

# RAINBOW CHILDREN'S MEDICARE LIMITED

Corporate Identity Number: L85110TG1998PLC029914

Regd. Office: 8-2-120/103/1, Survey No. 403, Road No. 2, Banjara Hills, Hyderabad - 500034, Telangana.

Corporate Office: 8-2-19/1/A, Daulet Arcade, Karvy Lane, Road No. 11, Banjara Hills, Hyderabad – 500034, Telangana.

Website: www.rainbowhospitals.in; E-Mail: companysecretary@rainbowhospitals.in

Phone: +91 40 49692244

## NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the twenty-fourth (24<sup>th</sup>) Annual General Meeting ("AGM") of the members of Rainbow Children's Medicare Limited ("the Company") will be held on Thursday, September 15, 2022 at 11:30 A.M. IST through Video Conferencing/Other Audio Visual Means ("VC/OAVM") facility, to transact the following business:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Standalone Financial statements of the Company for the Financial Year ended March 31, 2022, the reports of the Auditors and Board of Directors thereon and the Audited Consolidated Financial statements of the Company for the Financial Year ended March 31, 2022 and the report of the Auditors thereon.
2. To declare dividend of ₹ 2/- per Equity Share for the Financial Year ended March 31, 2022.
3. To appoint a Director in place of Dr. Ramesh Kancharla (DIN: 00212270), who retires by rotation and being eligible offers himself for re-appointment.

### SPECIAL BUSINESS:

4. To consider and if thought fit, to pass with or without modifications the following resolution as an **Ordinary Resolution:**

#### **Ratification of Remuneration payable to Cost Auditors for the Financial Year 2022-23.**

**"RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and any other applicable provisions/statute as may be applicable from time to time, the Members of the Company hereby ratifies the remuneration of ₹ 1,50,000/- plus applicable taxes and out of pocket expenses payable to M/s. Lavanya & Associates, Sole Proprietorship Firm (Firm Reg. No: 101257), represented by K.V.N. Lavanya, Sole Proprietor (Membership No: 31069), Cost Accountants, appointed as Cost Auditors of the Company for the Financial Year 2022-23.

**RESOLVED FURTHER THAT** Dr. Ramesh Kancharla, Chairman and Managing Director, Dr. Dinesh Kumar Chirla, Whole-Time Director, Mr. R Gowrisankar, Chief Financial Officer and Mr. Ashish Kapil, Company Secretary and Compliance Officer of the Company be

and are hereby jointly or severally authorized to file the necessary e-form/ intimation in this regard with the Registrar of Companies, Telangana and to do all other things as may be considered necessary or incidental to give effect to the above resolution."

5. To consider and if thought fit, to pass with or without modifications the following resolution a **Special Resolution:**

#### **Cancellation of unissued shares of one class (Preference Shares) and increase in shares of other class (Equity Shares) in the Authorized Capital of the Company and consequent amendment of Memorandum of Association of the Company.**

**"RESOLVED THAT** pursuant to the provisions of Section 13, 61 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactments thereof for the time being in force), and in accordance with the Articles of Association of the Company consent of the Members of the Company be and is hereby accorded to cancel the unissued Preference Shares and increase the Equity Shares in the Authorized Share Capital as mentioned hereunder:

- (i) Cancel the unissued 11,46,771 - Series A 0.0001% Compulsorily Convertible Preference Shares of ₹ 48/- each ("**Series A CCPS**"), and 11,33,309 Series B 0.0001% Compulsorily Convertible Preference Shares ("**Series B CCPS**") of ₹ 48/- each, amounting to ₹ 10,94,43,840

and

- (ii) Increase Equity Shares by 1,09,44,384 Equity Shares of ₹ 10/- each amounting to ₹ 10,94,43,840.

**RESOLVED FURTHER THAT** the Clause V of the Memorandum of Association of the Company be substituted as under:

*"V. The Authorized Share Capital of the Company is ₹ 150,00,00,000/- divided into 15,00,00,000 Equity Shares of ₹ ₹ 10/- (Indian Rupees Ten Only) each."*

**RESOLVED FURTHER THAT** Dr. Ramesh Kancharla, Chairman and Managing Director, Dr. Dinesh Kumar Chirla, Whole-Time Director, Mr. R Gowrisankar, Chief Financial Officer and Mr. Ashish Kapil, Company Secretary and Compliance officer of the Company be and are hereby severally authorized to file necessary forms and documents with the Registrar of Companies

and to do all such acts, deeds or things as may be considered, necessary or incidental to give effect to the above aforesaid resolution.

