

20th February 2024

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

**Sub.: Outcome of Board Meeting held on Tuesday, 20th February 2024, pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").**

Dear Sir/ Madam,

Further to our intimation dated 15th February 2024 and pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), we wish to inform you that the Board of Directors of the Company at their meeting held today i.e. 20th February 2024, has considered and approved the following:

### **1. Alteration of Articles of Association**

Subject to the approval of the members of the Company, the Board has approved alteration of Articles of the Company by insertion of Clause 2(iii) after the existing Clause 2(ii) as follows:

iii. Without derogating from the powers conferred under these Articles and Statute and subject to the provisions of the Companies Act, 2013 relating to issue of capital and rules and regulations made thereof from time to time, any further issue of capital (whether forming part of original capital or of any increased capital of the company) shall be offered to such persons (whether members or not) and on such terms and conditions through preferential issue on private placement by means of equity instruments including but not limited to equity shares, warrants, convertible debentures (whether fully or partly convertible, and whether mandatorily or optionally convertible), or any financial instruments with a provision for allotment of equity shares at a future date either through conversion, exchange or otherwise, and either at a premium or at par as may be determined at a General Meeting with full powers to give any person (whether a member or not) the option to call for or be allotted shares of any class of the company at a premium or at par, as such General Meeting shall determine such option being exercisable at such times and for such consideration as may be directed by such General Meeting or the company in General Meeting may make any other provision whatsoever for the issue of/ allotment of / disposal of any shares.

### **2. Alteration of Memorandum of Association**

Increase the Authorised Share Capital of the Company from existing Rs. 75,00,00,000 (Rupees Seventy Five Crore Only) divided into 7,50,00,000 (Seven Crore Fifty lakhs) Equity Shares of Rs. 10 each to Rs.

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**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](http://www.familycarehospitals.com) CIN:L93000MH1994PLC080842

125,00,00,000 (Rupees One Hundred and Twenty Five Crore) divided into 12,50,00,000 (Twelve Crore Fifty lakhs) Equity shares of Rs. 10/- each and the consequent change in the Capital Clause of the Memorandum of Association, subject to the approval of members.

### 3. Preferential Issue of Warrants

Approved to issue upto 2,00,00,000 (Two Crore) equity warrants i.e. Fully Convertible Warrants (“Warrants”), each convertible into or exchangeable at an option of Investor, within a maximum period of 18 months from the date of allotment of warrants into equivalent number of fully paid up equity share of the Company of face value of Rs. 10/- (Rupee Ten Only) each at a price of Rs 10/- (Rupees Ten each) to certain identified persons/ entities belonging to Non-Promoter Group, on preferential issue basis in accordance with the Companies Act, 2013 read with the rules made there under and Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations") read with other applicable regulations, if any, in such manner and on such terms and conditions as determined by the Board in its absolute discretion in accordance with the SEBI ICDR Regulations and other and other applicable laws subject to approval of shareholders and other regulatory authorities, as maybe applicable.

### 3. Change in objects of the unutilized proceeds of Right Issue

Considered and approved change of objects in relation to the utilization of the remaining proceeds of the Right issue previously carried out pursuant to the board resolution dated 29th June, 2022, subject to shareholder’s approval.

Accordingly, it was also decided that EGM shall be conducted for seeking approval of the members of the Company for the aforesaid resolutions along with any other matter that may be decided by the Board in the upcoming Board Meeting where notice of the EGM will be approved and issued.

The Board meeting started at 2.10 p.m. and was concluded at 2.45 p.m.

Request you to take the above information on record.

