

DRAFT OF POSTAL BALLOT NOTICE

(Pursuant to Section 108 and Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014)

To,
The Members,
Family Care Hospitals Limited

Notice is hereby given that pursuant to the provisions of Section 110 read with Section 108 and all other applicable provisions, if any, of the Companies Act, 2013 (“the **Act**”), read together with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) (“**Rules**”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “**SEBI Listing Regulations**”) General Circular Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, 20/2020 dated 5th May, 2020, 22/2020 dated 15th June, 2020, 33/2020 dated 28th September, 2020, 39/2020 dated 31st December, 2020, 10/2021 dated 23rd June, 2021, 20/2021 dated 8th December, 2021 and 3/2022 dated 5th May, 2022, 11/2022 dated 28th December, 2022, 09/2023 dated 25th September, 2023 and 09/2024 dated 19th September, 2024 issued by the Ministry of Corporate Affairs, Government of India (“**MCA Circulars**”), Secretarial Standard on General Meetings (“**SS-2**”) issued by the Institute of Company Secretaries of India (“**ICSI**”) and any other applicable laws and regulations, to transact the Special Businesses as set out hereunder are proposed to be passed by the members of the Company (“Family Care Hospitals Limited”) by way of Postal Ballot, only by way of remote e-voting (“e-voting”) process.

The Explanatory Statement pursuant to Section 102 and other applicable provisions of the Act, read with Rules framed thereunder, setting out the material facts concerning the resolution mentioned in this Postal Ballot Notice (“Notice”), is annexed hereto for your consideration.

In accordance with the MCA Circulars referred above, this Postal Ballot Notice is being sent only by electronic mode to those members whose names appear on the Register of Members as on **Friday, April 18, 2025 (“Cut-Off Date”)** received from the Depositories and whose e-mail address is registered with the Company / Depositories. The communication of the assent or dissent of the Members would only take place through the remote e-voting system.

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Section 108 and Section 110 of the Act read with the Rules, the MCA Circulars and SS-2, the Company is providing remote e-voting facility to its Members, to enable them to cast their votes electronically instead of submitting the Postal Ballot Form physically. The Company has engaged the services of Purva Sharegistry (India) Private Limited for the purpose of providing remote e-voting facility to its Members. The instructions for remote e-voting are appended to this Notice. The Notice is also available on the website of the Company www.familycarehospitals.com/

Members desiring to exercise their vote through the remote e-voting process are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice for casting of votes by remote e-voting. The schedule of remote e-voting is as under:

VOTING STARTS ON	VOTING ENDS ON
Saturday, April 26, 2025 at 09.00 AM	Sunday, May 25, 2025 at 05:00 PM

The remote e-voting will be disabled by Purva Sharegistry (India) Private Limited immediately thereafter.

The proposed resolution and explanatory statement pertaining to the respective resolution pursuant to Section 102(1) and other applicable provisions of the Act read with the Rules setting out all the material facts concerning the resolutions mentioned in this Postal Ballot Notice and reasons thereof, is appended herewith for your consideration is as follows:

SPECIAL BUSINESSES:

Item No. 1

REGULARIZATION OF THE APPOINTMENT OF MRS. ARCHANA CHIRAWAWALA AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY

To consider and pass the following Resolution as a **Special Resolution**

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 160 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulations 16, 17 and 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR" / "Listing Regulations") (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force) and based on the recommendation of the Nomination and Remuneration Committee, Mrs. Archana Chirawawala (DIN: 09721625), who was appointed as an additional Non-executive Independent Director of the Company by the Board of Directors w.e.f. 28th February 2025 pursuant to Section 161 of the Act and who is eligible for appointment and who has consented to act as a Director of the Company and also has submitted the declaration that she meets the criteria for Independence as provided under the Act and the Listing Regulations and in respect of whom the Company has received a notice in writing, from a Member proposing her candidature for the office of the Independent Director of the Company, be and is hereby appointed as a Regular Director in Independent Director category, not liable to retire by rotation and to hold office for a first term of one (1) year up to 27th February 2026, subject to the approval of the shareholders.

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

Item No. 2

REGULARIZATION OF THE APPOINTMENT OF MR. SANJEEV SETH AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY

To consider and pass the following Resolution as a **Special Resolution**

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 160 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulations 16, 17 and 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR" / "Listing Regulations") (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force) and based on the recommendation of the Nomination and Remuneration Committee, Mr. Sanjeev Seth (DIN: 10974972), who was appointed as an additional

Non-executive Independent Director of the Company by the Board of Directors w.e.f. 28th February 2025 pursuant to Section 161 of the Act and who is eligible for appointment and who has consented to act as a Director of the Company and also has submitted the declaration that he meets the criteria for Independence as provided under the Act and the Listing Regulations and in respect of whom the Company has received a notice in writing, from a Member proposing his candidature for the office of the Independent Director of the Company, be and is hereby appointed as a Regular Director in Independent Director category, not liable to retire by rotation and to hold office for a first term of one (1) year up to 27th February 2026, subject to the approval of the shareholders.

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

Item No. 3

REGULARIZATION OF THE APPOINTMENT OF MR. SUCHIT RAGHUNATH MODSHING AS AN EXECUTIVE – WHOLE TIME DIRECTOR OF THE COMPANY

To consider and pass the following Resolution as a **Special Resolution**

“RESOLVED THAT pursuant to the provisions of Sections 196, 197 read with Schedule V, section 203 and all other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [SEBI (LODR)] (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Articles of Association and the Remuneration Policy of the Company, as amended from time to time, Mr. Suchit Raghunath Modshing (DIN: 10974977) who was appointed as an Additional Executive – Whole Time Director on the Board w.e.f. 28th February 2025 of the Company and hold office for a first term of one (1) year up to 27th February 2026, subject to the approval of the shareholders.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee(s) constituted or to be constituted by the Board to exercise the powers conferred on the Board by this Resolution) shall, in accordance with the statutory limits / approvals as may be applicable, be at full liberty to modify / amend the terms and conditions of the said appointment and / or remuneration, from time to time, as it may deem fit and to take such steps and do and perform all such acts, deeds, matters and things as may be considered necessary, proper or expedient to give effect to this Resolution.”

