

To,  
**BSE Limited**  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Mumbai - 400001

30th May 2024

**Ref: Family Care Hospitals Limited (Scrip Code: 516110) ("Company")**

**Subject: Submission of Annual Secretarial Compliance Report for the Financial Year ended 31st March, 2024**

Dear Sir/Madam,

In Compliance with Regulation 24A of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirement) Regulation 2015, we are enclosing a copy of Annual Secretarial Compliance Report for the financial year 2023-24 issued by M/s Ajay Kumar & Co., Practicing Company Secretaries, Mumbai.

We request you to take this information on Records.

**For Family Care Hospitals Limited,**

MOHINI  
RAJU  
WAGHADE

**Mohini Waghade**  
**Company Secretary and Compliance Officer**  
**A68056**

**Enc: a/a**

# AJAY KUMAR & CO.

PRACTISING COMPANY SECRETARIES

Off.: 103, A.S. Dias Building, 1st floor, 268/272, Dr. Cawasji Hormasji Street, Marine Lines, Mumbai - 400 002.

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## Secretarial compliance report of FAMILY CARE HOSPITALS LIMITED for the year ended 31<sup>st</sup> March, 2024

I have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by FAMILY CARE HOSPITALS LIMITED (formerly known as SCANDENT IMAGING LIMITED) (hereinafter referred as 'the listed entity'), having its Registered office at A-357, Road No.26, Wagle Industrial Estate, MIDC, Thane (west) 400604. Secretarial Review was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and to provide my observations thereon.

Based on my verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, I hereby report that the listed entity has, during the review period covering the financial year ended on 31<sup>st</sup> March, 2023 complied with the statutory provisions listed hereunder in the manner and subject to the reporting made hereinafter :

I have examined:

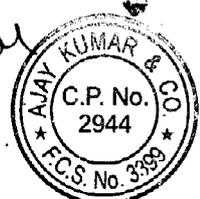
- (a) all the documents and records made available to us and explanation provided by Family Care Hospitals Limited (Formerly known as Scandent Imaging Limited)[CIN: L93000MH1994PLC080842] ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31<sup>st</sup> March, 2024 ("Review Period") in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure



Requirements) Regulations, 2015;

- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; [Not applicable during the review period]
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; [Not applicable during the review period]
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; [Not applicable during the review period]
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; [Not applicable during the review period]
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and circulars/ guidelines issued thereunder;

and based on the above examination, I hereby report that, during the Review Period;

- I. (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:

Sr. No.	Compliance Requirement (Regulations/Circulars/guidelines including specific clause)	Regulation/Circular No.	Deviations	Action taken by	Type of Action	Details of Violation	Fine Amount	Observations/Remarks of the Practicing Company Secretary	Management Response	Remarks
1.	SEBI (Prohibition of Insider Trading) Regulations, 2015	SEBI (Prohibition of Insider Trading) Regulations, 2015	There was delay of 1 day in filing Disclosure regarding Closure of Trading Window for the Quarter ended December, 2023.			The Company has filed Disclosure regarding Closure of Trading Window for the Quarter ended December, 2023 on 01.01.2024. There was delay of 1 day.				



2.	Regulation 6(1) & 6(1A) of SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015	Regulation 6(1) & 6(1A) of SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015	There was delay of 8 months 4 days in filling up the vacancy of Compliance officer.			The Company has appointed Mr. Pandoo Naig, Managing Director as compliance officer of the Company but he is not eligible to be appointed as a Compliance Officer. The vacancy of Compliance Officer accrued on 14.12.2022 but it was filled up on 11.08.2023 resulting in delay of 8 months 4 days.				
3.	Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015	Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015	There was delay of 52 day in filing Statement of Impact of Audit Qualifications for the Financial Year ended 31.03.2023.	BSE	Fine Imposed	The Company has Filed Audited Financial Statements for the Financial year ended on 31.03.2023 on 29.05.2023. The Statement of Impact of Audit Qualifications was required to be filed alongwith Audited Financial Statement but the said	Rs. 3,06,800/-	The Company has paid the fine of Rs. 3,06,800 on 29.08.2023.	Non-compliances are completely unintentional and rectified by the company	The Company has paid required fine for the said violation.

*W. Prasad*



						Statement of Impact was filed on 21.07.23. There was a delay of 52 days. BSE has imposed fine on the Company.				
4.	Regulation 23 (9) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	Regulation 23 (9) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	There was delay of 4 days in filing Disclosure of Related Party Transactions for Half year ended 31.03.2023	BSE	Fine Imposed	The disclosure of Related Party Transactions for Half year ended 31.03.2023 was filed by the Company on 02.06.2023. Hence there was delay of 4 days. BSE has imposed fine on the Company.	Rs. 23,600	The Company has paid the fine of Rs. 23,600 on 28.07.2023.		The Company has paid required fine for the said violation.
5.	Regulation 4(1)(c), (d), (e) and 23(1), (4), (9) and 30(2), (12) and 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.  SEBI Cir. CIR/CFD	Regulation 4(1)(c), (d), (e) and 23(1), (4), (9) and 30(2), (12) and 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.	Non violations of the said Regulations	SEBI	Penal Action	SEBI has passed an Adjudication Order dated 21.03.2024 against the Company for non-compliance with the requirements of the said provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI Circulars and	Rs. 15,00,000/-	The Company has paid the penalty of Rs. 15,00,000/- on 06.05.2024.		The Company has paid required fine for the said violation.

