

17th August 2024

To
BSE Limited
Department of Corporate Services
Phiroze Jeejeebhoy Towers
Dalal Street, Fort, Mumbai- 400 001
Scrip Code: 516110

Sub.: Corrigendum to the Notice of Postal Ballot of the Company dated July 30, 2024

Dear Sir/ Madam,

This is further to our letter dated 30th July, 2024 intimating about the Notice of Postal Ballot of the Company dated 30th July, 2024 and the explanatory statement thereto (“**Notice**”) seeking approval of the members of the Company on certain agenda items. The Notice has already been sent to all the members of the Company on 30th July, 2024 in due compliance with the provisions of the Companies Act, 2013 (the “**Act**”) and rules made thereunder and other applicable laws and regulations.

Subsequent to the issuance of the Notice, pursuant to the applications filed by the Company for obtaining in-principle approval of the BSE Limited (“**BSE**”) in respect to the Item No. 10 of the Notice, the BSE has asked the Company to provide the web link of the Practicing Company Secretary Certificate and Valuation Report in respect of the Preferential Issue, by way of a corrigendum to the Notice.

Accordingly, revised clause V and clause XXII of the explanatory statement relating to item No. 10 of the Notice is detailed in the aforesaid corrigendum to the Notice and this corrigendum shall be deemed to be an integral part of the original Notice dated 30th July, 2024.

We are enclosing herewith Corrigendum to the Notice of the Company. The said Corrigendum to Notice is available on the Company's website at www.scandent.in and the website of the stock exchange at www.bseindia.com and on the website of M/s. Purva Sharegistry (India) Private Limited, Registrar and Share Transfer Agents’ (“**RTA**”) website at www.evoting.purvashare.com for the information of members.

This Addendum to Notice shall form an integral part of Notice circulated to the Members of the Company on 30th July, 2024.

Please take the above on record and disseminate the same on your website.

Thanking you,

Yours faithfully,

For Family Care Hospitals Limited

MOHINI
RAJU
WAGHADE

Mohini W.
Company Secretary
ACS 68056

Encl: As above

Family Care Hospitals Limited (Formerly known as SCANDENT IMAGING LIMITED)

Reg. Office: Plot No. A-357, Road No. 26, Wagle Industrial Estate, MIDC, Thane (W) - 400604 Maharashtra.

Tel No. 022 - 4184 2222 Website: www.familycarehospitals.com CIN:L93000MH1994PLC080842

CORRIGENDUM TO THE NOTICE OF POSTAL BALLOT

Corrigendum to the Notice of Postal Ballot (“Notice”) of the Company dated 30th July, 2024.

Family Care Hospitals Limited (the “Company”) has issued a Notice dated 30th July 2024 for seeking approval of the members of the Company on certain agenda items. The Notice has been dispatched to the members of the Company in due compliance with the provisions of the Companies Act, 2013 (“Act”) read with the relevant rules made thereunder.

Pursuant to the requirements of Regulation 28(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had filed applications for obtaining in-principle approval of the BSE Limited (“BSE”) for the proposed preferential issue of warrants convertible into equity shares of the Company, as set out in **Item No. 10** of the Notice, along with the explanatory statement thereto (collectively, the “**Preferential Issue**”).

The BSE, vide its email dated 12th August, 2024, has asked the Company to provide the web link of the Practicing Company Secretary Certificate and Valuation Report in respect of the Preferential Issue, by way of a corrigendum to the Notice.

Accordingly, this Corrigendum is being issued in continuation to the Notice dated 30th July, 2024, together with the explanatory statement thereof and this Corrigendum shall be deemed to be an integral part of the original Notice dated 30th July, 2024. Pursuant to this Corrigendum, the members of the Company are hereby informed and requested to note that:

A. For better clarity and understanding, in the explanatory statement relating to **Item No. 10 of the Notice (**Issue of Securities on a preferential basis**):**

- (A) clause V (Basis or justification for the price (including the premium, if any) has been arrived at); and
(B) clause XXII (Practicing Company Secretary’s Certificate),

of the said explanatory statement shall be replaced and read in the manner set out below.

v) Basis or justification for the price (including the premium, if any) has been arrived at

In terms of the SEBI ICDR Regulations, the floor price at which the Warrants can be issued is INR 10.81/- (Indian Rupees Ten and Paise Eighty One only) per Warrant, as per the pricing formula prescribed under the SEBI ICDR Regulations for the Preferential Issue and is the highest of the following:

- a) 90 (ninety) trading days volume weighted average price (VWAP) of the equity shares of the Company preceding the Relevant Date;
b) 10 (ten) trading days volume weighted average price (VWAP) of the equity shares of the Company preceding the Relevant Date.