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

Item No. 4

APPOINTMENT OF MR. NITESH SHRINATH SINGH AS NON-EXECUTIVE 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(4), 150, 152, and 160 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Schedule IV to the Act, and in accordance with Regulation 17(1C) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR Regulations), and subject to the approval of the shareholders of the Company, the consent of the Board be and is hereby accorded to recommend the appointment of Mr. Nitesh Singh (DIN: 08707310) as an Independent Director of the Company, for a term of Five consecutive years commencing from the date of approval by shareholders, not liable to retire by rotation.

RESOLVED FURTHER THAT the Nomination and remuneration Committee and Board of Directors takes note of the fact that Mr. Nitesh Singh's earlier nomination for appointment as Independent Director was not approved by the shareholders on 27th February 2025 and having re-evaluated his qualifications, experience, and suitability for the role in accordance with Section 150(2) of the Act and applicable provisions of the SEBI LODR Regulations, the Board finds him to be a person of integrity and possesses relevant expertise and experience, and is independent of the management.

RESOLVED FURTHER THAT in the opinion of the Board, Mr. Nitesh Singh meets the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 and Regulation 16(1) (b) of SEBI LODR Regulations, and is eligible for appointment as an Independent Director.

RESOLVED FURTHER THAT the Nomination and remuneration Committee and Board hereby recommends the appointment of Mr. Nitesh Singh as an Independent Director for consideration and approval of the shareholders by way of a special resolution, in compliance with Regulation 17(1C) of the SEBI LODR Regulations and as per the explanation to Rule 7 of the Companies (Appointment and Qualification of Directors) Rules, 2014.

RESOLVED FURTHER THAT a declaration confirming the eligibility and consent from Mr. Nitesh Singh pursuant to Sections 149 and 164 of the Companies Act, 2013 read with Rule 5 and 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014 and any other applicable laws has been duly received and taken on record.

RESOLVED FURTHER THAT any Director or Company Secretary of the Company (including any Committee duly constituted by the Board) be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

Item No. 5

APPROVAL OF THE RELATED PARTY TRANSACTIONS PROPOSED TO BE ENTERED BY THE COMPANY DURING THE FINANCIAL YEAR 2025-26

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

"RESOLVED THAT pursuant to the provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”), the applicable provisions of the Companies Act, 2013 (the “**Act**”) read with Rules made thereunder and other applicable provisions, if any, [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force], the Company’s Policy on Dealing with Related Party Transactions, and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time and based on the approval/ recommendation of the Audit

Committee and the Board of Directors of the Company, approval of the Members be accorded to the Company to enter into/ continue with the existing Related Party Transaction(s)/ Contract(s)/ Arrangement(s)/ Agreement(s) entered into (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) falling within the definition of 'Related Party Transaction' under Regulation 2(1)(zc) of the SEBI Listing Regulations read with the definition of 'Related Party' under Regulation 2(1)(zb) of the SEBI Listing Regulations in the course of: (i) Sharing or usage of each other's resources and reimbursement of expenses, licensing of technology / property; (ii) Purchase / sale / transfer / exchange / lease of business assets to meet the business objectives and requirements; (iii) Any transfer of resources, services or obligations to meet its objectives / requirements; with the Related Parties as detailed in the Explanatory Statement to this Resolution, on such material terms and conditions as mentioned therein, during the financial year 2025-26, provided that the said contract(s)/ arrangement(s)/ agreement(s)/ transaction(s) shall be carried out in the ordinary course of business of the Company and at arm's length basis.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) be authorised to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalising and executing necessary contract(s), scheme(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this Resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions with regard to the powers herein conferred to, without being required to seek further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this Resolution.

RESOLVED FURTHER THAT all actions taken by the Board of Directors of the Company (including any Committee thereof) in connection with any matter referred to or contemplated in this Resolution, be approved, ratified and confirmed in all respects.”

Item No. 6

CANCELLATION/WITHDRAWAL OF RESOLUTION PASSED ON 29TH AUGUST 2024, RELATED TO INCREASE THE AUTHORIZED SHARE CAPITAL OF THE COMPANY

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

“RESOLVED THAT in supersession of and rescinding the resolution passed by the Members of the Company by way of postal ballot on 29th August 2024, pursuant to Sections 13, 61, and 64 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, approving the increase in the Authorized Share Capital of the Company from INR 75,00,00,000/- (Rupees Seventy-Five Crore only) divided into 7,50,00,000 (Seven Crore Fifty Lakhs) Equity Shares of INR 10/- (Rupees Ten only) each to INR 125,00,00,000/- (Rupees One Hundred and Twenty-Five Crore only) divided into 12,50,00,000 (Twelve Crore Fifty Lakhs) Equity Shares of INR 10/- (Rupees Ten only) each and the consequent alteration of Clause V of the Memorandum of Association of the Company, **be and is hereby cancelled and withdrawn in its entirety**, and shall be treated as null and void and of no effect.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things, including filing of necessary forms and documents with the Registrar of Companies and other statutory authorities, as may be required to give effect to this resolution and to settle any questions or difficulties that may arise in this regard.”

Item No. 7

ALTERATION OF THE OBJECTS CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY:

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 Sections 4, 13 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) read with applicable rules made thereunder, including any statutory modification(s) or re-enactment(s) thereto for the time being in force, and subject to the necessary approvals, consents, permissions and sanctions required, if any, by the Registrar of Companies, and / or any other appropriate authority and subject to such terms, conditions, amendments or modifications as may be required or advised by any such appropriate authority(ies), the consent of Members of the Company be and is hereby accorded to amend the Objects clauses of the Memorandum of Association (“MoA”) of the Company by inserting following clause: Under paragraph numbers 7, by name of 7(B)

“To engage in the business of providing Artificial Intelligence (AI)-based healthcare solutions through software-driven predictive health analytics, machine learning, large learning modules (LLM) through AI agents/applications and any such other technologies including but not limited to early diagnosis, disease prevention, and personalized treatment support; and to develop, operate, and implement digital health platforms and applications for medical, clinical, and wellness purposes, in India and overseas and to provide data storage services, offer telemedicine solutions, and undertake the development of marketing sales and healthcare-related software and technologies and any such other similar activities.”