For **Family Care Hospitals Limited**



**Mohini W.**  
**Company Secretary**

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### Annexure I

The details relating to issuance of warrants as required under Regulation 30 of SEBI (LODR) Regulations, 2015 read with SEBI Circular dated July 13, 2023 are as under:

Sr. No.	Particulars	Description																								
1	Type of securities proposed to be issued	Convertible Warrants carrying a right to subscribe 1 (One) equity share per Warrant.																								
2	Type of issuance	Preferential issue of Warrants in accordance with the provisions of the Companies Act, 2013 and Rules made thereunder SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("ICDR Regulations") and other applicable laws																								
3	Total number of securities proposed to be issued or the total amount for which the securities will be issued (approximately)	Up to 2,00,00,000 (Two Crore) fully convertible equity warrants, at a price of Rs. 10/- (Ten Only) per Warrant, aggregating up to Rs. 20,00,00,000 (Rupees (Twenty Crore Only), each convertible into, or exchangeable for, 1 (one) fully paid-up equity share of the Company having face value of Rs. 10/- (Rupee Ten Only)																								
<b>Additional information in case of preferential issue</b>																										
4.	Name of Investor	<table border="1"> <thead> <tr> <th>Sr. No.</th> <th>Name of Investor</th> <th>Maximum number of warrants to be issued</th> <th>Category (Promoter/Non Promoter)</th> </tr> </thead> <tbody> <tr> <td>1.</td> <td>Jeevan Jyoti Vanijya Limited</td> <td>up to 40,00,000</td> <td>Non-Promoter Group</td> </tr> <tr> <td>2.</td> <td>Shree Bhuvanakaram Tradinvest Private Limited</td> <td>up to 40,00,000</td> <td>Non-Promoter Group</td> </tr> <tr> <td>3.</td> <td>Shree Mallikarjun Tradinvest Private Limited</td> <td>up to 40,00,000</td> <td>Non-Promoter Group</td> </tr> <tr> <td>4.</td> <td>Parklight Securities Private Limited</td> <td>up to 40,00,000</td> <td>Non-Promoter Group</td> </tr> <tr> <td>5.</td> <td>Dhwanil Bhavnagari</td> <td>up to</td> <td>Non-Promoter</td> </tr> </tbody> </table>	Sr. No.	Name of Investor	Maximum number of warrants to be issued	Category (Promoter/Non Promoter)	1.	Jeevan Jyoti Vanijya Limited	up to 40,00,000	Non-Promoter Group	2.	Shree Bhuvanakaram Tradinvest Private Limited	up to 40,00,000	Non-Promoter Group	3.	Shree Mallikarjun Tradinvest Private Limited	up to 40,00,000	Non-Promoter Group	4.	Parklight Securities Private Limited	up to 40,00,000	Non-Promoter Group	5.	Dhwanil Bhavnagari	up to	Non-Promoter
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			20,00,000	Group	
		6.	Saumil Bhavnagari	up to 20,00,000	Non-Promoter Group
<b>5.</b>	Post allotment of securities - outcome of the subscription, issue price / allotted price (in case of convertibles), number of investors	<b>Refer Annexure II for outcome of subscription</b>  Issue Price is Rs 10/- (Rupee Ten Only) per Warrant, not being lower than the price determined in accordance with the Chapter V of SEBI ICDR Regulations, 2018 and other applicable regulations if any.			
<b>6</b>	In case of convertibles — intimation on conversion of securities or on lapse of the tenure of the instrument;	Same will be intimated to stock exchange as and when warrants will be converted/ lapsed.			
<b>7</b>	Any cancellation or termination of proposal for issuance of securities including reasons thereof	Not applicable			

**Annexure II**

Sr. No.	Proposed Allottee/s	Pre Issue Holding	Warrants proposed to be allotted	No. of Shares after conversion	Amount Rs.
1	Jeevan Jyoti Vanijya Limited - Non-Promoter Group	-	40,00,000	40,00,000	4,00,00,000
2	Shree Bhuvanakaram Tradinvest Private Limited - Non-Promoter Group	-	40,00,000	40,00,000	4,00,00,000
3	Shree Mallikarjun Tradinvest Private Limited - Non-Promoter Group	-	40,00,000	40,00,000	4,00,00,000
4	Parklight Securities Private Limited - Non-Promoter Group	-	40,00,000	40,00,000	4,00,00,000
5	Dhwanil Bhavnagari - Non-Promoter Group	-	20,00,000	20,00,000	2,00,00,000
6	Saumil Bhavnagari - Non-Promoter Group	-	20,00,000	20,00,000	2,00,00,000