*Advised*



	/CMD/8/2015 dated 04.11.2015.	SEBI Cir. CIR/CFD/CMD/8/2015 dated 04.11.2015.					imposed a monetary penalty of Rs. 15,00,000/- on the Company				
	SEBI Cir. SEBI/HO/CFD/CMD1/CI R/P/ /2021/662 dated 22.11.2021.	SEBI Cir. SEBI/HO/CFD/CMD1/CI R/P/ /2021/662 dated 22.11.2021.									

(b) The listed entity has taken the following actions to comply with the observations made in previous reports: [NOT APPLICABLE]

Sr. No.	Compliance Requirement (Regulations/Circulars/guidelines including specific clause)	Regulation/Circular No.	Deviations	Action taken by	Type of Action	Details of Violation	Fine Amount	Observations/Remarks of the Practicing Company Secretary	Management Response	Remarks

II. Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD/114/2019 dated 18<sup>th</sup> October, 2019:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/Remarks by PCS
1.	Compliances with the following conditions while appointing/re-appointing an Auditor [NOT APPLICABLE]		

*Ajay Kumar*



	(i) If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter; or		
	(ii) If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter; or	NA	During the year under review, there was no appointment/re-appointment of Auditor.
	(iii) If the auditor has signed the limited review/ audit report for the first three quarters of a financial year, the auditor before such resignation, has issued the limited review/ audit report for the last quarter of such financial year as well as the audit report for such financial year		
<b>2. Other conditions relating to resignation of statutory auditor</b>			
	<p>(i) Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee:</p> <p>a. In case of any concern with the management of the listed entity/material subsidiary such as non-availability of information / non-cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings.</p> <p>b. In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information / explanation from the company, the auditor has informed the Audit Committee the details of information / explanation sought and not provided by the management, as applicable</p> <p>c. The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned</p>	NA	During the year under review, there was no resignation of statutory Auditor.

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	above and communicate its views to the management and the auditor.		
	(ii) Disclaimer in case of non-receipt of information: The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI / NFRA, in case where the listed entity/ its material subsidiary has not provided information as required by auditor.	NA	During the year under review, there was no resignation of statutory Auditor.
3.	The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure- A in SEBI Circular CIR/ CFD/CMD1/114/2019 dated 18th October, 2019.	NA	During the year under review, there was no resignation of statutory Auditor.

III. I hereby report that, during the review period the compliance status of the listed entity is appended as below:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observation/Remarks of the Practicing Company Secretary
1.	<b>Secretarial Standard:</b> The compliances of listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI) as notified by the Central Government under Section 118(10) of the Companies Act, 2013 and mandatorily applicable.	Yes	
2.	<b>Adoption and timely updation of the Policies:</b> <ul style="list-style-type: none"> <li>All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities</li> <li>All the policies are in conformity with SEBI Regulations and has been reviewed &amp; timely updated as per the regulations/circulars/guidelines issued by SEBI</li> </ul>	Yes	
3.	<b>Maintenance and disclosures of Website:</b> <ul style="list-style-type: none"> <li>The Listed entity is maintaining a functional website</li> <li>Timely dissemination of the</li> </ul>	Yes	

*Praveen*



	<p>documents/information under a separate section on the website</p> <ul style="list-style-type: none"> <li>• Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/section of the website</li> </ul>		
4.	<p><b>Disqualification of Director:</b></p> <p>None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.</p>	Yes	
5.	<p><b>Details related to Subsidiaries of listed entities have been examined w.r.t.:</b></p> <p>(a) Identification of material subsidiary companies</p> <p>(b) Disclosure requirement of material as well as other subsidiaries</p>	NA	
6.	<p><b>Preservation of Documents:</b></p> <p>The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015</p>	Yes	
7.	<p><b>Performance Evaluation:</b></p> <p>The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations</p>	Yes	
8.	<p><b>Related Party Transactions:</b></p> <p>(a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions</p> <p>(b) The listed entity has provided detailed reasons along with confirmations whether the transactions were subsequently approved/ratified/rejected by the Audit Committee, in case no prior approval has been obtained.</p>	Yes	
9.	<p><b>Disclosure of events or information:</b></p> <p>The listed entity has provided all the required disclosure(s) under Regulation 30 alongwith Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.</p>	No	The Company has not provided all disclosures within the time limits prescribed under the said

*Dr. Arvind*



			Regulations. Details in Para I (a).
10.	<b>Prohibition of Insider Trading:</b> The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015	Yes	
11.	<b>Actions taken by SEBI or Stock Exchange(s), if any:</b> No Actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/guidelines issued thereunder except as provided under separate paragraph herein.	Details provided in Para I (a) above.	
12.	<b>Additional Non-compliances, if any:</b> No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.	Details provided in Para I (a) above	

**Assumptions & Limitation of scope and Review:**

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

Signature:

*Ajay Kumar*

AJAY KUMAR  
Ajay Kumar & Co.  
Practising Company Secretary  
FCS No. 3399  
C.P. No. 2944  
UDIN: F003399F000483417

Date: 29-5-2024  
Place: Mumbai

Peer Review Certificate. No. 1119/2021



**AJAY KUMAR & CO.**  
Practising Company Secretaries  
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