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as “the Board”, which term shall deem to include any of its duly authorised Committees) and / or Company Secretary or any officer(s) so authorised by the Board, be and are hereby severally authorised to do all acts, deeds, matters and things as may, in their absolute discretion, be deemed necessary, expedient, proper or desirable to give effect to the resolution including filings of statutory forms and to settle any matter, question, difficulties or doubts that may arise in this regard and accede to such modifications and any alterations to the aforesaid resolution as may be advised by the Registrar of Companies without requiring the Board to secure any further consent or approval of the Members of the Company; and that the Members of the Company are hereby deemed to have given their approval thereto expressly by the authority of this resolution and acts and things done or caused to be done shall be conclusive evidence of the authority of the Company for the same.”

For Family Care Hospitals Limited

Sd/-
Neetu Maurya
Company Secretary & Compliance Officer
A70372

NOTES:

(1) The Statement pursuant to the provisions of Section 102(1) of the Act and as per Regulation 36(3) of the SEBI Listing Regulations setting out the material facts and reasons for proposed resolution is annexed hereto.

(2) In terms of Section 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, assent or dissent of the Members in respect of the Special Resolution contained in the Postal Ballot Notice is sought through Postal Ballot (e-Voting).

(3) The Board of Directors of the Company at its meeting held on 24th April, 2025 has appointed M/S M Siroya & Company and Company, Practicing Company Secretaries, as the Scrutinizer to scrutinize the Postal Ballot process through Remote e-Voting in a fair and transparent manner and has communicated their willingness to be appointed as Scrutinizer and will be available for the said purpose.

(4) The Scrutinizer shall after the conclusion of the voting period, prepare report of the votes cast in favour or against, if any, and submit the report to the Chairman of the Company or to any other person so authorised by him. The Scrutinizer's decision on the validity of votes cast through Postal Ballot will be final and binding. The results so declared along with the Scrutinizer's Report shall be placed on the Company's website at www.familycarehospitals.com and shall also be communicated/forwarded to BSE Limited, where the equity shares of the Company are listed. The Resolutions shall be deemed to have been passed on 25th May, 2025 (being the last date of e-voting period of postal ballot) subject to obtaining requisite votes thereto.

(5) All the material documents referred to in the explanatory statement will be available at website of the Company at www.familycarehospitals.com and for inspection electronically until the last date for receipt of votes through the e-Voting process. Members seeking to inspect such documents can send an email cs@scandent.in

(6) Mrs. Neetu Maurya Company Secretary of the Company is the officer authorized to ensure smooth conduct of the e-Voting.

(7) In compliance with the MCA Circulars, this Notice along with the instructions regarding e-voting is being sent only by e-mail to all those Members, whose e-mail addresses are registered with the Company or the RTA or with the depository (ies)/depository participants and whose names appear in the Register of Members / List of Beneficial Owners as on **Friday, 18th April, 2025 ("Cut-off Date")**.

The Notice is also uploaded on the website of the Company at www.familycarehospitals.com and on the websites of BSE Limited (<https://www.bseindia.com/>). In this Notice, the term member(s) or shareholder(s) are used interchangeably.

For Members whose email addresses are not registered with the Company or with their Registrar and Share Transfer Agent (RTA) or with their respective Depository Participant(s) (DPs) and who wish to receive the Postal Ballot Notice and all other communications from time to time, can get their email addresses registered by the steps given under "General Guidelines for Shareholders".

(8) As per the MCA and SEBI Circulars, physical copies of the Notice, postal ballot forms and pre-paid Business Reply Envelopes are not being sent to Members for this Postal Ballot.

(9) Any member who did not receive the Postal Ballot Notice may either send an email to the Company at cs@scandent.in or write to RTA's email address at evoting@purvashare.com

(10) A person, whose name is recorded in the Register of Members of Company or in the register of beneficial owners maintained by the depositories (viz. CDSL / NSDL) as on the **cut-off date i.e. 18th April, 2025** shall only be entitled to avail the facility of remote e-voting for the proposed Resolutions. The vote in this Postal Ballot cannot be cast/exercised through proxy.

(11) The remote e-voting facility will be available during the following period:

Commencement of remote e-voting: **From 9.00 A.M. (IST) on 26th April, 2025.**

End of remote e-voting: **At 5.00 P.M. (IST) on 25th May, 2025.**

The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled / blocked thereafter by the e-voting service providers. Once the vote on the resolutions is cast by the Member(s), they shall not be allowed to change it subsequently or cast the vote again.

(12) Members desirous of inspecting the documents referred to in this Notice or Explanatory Statement may send their request to cs@scandent.in from their registered e-mail addresses mentioning their names, folio numbers, DP ID and Client ID.

(13) Pursuant to the requirement of Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and respective provisions of Secretarial Standard-2, the brief profile / particular of the Director of the Company seeking their appointment is annexed hereto.

If you have any queries or issues regarding Remote E-Voting from the E-Voting System, you can write an email to evoting@purvashare.com or contact at 022-49614132 and 022- 49700138.

All grievances connected with the facility for voting by electronic means may be addressed to Ms. Deepali Dhuri, Compliance Officer, Purva Sharegistry (India) Private Limited, Unit No. 9, Shiv Shakti Industrial Estate, J. R. Boricha Marg, Lower Parel (East), Mumbai - 400011 or send an email to evoting@purvashare.com or contact at 022- 022-49614132 and 022- 49700138.

(14) All documents referred to in the Postal Ballot Notice will also be available electronically for inspection, without any fee, to Members from the date of circulation of this Notice up to the closure of the voting period. Members desirous of inspecting the documents referred to in the Notice or Explanatory Statement may send their requests to csscandent@gmail.com from their registered e-mail addresses mentioning their names, folio numbers/DP ID and Client ID.

(15) Awareness about Online Resolution of Disputes in the Indian Securities Market through Online Dispute Resolution ('ODR') Portal:

(I) This is to inform the Members that the Securities and Exchange Board of India ("SEBI") vide circular no. SEBI/HO/OIAE/OIAE_IAD1/P/CIR/2023/131 dated July 31, 2023 issued guidelines for online resolution of disputes in the Indian securities market through establishment of a common ODR Portal which harnesses online conciliation and online arbitration for resolution of disputes arising between investors/clients and listed companies (including their RTA's) or specified intermediaries/regulated entities in the securities market.

(II) SEBI vide circular no. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/135 dated August 4, 2023 has further clarified that the investor shall first take up his/her/their grievance with the Market Participant (Listed Companies, specified intermediaries, regulated entities) by lodging a complaint

directly with the concerned Market Participant. If the grievance is not redressed satisfactorily, the investor may escalate the same through the SCORES Portal <https://scores.gov.in/scores/Welcome.html> in accordance with the process laid out. After exhausting the above options for resolution of the grievance, if the investor is still not satisfied with the outcome, he/she/they can initiate dispute resolution through the ODR Portal.