By Order of the Board  
For **Rainbow Children's Medicare Limited**

**Ashish Kapil**  
**Company Secretary and Compliance Officer**  
**Membership No: A-31782**

**Place:** Hyderabad

**Date:** August 8, 2022

**Notes:**

1. The Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013, as amended ("**Act**") setting out material facts concerning the business with respect to Item Nos. 4 & 5 forms part of this Notice. Additional information, pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("**SEBI Listing Regulations**") and Secretarial Standard - 2 on General Meetings/issued by The Institute of Company Secretaries of India, in respect of Director retiring by rotation seeking re-appointment at this Annual General Meeting ('Meeting' or 'AGM') is furnished as an Annexure to the Notice.
2. In view of the COVID-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its circulars dated May 5, 2022 and May 5, 2020, permitted the holding of the Annual General Meeting ("AGM") through VC/OAVM, without the physical presence of the Members at a common venue. Accordingly, the AGM of the Company is being held through VC/OAVM. The facility of VC/OAVM and also casting votes by a member using remote e-Voting as well as venue e-Voting system on the date of the AGM will be provided by NSDL  
The Deemed Venue for the AGM shall be the Corporate office of the Company.
3. Pursuant to the provisions of the MCA Circulars, Members attending the 24<sup>th</sup> AGM through VC/ OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
4. As the AGM is being held through VC/OAVM, the facility for appointment of Proxy by the Members is not available for this AGM and hence the Proxy Form and Attendance Slip including Route Map are not annexed to this Notice. However, Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/ OAVM and cast their votes through e-Voting.
5. The Members can join the AGM in the VC/OAVM mode 15 minutes before and 15 minutes after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The Members will be able to view the proceedings on the National

Securities Depository Limited's ("**NSDL**") e-Voting website at [www.evoting.nsdl.com](http://www.evoting.nsdl.com). The facility of participation at the AGM through VC/OAVM will be made available to at least 1,000 Members on a first come first served basis as per the MCA Circulars. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

6. Institutional/ corporate shareholders (i.e. other than individuals, HUF's, NRI's, etc.) intending to participate through their authorized representative(s) are requested to send a scanned copy (JPEG/ PDF format) of their Board resolution/ authority letter/ power of attorney, etc. authorizing their representative(s) to participate in the AGM (through VC/ OAVM) and to vote on their behalf through remote e-voting or e-voting at the AGM. The said resolution/ authority letter/ power of attorney, etc. shall be sent through registered email address to the Scrutinizer at [mail@b5consulting.com](mailto:mail@b5consulting.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) and to the Company at [companysecretary@rainbowhospitals.in](mailto:companysecretary@rainbowhospitals.in)
7. Relevant documents referred to in the accompanying Notice and the statement pursuant to Section 102(1) of the Companies Act, 2013 shall be available for inspection through electronic mode, basis the request being sent on [companysecretary@rainbowhospitals.in](mailto:companysecretary@rainbowhospitals.in)  
The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, Register of Contracts or Arrangements in which directors are interested under Section 189 of the Act will be made available electronically for inspection by the members during the AGM.  
Before the Initial Public Offering, the Members at their meeting held on November 30, 2021 approved the Rainbow Employee Stock Option Scheme 2021 ("ESOP Scheme") for issue of employee stock options to eligible employees, which may result in an issuance of a maximum number of 2,049,660 Equity Shares. The Company is yet to implement the ESOP Scheme under the provision of SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021. Further the Company has not granted any options under the said ESOP Scheme, accordingly, the requirement of obtaining the certificate of compliance as required from the secretarial auditors of the Company under Regulation 14 of SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 is not applicable.
8. In compliance with the MCA Circulars and SEBI Circulars, the Notice along with the Annual Report 2021-22 ("**Annual Report**") is being sent only by electronic mode to those Members whose email address are registered with the Company/ RTA/ Depositories.

Members may please note that this Notice and Annual Report will also be available on the Company's website at [www.rainbowhospitals.in](http://www.rainbowhospitals.in), websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, and on website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

9. The Notice of AGM and Annual Report will be sent to those Members / beneficial owners whose name will appear in the Register of Members / list of beneficiaries received from the Depositories as on Friday, August 12, 2022.
10. Members desiring any information/clarification on any matter to be placed at the AGM are requested to write to the Company at [companysecretary@rainbowhospitals.in](mailto:companysecretary@rainbowhospitals.in) at least seven days before AGM from their registered email address mentioning their name, DPID Client ID / folio no. and mobile number to enable the management to keep information ready at the AGM.
11. The Final Dividend on equity shares as recommended by the Directors of the Company for the Financial Year ended March 31, 2022, if declared at the AGM, will be paid on or before Friday, October 14, 2022 to those members whose names appear in the Register of Members as on Thursday, September 8, 2022 i.e. the record date. In respect of shares held in electronic form, the dividend will be payable on the basis of beneficial ownership as at the close of business hours on Thursday, September 8, 2022 as per the details furnished by the depositories viz. National Securities Depository Limited (NSDL)/ Central Depository Services (India) Limited (CDSL) for the purpose as on that date.
12. Pursuant to SEBI Listing Regulations, the Company is required to maintain bank details of its Members for the purpose of payment of Dividend etc. Members are requested to register/ update their bank details with the Company in case shares are held in physical form and with their Depository Participants where shares are held in dematerialized mode, to enable expeditious credit of the dividend to their bank accounts electronically.
13. Members who have not got their IPO refund till date are requested to do so.
14. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company / Registrar and Share Transfer Agent (RTA).
15. Pursuant to Section 72 of the Companies Act, 2013, members are entitled to make a nomination in respect of shares held by them. Members desirous of making a nomination, pursuant to Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014, are

requested to send their requests in Form No. SH-13 to the RTA. Further, members desirous of cancelling/ varying nomination pursuant to Rule 19(9) of the Companies (Share Capital and Debentures) Rules, 2014, are requested to send their requests in Form No. SH-14 to the Registrar and Share Transfer Agent ("RTA"). These forms will be made available on request.

