of board meetings attended during the year	6

Mr. Lavi Kumar Mutha (DIN: 11003220)

Annexure-II

Name of the Director	Lavi Kumar Mutha
Father's Name	Vimal Kumar Mutha
Date of first appointment on Board	14/02/2026
Qualification	MBA and B. Com graduate
Status of Directorship Position In Company	Non-Executive –Independent Director
Brief resume including experience	1. He has strong expertise in healthcare, administration, Financial Management.
Expertise in specific functional areas	Finance and Managements
Other Directorships	Mr. Lavi Kumar Mutha is already director in the following companies :- 1 SHINY DHABA PRIVATE LIMITED 2. LAS TRIO GIFTS PRIVATE LIMITED
No. of Equity shares held in the Company as on 31/03/ 2026	0
No. of board meetings attended during the year	0

Mr. Namit Soni (Din: 02910984)

Annexure-III

Name of the Director	Namit Soni
Father's Name	Bimal Roy Soni
Date of first appointment on Board	14/08/2026
Qualification	MBA and B. Com graduate
Status of Directorship Position In Company	Executive Director



SONI MEDICARE LIMITED

Brief resume including experience	1. He has strong expertise in healthcare, administration, Financial Management.
Expertise in specific functional areas	Finance and Managements
Other Directorships	Mr. Namit Soni is already director in the following companies :- 1 SONI DIAGNOSTICS AND IMAGINGS PRIVATE LIMITED 2. SONI HOSPITALS PRIVATE LIMITED 3. TRANSFORMER NEURAL SCAN QUEST AI PRIVATE LIMITED 4. QUINTET NETWORK INTERNATIONALS LLP 5. MS&NS INNOVATION VENTURES LLP 6. SONI TELE RADIOLOGY LLP
No. of Equity shares held in the Company as on 31/03/ 2026	0
No. of board meetings attended during the year	0

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

***Date: 04th September, 2026
Place: Jaipur***

***Dr. Bimal Roy Soni
Chairman & Managing Director
DIN: 00716246***

***Namit Soni
Additional Director
DIN: 02910984***



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 38TH Annual General Meeting of Soni Medicare Limited held on Tuesday, 29th September 2026 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 38th Annual General Meeting of Soni Medicare Limited held on Tuesday, 29th September 2026 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*
1.	Ordinary Resolution for adoption of Audited Financial Statement for the Financial year ended 31st March, 2026 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.		
S. No.	SPECIAL BUSINESS	For*	Against*
3.	Special Resolution for Approval for granting loan, giving guarantee or providing security in respect of any loan under section 185 of Companies Act, 2013		
4.	Special Resolution for Increase in the limits applicable for making investments / extending loans and giving guarantees or providing securities in connection with loans to Persons / Bodies Corporate		



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5.	Ordinary Resolution for Appointment of Mr. Lavi Kumar Mutha (Din: 11003220) As Independent Director of the Company		
6.	Ordinary Resolution for Appointment of Mr. Namit Soni (Din: 02910984) as the Executive Director of the Company		

Affix
Re. Revenue
Stamp

Signed this.....day of.....2026

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>