(III) The SMART ODR Portal can be accessed at: <https://smartodr.in/login>.

1. THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:

(i) The voting period begins on April 26, 2025 at 9:00 a.m. and ends on February May 25, 2025 at 5:00 p.m. During this period, the Shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the Cut-off date may cast their vote electronically. The Remote E-voting module shall be disabled by the RTA for voting thereafter.

(ii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, under Regulation 44 of the SEBI Listing Regulations, the listed entities are required to provide Remote E-voting facility to its Shareholders, in respect of all Shareholders' Resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

(iii) Currently, there are multiple E-voting Service Providers ("EVSPs") providing E-voting facility to listed entities in India. This necessitates registration on various EVSPs and maintenance of multiple user IDs and passwords by the Shareholders.

(iv) In order to increase the efficiency of the E-voting process, pursuant to a public consultation, it has been decided to enable E-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the EVSPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in E-voting process.

Step 1: Access through Depositories CDSL/NSDL E-voting system in case of individual shareholders holding shares in demat mode.

In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on E-voting facility provided by listed companies, 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 in their demat accounts in order to access E-voting facility.

Pursuant to aforesaid SEBI Circular, Login method for E-voting for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
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<p>Individual Shareholders holding securities in Demat mode with CDSL Depository</p>	<p>Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach E-voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab.</p> <p>After successful login the Easi / Easiest user will be able to see the E- voting option for eligible companies where the E-voting is in progress as per the information provided by company. On clicking the E-voting option, the user will be able to see E-voting page of the EVSP for casting your vote during the Remote E-voting period. Additionally, there is also links provided to access the system of all EVSPs, so that the user can visit the EVSP's website directly.</p> <p>If the user is not registered for Easi/Easiest, option to register is available at CDSL website at www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>Alternatively, the user can directly access E-voting page by providing Demat Account Number and PAN No. from an E-voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the E- voting option where the E-voting is in progress and also able to directly access the system of all EVSPs.</p>
<p>Individual Shareholders holding securities in demat mode with NSDL Depository</p>	<p>If you are already registered for NSDL IDEAS facility, please visit the e- Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDEAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see E- voting services. Click on "Access to E-voting" under E-voting services and you will be able to see E-voting page. Click on company name or EVSP's name and you will be re-directed to EVSP's website for casting your vote during the Remote E-voting period.</p> <p>If the user is not registered for IDEAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDEAS "Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p> <p>Visit the E-voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of E-voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see E-voting page. Click on company name or EVSP name and you will be redirected to EVSP's website for casting your vote during the Remote E-voting period.</p>

Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for E- voting facility. After Successful login, you will be able to see E-voting option. Once you click on E-voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see E-voting feature. Click on company name or EVSP's name and you will be redirected to EVSP's website for casting your vote during the Remote E-voting period.
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL:

Login type	Helpdesk details
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
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 and 022-2499 7000

Step 2: Access through RTA's E-voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) Login method for E-voting for the shareholders other than individual shareholders holding in Demat mode & shareholders holding shares in physical form.
 1. The shareholders should log on to the E-voting website <https://evoting.purvashare.com>.
 2. Click on "Shareholder/Member" module.
 3. Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter EVENT Number followed by Folio Number registered with the company. For example if folio number is 001*** and EVENT is 8 then user ID is 8001***
 4. If you are holding shares in demat mode and had logged on to www.evotingindia.com or www.evoting.nsdl.com and voted on an earlier E-voting of any company, then your existing password is to be used.

5. If you are a first-time user follow the steps given below:

	For Shareholders holding shares in Demat mode other than individual and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both shareholders holding shares in demat mode or in physical form) Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login. If both the details are not recorded with the Depository or the Company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- (i) After entering these details appropriately, click on “SUBMIT” tab.
- (ii) Shareholders holding shares in physical form will then directly reach the Company selection screen.
- (iii) For shareholders holding shares in physical form, the details can be used only for E- voting on the resolutions contained in this Notice.
- (iv) Click on the EVENT NO. for Family Care Hospitals Limited on which you choose to vote.
- (v) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO/ABSTAIN” for voting. Select the option YES or NO or ABSTAIN as desired. The option YES implies that you assent to the Resolution, option NO implies that you dissent to the Resolution and option ABSTAIN implies that you are not voting either for or against the Resolution.
- (vi) Click on the “NOTICE FILE LINK” if you wish to view the Notice.
- (vii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (viii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (ix) Facility for Non – Individual Shareholders and Custodians – Remote E-voting
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to <https://evoting.purvashare.com> and register themselves in the “Custodians / Mutual Fund” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to evoting@purvashare.com.

- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively, Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer at the email address siroyam@gmail.com and to the Company at the email address csscandent@gmail.com, if they have voted from individual tab & not uploaded same in the RTA's E-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders - please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company/RTA's Email ID i.e. csscandent@gmail.com or evoting@purvashare.com
2. For Demat shareholders- Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while E-voting through Depository.

If you have any queries or issues regarding E-voting System of the RTA, you can write an email to evoting@purvashare.com or contact at 022-49614132 and 022-35220056.

All grievances connected with the facility for voting by electronic means may be addressed to Ms. Deepali Dhuri, Compliance Officer, Purva Sharegistry (India) Private Limited, Unit No. 9, Shiv Shakti Industrial Estate, J. R. Boricha Marg, Lower Parel (East), Mumbai - 400011 or send an email to evoting@purvashare.com or contact at 022- 022-49614132 and 022- 35220056.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF COMPANIES ACT, 2013:

ITEM NO. 1 - REGULARIZATION OF THE APPOINTMENT OF MRS. ARCHANA CHIRAWAWALA AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY

Pursuant to Section 149, 152, 161, read with Schedule IV and other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modifications or re-enactment thereof for the time being in force) and Regulation 17, 25 and other applicable SEBI Listing Regulations and Articles of Association of the Company any other laws, rules and regulations as may be applicable and amended from time to time and based on the recommendation of Nomination and Remuneration Committee on 28th

February 2025, the Board of Directors at its meeting held on 28th February 2025, approved the appointment of Mrs. Archana Chirawawala (DIN: 09721625), as Non-Executive Independent Director of the Company for the period hold office for a term of up to One year, subject to the approval of the shareholders.