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c) Floor price determined in accordance with the provisions of the Articles of Association of the Company. However, the Articles of Association of the Company does not provide for any method of determination for valuation of shares which results in floor price higher than determined price pursuant to SEBI ICDR Regulations.

The Proposed Preferential Issue is not expected to result in a change in control of the Company. Pursuant to Regulation 166A of the SEBI ICDR Regulations, the Company is required to obtain a valuation report from an independent registered valuer, for determining the floor price for the Preferential Issue. In compliance thereof, the Company has obtained a valuation report dated July 30, 2024, from FCA Neeraj Agarwal, Independent Registered Valuer (Registration No.: IBBI/RV/06/2019/10560), for determining the floor price for the Preferential Issue (referred to below as the “**Valuation Report**”). As per the Valuation Report, the floor price per equity share of the Company is INR 10.81/- (Indian Rupees Ten and Paise Eighty One only). The Valuation Report is available on the website of the Company at www.scandent.in and will be accessible at link: <http://www.scandent.in/announcement/FCHL%20Valuation%20Report%2030072024.pdf>

The price per Warrant to be issued pursuant to the Preferential Issue is fixed at INR 11/- (Indian Rupees Eleven only) per Warrant, being a price that is not less than the floor price computed in accordance with Chapter V of the SEBI ICDR Regulations.

Further, given that the equity shares of the Company have been listed for a period of more than 90 (ninety) trading days prior to the relevant date, the Company is not required to re-compute the issue price as per Regulation 164(3) the SEBI ICDR Regulations, and therefore, the Company is not required to submit the undertakings specified under Regulations 163(1)(g) and 163(1)(h) of the SEBI ICDR Regulations.

If the Company is required to re-compute the price, then it shall undertake such recomputation and if the amount payable on account of the re-computation of price is not paid by the Proposed Allottees within the time stipulated in the SEBI ICDR Regulations, the Warrants proposed to be issued pursuant to this resolution would have been continued to be locked in till the time such amount would have paid by the Proposed Allottees.

xxii) Practicing Company Secretary’s Certificate

The certificate from M/s. Rakhi Dasgupta & Associates, Practicing Company Secretary, certifying that the Preferential Issue is being made in accordance with the requirements contained in the SEBI ICDR Regulations shall be made available electronically for inspection by the Members and will also be made available on the Company’s website at www.scandent.in and will be accessible at link: <http://www.scandent.in/announcement/Preferential%20Issue%20of%20Warrants%20-%20Certificate%20from%20PCS.pdf>

All other contents of the Notice together with the Explanatory Statement, save and except as modified or supplemented by the Corrigendum, shall remain unchanged.

This Corrigendum shall form an integral part of the Notice which has already been circulated to the members of the Company. On and from the date hereof, the Notice together with the explanatory statement thereto shall always be read in conjunction with this Corrigendum.

This corrigendum to the Notice is available on the website of the Company at www.scandent.in, website of BSE Limited at www.bseindia.com and M/s. Purva Share registry (India) Private Limited, Registrar and Share Transfer Agents' ("RTA") website at www.evoting.purvashare.com for the information of members.

Family Care Hospitals Limited
CIN: L93000MH1994PLC080842
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Wagle Industrial Estate, MIDC,
Thane (W) – 400604
Email id: csscandent@gmail.com;
Phone No.: 022-4184 2222

By the Order of the Board of Directors
Sd/-
Mohini Waghade
Company Secretary and Compliance Officer
ACS 68056
Date: 17th August, 2024
Place: Thane