The Company has received, the consent in writing from Mrs. Archana Chirawawala (DIN: 09721625), to act as the Director in the prescribed Form DIR-2 under Section 152(5) of the Act and Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014, intimation in Form DIR 8 in terms of the Appointment Rules to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act along with the Declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act and Regulation 16 under SEBI Listing Regulations, the declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, and NSE Circular No. NSE/ CML/2018/24 dated June 20, 2018 that she has not been debarred from holding office of a Director by virtue of any order passed by the SEBI or any other such authority and confirmation that he is in compliance with Rules 6(1) and 6(2) of the Appointment Rules, with respect to her registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs. After considering the knowledge, acumen, expertise and experience in respective fields, the Nomination and Remuneration Committee at its meeting held on 28th February 2025, has considered, approved and recommended, to the Board, the appointment of Mrs. Archana Chirawawala (DIN: 09721625), as Non-executive Independent Director for the period hold office for a term of up to five consecutive years, subject to the approval of the shareholders. The Board of Directors at its meeting held on 28th February 2025, has approved the proposal for appointment of Mrs. Archana Chirawawala as Non-executive Independent Director for the period hold office for a term of up to One year, subject to the approval of the shareholders.

Mrs. Archana Chirawawala is a Chartered Accountant by profession and proprietor of Chirawawala & Associates. She has over 20 years of experience in Accounting and Book Keeping, Income Tax, GST and Capital Market Advisory and Carry out Various Audits, handling Litigation matters etc.

Your Board of Directors recommends the Resolution at Item No. 1 for approval by the Members, by way of Special Resolution.

DETAILS OF THE DIRECTORS SEEKING APPOINTMENT PURSUANT TO THE PROVISIONS OF REGULATION 36(3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD ISSUED BY INSTITUTE OF COMPANY SECRETARIES OF INDIA ON GENERAL MEETINGS (SS-2)}

Name of the Director	Mrs. Archana Chirawawala
Date of Birth (Age)	20/12/1975
Nationality	Indian
Date of first appointment as Independent Director / Director under the Companies Act, 2013 and SEBI LODR Regulations	28 th February 2025
Relationships with other Directors inter-se & KMPs	-
Experience (including expertise in specific functional areas) as required for the role and being held by the Director	Mrs. Archana Chirawawala is a Chartered Accountant by profession and proprietor of Chirawawala & Associates. She has over 20 years of experience in Accounting and Book Keeping, Income Tax, GST and Capital Market Advisory and Carry out Various Audits, handling Litigation matters etc.
Qualification(s)	<ul style="list-style-type: none"> • Member of Institute of Chartered Accountant of India.
Skills	<ul style="list-style-type: none"> • Finance & Accounting Expertise • Taxation (Direct & Indirect) • Corporate Compliance • Income Tax Matters • Analytical and Problem-Solving Abilities • Time Management
Other Listed companies in which the Director is a Director as on 24 th April, 2025	<ol style="list-style-type: none"> 1. India Home Loan Limited 2. White Organic Retail Limited 3. Suumaya Industries Limited 4. Suumaya Corporation Limited

Listed entities from which the Director has resigned in the past three years	-
Chairmanships/Memberships of the Committees of other public limited companies as on 24 th April, 2025	<p>1. India Home Loan Limited Stakeholders Relationship Committee- Chairperson Audit committee-Member Nomination and Remuneration Committee- Member</p> <p>2. White Organic Retail Limited Audit Committee- Chairperson Stakeholders Relationship Committee- Chairperson</p> <p>3. Suumaya Industries Limited Audit Committee- Member Risk Management Committee- Member</p> <p>4. Suumaya Corporation Limited Stakeholders Relationship Committee-Member</p>
No. of meetings of the Board attended during the year	-
Number of shares held in the Company including shareholding as a beneficial owner as on the date of Postal Ballot Notice	-

Item No. 2 - REGULARIZATION OF THE APPOINTMENT OF MR. SANJEEV SETH AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY

Pursuant to Section 149, 152, 161, read with Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modifications or re-enactment thereof for the time being in force) and Regulation 17, 25 and other applicable SEBI Listing Regulations and Articles of Association of the Company any other laws, rules and regulations as may be applicable and amended from time to time and based on the recommendation of Nomination and Remuneration Committee on 28th February 2025, the Board of Directors at its meeting held on 28th February 2025, approved the appointment of Mr. Sanjeev Seth (DIN: 10974972), as Non-Executive Independent Director of the Company for the period hold office for a term of up to One year, subject to the approval of the shareholders.

The Company has received, the consent in writing from Mr. Sanjeev Seth (DIN: 10974972), to act as the Director in the prescribed Form DIR-2 under Section 152(5) of the Act and Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014, intimation in Form DIR 8 in terms of the Appointment Rules to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act along with the Declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act and Regulation 16 under SEBI

Listing Regulations, the declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, and NSE Circular No. NSE/ CML/2018/24 dated June 20, 2018 that he has not been debarred from holding office of a Director by virtue of any order passed by the SEBI or any other such authority and confirmation that he is in compliance with Rules 6(1) and 6(2) of the Appointment Rules, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs. After considering the knowledge, acumen, expertise and experience in respective fields, the Nomination and Remuneration Committee at its meeting held on 28th February 2025, has considered, approved and recommended, to the Board, the appointment of Mr. Sanjeev Seth (DIN: 10974972), as Non-executive Independent Director for the period hold office for a term of up to five consecutive years, subject to the approval of the shareholders. The Board of Directors at its meeting held on 28th February 2025, has approved the proposal for appointment of Mr. Sanjeev Seth (DIN: 10974972), as Non-executive Independent Director for the period hold office for a term of up to One year, subject to the approval of the shareholders.

Mr. Sanjeev Seth have 33 year's experience in Industry, have 16 year's experience in Sales, across multiple therapies in Indian and Global Pharma, he also have 17 years, experience in Marketing in Global and Indian organizations..

Your Board of Directors recommends the Resolution at Item No. 2 for approval by the Members, by way of Special Resolution.

DETAILS OF THE DIRECTORS SEEKING APPOINTMENT PURSUANT TO THE PROVISIONS OF REGULATION 36(3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD ISSUED BY INSTITUTE OF COMPANY SECRETARIES OF INDIA ON GENERAL MEETINGS (SS-2)}

Name of the Director	Mr. Sanjeev Seth
Date of Birth (Age)	16/01/1970
Nationality	Indian
Date of first appointment as Independent Director / Director under the Companies Act, 2013 and SEBI LODR Regulations	28 th February 2025
Relationships with other Directors inter-se & KMPs	-
Experience (including expertise in specific functional areas) as required for the role and being held by the Director	Mr. Sanjeev Seth have 33 year's experience in Industry, have 16 year's experience in Sales, across multiple therapies in Indian and Global Pharma, he also have 17 years, experience in Marketing in Global and Indian organizations.

Qualification(s)	<ul style="list-style-type: none"> • PG Diploma in Business Management from Institute of Management Technology • Bachelor of Science from Delhi University • Executive courses in Finance, Strategy, customer engagement from various IIM Bangalore, Kolkata and Lucknow • Cornerstone program for Business Managers of Pfizer • Management development program from S.P. Jain Institute of Management and Research • Post Graduate Diploma Medico-legal and Ethics (PGDMLE) • LLB from CCH University
Skills	<ul style="list-style-type: none"> • Strategic Leadership • Sales & Marketing Experience • Brand & Portfolio Management • Team Building & Leadership • Commercial Excellence & Business Development • Compliance & Ethical Governance
Other Listed companies in which the Director is a Director as on 24 th April, 2025	-
Listed entities from which the Director has resigned in the past three years	-
Chairmanships/Memberships of the Committees of other public limited companies as on 24 th April, 2025	-
No. of meetings of the Board attended during the year	-
Number of shares held in the Company including shareholding as a beneficial owner as on the date of Postal Ballot Notice	-

Item No. 3 - REGULARIZATION OF THE APPOINTMENT OF MR. SUCHIT RAGHUNATH MODSHING AS AN EXECUTIVE – WHOLE TIME DIRECTOR OF THE COMPANY

pursuant to the provisions of Sections 196, 197 read with Schedule V, section 203 and all other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [SEBI (LODR)]

(including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Articles of Association and the Remuneration Policy of the Company, as amended from time to time, Mr. Suchit Raghunath Modshing (DIN: 10974977) be and is hereby appointed as an Additional Executive – Whole Time Director on the Board of the Company and who shall hold office for the term up to one consecutive year subject to approval of Shareholder.

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

Your Board of Directors recommends the Resolution at Item No. 3 for approval by the Members, by way of Special Resolution.

DETAILS OF THE DIRECTORS SEEKING APPOINTMENT PURSUANT TO THE PROVISIONS OF REGULATION 36(3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD ISSUED BY INSTITUTE OF COMPANY SECRETARIES OF INDIA ON GENERAL MEETINGS (SS-2)}

Name of the Director	Suchit Raghunath Modshing
Date of Birth (Age)	16/03/1988
Nationality	Indian
Date of first appointment as Independent Director / Director under the Companies Act, 2013 and SEBI LODR Regulations	28 th February 2025
Relationships with other Directors inter-se & KMPs	-
Experience (including expertise in specific functional areas) as required for the role and being held by the Director	Mr. Suchit Raghunath Modshing is an experienced Bachelor with over 12 years of expertise in the industry. He holds a Bachelor of Commerce degree and specializes in Microsoft Office applications. His proficiency in data management is further validated by a Data Entry Operator Certificate from the National Career Certification Board. With a keen eye for detail and strong organizational skills, he excels in streamlining administrative processes, ensuring efficiency.
Qualification(s)	<ul style="list-style-type: none"> • Bachelor of Commerce
Skills	<ul style="list-style-type: none"> • Specializes in Microsoft Office applications • Strong organizational skills

Other Listed companies in which the Director is a Director as on 24 th April, 2025	-
Listed entities from which the Director has resigned in the past three years	-
Chairmanships/Memberships of the Committees of other public limited companies as on 24 th April, 2025	-
No. of meetings of the Board attended during the year	-
Number of shares held in the Company including shareholding as a beneficial owner as on the date of Postal Ballot Notice	-

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF COMPANIES ACT, 2013:

ITEM NO. 4 - APPOINTMENT OF MR. NITESH SHRINATH SINGH AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY

The Board of Directors recommended the appointment of Mr. Nitesh Shrinath Singh as an Independent Director for a term of one years with effect of passing this postal ballot, pursuant to Section 149, 161 and other applicable provisions of the Act read with the Articles of Association of the Company. The Board of Directors of the Company ('the Board') on April 24, 2025, based on the recommendation of the Nomination and Remuneration Committee of the Board ('the Committee'), has recommended for the approval of the shareholders , the appointment of Mr. Nitesh Shrinath Singh as an Independent Director of the Company, for a period of Five consecutive years with effect from passing of this postal ballot. The Committee and the Board are of the view that, given the knowledge, experience and performance of Mr. Nitesh Shrinath Singh, and the contribution to the Board processes, Mr. Nitesh Shrinath Singh association would benefit the Company.

The Company has received, the consent in writing from Mr. Nitesh Shrinath Singh (DIN: 08707310), to act as the Director in the prescribed Form DIR-2 under Section 152(5) of the Act and Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014, intimation in Form DIR 8 in terms of the Appointment Rules to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act along with the Declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act and Regulation 16 under SEBI Listing Regulations, the declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, and NSE Circular No. NSE/ CML/2018/24 dated June 20, 2018 that he has not been debarred from holding office of a Director by virtue of any order passed by the SEBI or any other such authority and confirmation that he is in compliance with Rules 6(1) and 6(2) of the Appointment Rules, with respect to his registration with the data bank of Independent Directors maintained by the

Indian Institute of Corporate Affairs. After considering the knowledge, acumen, expertise and experience in respective fields, the Nomination and Remuneration Committee at its meeting held on 24th April 2025, has considered, recommended, to the Board, the appointment of Mr. Sanjeev Seth (DIN: 10974972), as Non-executive Independent Director for the period hold office for a term of up to Five consecutive years, subject to the approval of the shareholders.

The Board of Directors at its meeting held on 24th April 2025, has approved the proposal for appointment of Mr. Nitesh Shrinath Singh (DIN: 08707310), as Non-executive Independent Director for the period hold office for a term of up to Five consecutive years, subject to the approval of the shareholders.

Nitesh Singh is a seasoned Chartered Accountant with over 11 years of experience providing financial leadership and strategic insights across diverse industries, including IT, manufacturing, broking services, insurance, healthcare, and automation. His multidisciplinary expertise enables him to drive financial performance, implement effective risk management strategies, and align financial operations with business goals. His in-depth understanding of industry-specific challenges and opportunities has consistently contributed to the success of the organizations he has partnered with.

Your Board of Directors recommends the Resolution at Item No. 4 for approval by the Members, by way of Special Resolution.

DETAILS OF THE DIRECTORS SEEKING APPOINTMENT PURSUANT TO THE PROVISIONS OF REGULATION 36(3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD ISSUED BY INSTITUTE OF COMPANY SECRETARIES OF INDIA ON GENERAL MEETINGS (SS-2)}

Name of the Director	Mr. Nitesh Shrinath Singh
Date of Birth (Age)	03/08/1988 (36 Years)
Nationality	Indian
Date of first appointment as Independent Director / Director under the Companies Act, 2013 and SEBI LODR Regulations	30 th November 2024
Relationships with other Directors inter-se & KMPs	-

Experience (including expertise in specific functional areas) as required for the role and being held by the Director	Nitesh Singh is a seasoned Chartered Accountant with over 11 years of experience providing financial leadership and strategic insights across diverse industries, including IT, manufacturing, broking services, insurance, healthcare, and automation. His multidisciplinary expertise enables him to drive financial performance, implement effective risk management strategies, and align financial operations with business goals. His in-depth understanding of industry-specific challenges and opportunities has consistently contributed to the success of the organizations he has partnered with.
Qualification(s)	<ul style="list-style-type: none"> Member of Institute of Chartered Accountant of India.
Skills	<ul style="list-style-type: none"> Finance & Accounting Expertise Taxation (Direct & Indirect) Internal Control Management Corporate Compliance Income Tax Matters Analytical and Problem-Solving Abilities Time Management
Other Listed companies in which the Director is a Director as on 24 th April, 2025	-
Listed entities from which the Director has resigned in the past three years	-
Chairmanships/Memberships of the Committees of other public limited companies as on 24 th April, 2025	-
No. of meetings of the Board attended during the year	-
Number of shares held in the Company including shareholding as a beneficial owner as on the date of Postal Ballot Notice	-

Item No. 5- APPROVAL OF THE RELATED PARTY TRANSACTIONS PROPOSED TO BE ENTERED BY THE COMPANY DURING THE FINANCIAL YEAR 2025-26

As per Regulation 23(4) of the Listing Regulations, all Material Related Party Transactions shall require prior approval of the shareholders, even if the transactions are in the ordinary course of business and at an arm's length basis. The Company works with its related parties to achieve its business objectives and enters into various operational transactions with its related parties, from time to time, in the ordinary course of business and on arm's length basis.

Details of the Related Party Transactions proposed to be entered during the Financial Year 2025-26 that require approval are given below:

Sr. No.	Description	Particulars	
		1	2
1	Name of the related party	Onelife Capital Advisors Limited	Dealmoney Distribution And E-Marketing Private Limited
2	Nature of relationship [including nature of its interest financial or otherwise]	Promoter Group company	Promoter Group company
3	Type of the Transaction	Availing / re-payment fund based support including loans / Inter-corporate deposits (ICD) etc., in connection with loans availed and interest and other related income / expenses/ reimbursements	Trade receivable /Availing / rendering of any services; sharing or usage of each other's resources and reimbursement of expenses; and any transfer of resources, services or obligations to meet its objectives / requirements.
4	Nature, duration/tenure, material terms, monetary value and particulars of contract/arrangement	Unsecured loan amounting to INR 1,000 lakhs to be given or availed for a period of one year (in one or more tranches) at an interest rate of 12% p.a. and repayable on demand.	In previous Financial Year Family Care Hospitals Limited has received intimation from M/s. Dealmoney Distribution and E-Marketing Private Limited for sales return of the discount coupons sold. In the financial year 2025-26 amounting to INR 2612.43 lakhs required to be pay for sales return of discount coupons.
5	Particulars of transactions	Same as above	
6	Tenure of transaction	One Year	
7	Value of the transaction	INR 1,000 lakhs	INR 2612.43 lakhs
8	Percentage of annual Provisional turnover	90.21	235.67
9	Justification of the transaction	Refer Note No. 1 below	"Refer Note No. 2 below"

10	Details of the valuation report or external party report (if any) enclosed with the Notice	"The related party transactions will be in line with the Company's Policy on Related Party Transactions. These transactions will be on arm's length basis and in the ordinary course of business."	
11	Name of the Director or Key Managerial Personnel, who is related	Not Applicable	
12	<p>Following additional disclosures to be made in case of loans, inter-corporate deposits, advances or investments made or given</p> <p>A. Sources of funds – for party One - Owned funds for other party not applicable</p> <p>B. In case any financial indebtedness is incurred to make or give loans, intercorporate deposits, advances or investment:</p> <ul style="list-style-type: none"> • Nature of indebtedness; • cost of funds; and • tenure of the indebtedness - Not Applicable <p>C. Terms of the loan, inter-corporate deposits, advances or investment made or given (including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security) –</p> <p>For party one- Unsecured loan amounting to INR 1,000 lakhs to be given or availed for a period of one year (in one or more tranches) at an interest rate of 12% p.a. and repayable on demand.</p> <p>For Second party - Not Applicable</p> <p>D. the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT –</p> <p>For party one- For the purpose of its principal/ ancillary business activities</p> <p>For Second party - Not Applicable</p>		
13	% of the counter party's annual consolidated turnover that is represented by the value of the RPT	184.39%	434.73%
14	Any other relevant information	The Transactions during the year are at arm's length basis and in ordinary course of business. The requisite Audit Committee's and Board Approvals are in place for the same. It is to be noted that the promoter group does not derive any disproportionate economic benefit from the same and the commercial terms of the transactions are in the best interest of all stakeholders and the Company.	

Sr. No.	Description	Particulars	
		3	4
1	Name of the related party	Dealmoney Commodities Private Limited (Merged with Dealmoney Securities Private Limited)	Sarsan Securities Private Limited
2	Nature of relationship [including nature of its interest financial or otherwise]	Promoter Group company	Promoter Group company
3	Type of the Transaction	"Purchase / sale / transfer / exchange / lease of business assets to meet the business objectives and requirements, Any transfer of resources, services or obligations to meet its objectives / requirements and Sharing or usage of each other's resources and reimbursement of expenses".	"Availing / Repayment fund based support including loans / Inter-corporate deposits (ICD) etc., in connection with loans availed / interest and other related income / expenses/ reimbursements"
4	Nature, duration/tenure, material terms, monetary value and particulars of contract/arrangement	Reimbursements of utility bill expenditure and expenses related to occupation already incurred and payable and to be incurred and paid by the Company of Amount INR 200 Lakhs	"Unsecured loan amounting to INR 500 lakhs to be given or availed for a period of one year (in one or more tranches) at an interest rate of 12% p.a. and repayable on demand."
5	Particulars of transactions	Same as above	
6	Tenure of transaction	One Year	
7	Value of the transaction	INR 200 lakhs	INR 500 lakhs
8	Percentage of annual Provisional turnover	18.04	45.11
9	Justification of the transaction	Refer Note No. 3 below	"Refer Note No. 4 below"
10	Details of the valuation report or external party report (if any) enclosed with the Notice	The related party transactions will be in line with the Company's Policy on Related Party Transactions. These transactions will be on arm's length basis and in the ordinary course of business.	

11	Name of the Director or Key Managerial Personnel, who is related	Not Applicable	
12	<p>Following additional disclosures to be made in case of loans, inter-corporate deposits, advances or investments made or given</p> <p>A. Sources of funds - Not Applicable</p> <p>B. In case any financial indebtedness is incurred to make or give loans, intercorporate deposits, advances or investment:</p> <ul style="list-style-type: none"> • Nature of indebtedness; • cost of funds; and • tenure of the indebtedness - Not Applicable <p>C. Terms of the loan, inter-corporate deposits, advances or investment made or given (including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security) - Refer Point No. 4 Above</p> <p>D. the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT - For the purpose of its principal/ ancillary business activities</p>		
13	% of the counter party's annual consolidated turnover that is represented by the value of the RPT	12.27%	145.44%
14	Any other relevant information	<p>The Transactions during the year are at arm's length basis and in ordinary course of business. The requisite Audit Committee's and Board Approvals are in place for the same. It is to be noted that the promoter group does not derive any disproportionate economic benefit from the same and the commercial terms of the transactions are in the best interest of all stakeholders and the Company.</p>	

Note 1:

The Company intends to avail the financial assistance to/from the related parties on the need basis, in the form of inter corporate deposits/loans/advances, reimbursement of expenses / business support services or any other transfer of resources / services / obligations in order to meet their cash flow and business objectives/ requirements/ exigencies. The loans/advances are proposed to be made in order to augment the long term resources of the Company and to render support for the business requirements of the Promoter Group entities.

Note 2:

In previous Financial Year Family Care Hospitals Limited has received intimation from M/s. Dealmoney Distribution and E-Marketing Private Limited for sales return of the discount coupons

sold. In the financial year 2025-26 amounting to INR 2612.43 lakhs required to be paid for sales return of discount coupons.

Note 3:

"INR 200 Lakhs allocated for reimbursement of utility bills and other occupation-related liabilities, both already incurred and to be incurred by the Company in connection with necessary arrangements."

"Note 4:

The Company intends to avail the financial assistance to/from the related parties on the need basis, in the form of inter corporate deposits/loans/advances, reimbursement of expenses / business support services or any other transfer of resources / services / obligations in order to meet their cash flow and business objectives/ requirements/ exigencies. The loans/advances are proposed to be made in order to augment the long term resources of the Company and to render support for the business requirements of the Promoter Group entities.

ITEM NO. 6- WITHDRAWAL OF RESOLUTION UNDER ITEM NO. 9 OF THE POSTAL BALLOT NOTICE DATED 29 AUGUST 2024 REGARDING INCREASE IN AUTHORISED SHARE CAPITAL.

The present Authorised Share Capital of the Company is ₹75,00,00,000/- (Rupees Seventy-Five Crore only) divided into 7,50,00,000 (Seven Crore Fifty Lakhs) equity shares of ₹10/- (Rupees Ten only) each.

In light of the increased fund requirements of the Company at the time, the Board of Directors, at its meeting held on February 20, 2024, approved a proposal to increase the Authorised Share Capital of the Company from ₹75,00,00,000/- to ₹125,00,00,000/- (Rupees One Hundred and Twenty-Five Crore only), by increasing the number of equity shares from 7,50,00,000 to 12,50,00,000 of ₹10/- each. Accordingly, the amendment of Clause V of the Memorandum of Association of the Company was also proposed, subject to shareholders' approval through postal ballot (set out in Item No. 9 of the said Notice).

However, upon a review of the Company's financial and strategic priorities, it has been decided that the proposed increase in Authorised Share Capital is not required at this stage. Accordingly, the Company has withdrawn the resolution set out in Item No. 9 of the Postal Ballot Notice dated on 29 August 2024. The Board of Directors of the Company has been informed of this withdrawal at its meeting held on **April 24, 2025**.

ITEM 7

ALTERATION OF THE OBJECTS CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY:

Following clause is inserted - Under paragraph numbers 7, by name of 7(B)

“To engage in the business of providing Artificial Intelligence (AI)-based healthcare solutions through software-driven predictive health analytics, machine learning, large learning modules (LLM) through AI agents/applications and any such other technologies including but not limited to early diagnosis, disease prevention, and personalized treatment support; and to develop, operate, and implement

digital health platforms and applications for medical, clinical, and wellness purposes, in India and overseas and to provide data storage services, offer telemedicine solutions, and undertake the development of marketing sales and healthcare-related software and technologies and any such other similar activities.”

Section 13 of the Companies Act, 2013 stipulates that a company may, by a special resolution, alter the provisions of its MoA. The Board of Directors, on 24th April, 2025 has approved the aforesaid alteration in the Objects Clause of the MoA of the Company, subject to the approval of the Members of the Company by way of postal ballot. The special resolution passed by postal ballot shall be filed with the Registrar of Companies who shall register the alteration of the MoA with respect to the objects of the Company and certify the registration.

The Board recommends the Special Resolution set out in Item no. 7 of the accompanying Notice, for approval by the Members.

**Yours Faithfully,
For Family Care Hospitals Limited**

**Sd/-
Neetu Maurya
Company Secretary & Compliance Officer
A70372**