16. Members can also provide their feedback on the Shareholders Services of the Company by filling the "Shareholders Satisfaction Survey" attached to this notice and emailing the same at [companysecretary@rainbowhospitals.in](mailto:companysecretary@rainbowhospitals.in) through their registered e-mail ID or sending the signed copy at the Corporate Office of the Company at 8-2-19/1/A, Dault Arcade, Karvy Lane, Road No. 11, Banjara Hills, Hyderabad – 500034, Telangana.

Your feedback will help the Company in improving its Shareholders Service Standards.

17. To comply with the provisions of Section 108 of the Act and Rules framed thereunder, Regulation 44 of the SEBI Listing Regulations, Secretarial Standard - 2 issued by the Institute of Company Secretaries of India and MCA Circulars, the Members are provided with the facility to cast their vote electronically through remote e-voting (prior to AGM) and e-voting (during the AGM) services provided by NSDL on all resolutions set forth in this Notice.

Only those Members who will be present in the AGM through VC / OAVM facility and have not cast their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM.

18. The Board of Directors of the Company have appointed M/s BS & Company Company Secretaries LLP as Scrutinizer to scrutinize the remote e-voting process and e-voting during the AGM in a fair and transparent manner.

#### **THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING ANNUAL GENERAL MEETING ARE AS UNDER: -**

- i. The remote e-voting period begins on Sunday, September 11, 2022 at 09:00 A.M. and ends on Wednesday, September 14, 2022 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter.
- ii. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. September 8, 2022 may cast their vote electronically.

A person who is not a Member as on the cut-off date should treat this Notice for information purpose only.

- iii. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being September 8, 2022.

### How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

#### Step 1: Access to NSDL e-Voting system

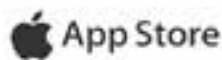
##### A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular 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.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"><li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “Login” which is available under ‘<b>IDeAS</b>’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li><li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a>.</li><li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li><li>Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</li></ol>

NSDL Mobile App is available on



Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of <b>e-Voting service provider</b> i.e. <b>NSDL</b>. Click on NSDL to cast your vote.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a>.</li> <li>Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. 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 e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

#### Important notes:

- Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.
- Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes member of the Company after the notice is send through e-mail and holding shares as of the cut-off date i.e. September 8, 2022, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or Issuer/ RTA. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/ Password" or "Physical User Reset Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no. 1800 1020 990 and 1800 22 44 30 . In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. September 8, 2022, may follow steps mentioned in the Notice of the AGM under "Access to NSDL e-Voting system".

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 022-23058542-43

**B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - c) How to retrieve your 'initial password'?
    - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:
  - a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?"** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.



## **Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.**

### **How to cast your vote electronically and join General Meeting on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [mail@b5consulting.com](mailto:mail@b5consulting.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) and to the Company at [companysecretary@rainbowhospitals.in](mailto:companysecretary@rainbowhospitals.in). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on **"Upload Board Resolution / Authority Letter"** displayed under **"e-Voting"** tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the **"Forgot User Details/Password?"** or **"Physical User Reset Password?"** option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Sarita Mote, Assistant Manager, NSDL at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

### **Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide 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 [companysecretary@rainbowhospitals.in](mailto:companysecretary@rainbowhospitals.in).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [companysecretary@rainbowhospitals.in](mailto:companysecretary@rainbowhospitals.in). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

### **THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-**

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

### **INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:**

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting

system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under "**Join Meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Members are requested to allow camera option and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ on or before September 10, 2022 have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at [companysecretary@rainbowhospitals.in](mailto:companysecretary@rainbowhospitals.in). The same will be replied by the company suitably.

Only those Members who have registered themselves as a speaker will only be allowed to express their views/ ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

#### Declaration of Results

1. The Scrutinizer shall provide, not later than two working days of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or in his absence, a person authorised by him in writing who shall countersign the same and declare the result of the voting forthwith.
2. The results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.rainbowhospitals.in](http://www.rainbowhospitals.in) and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com) immediately after the result declared by the Chairman or any other person authorized by the Chairman and the same shall be communicated to BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed. Also, the results shall be placed at the Registered and corporate office of the Company
3. The recorded transcript of the proceeding of AGM shall be placed on the Company's website at [www.rainbowhospitals.in](http://www.rainbowhospitals.in)

#### INFORMATION AT A GLANCE

Particulars	Details
Time and date of AGM	11:30 AM IST, Thursday, September 15, 2022
Mode	Video conference and other audio-visual means
Participation through video-conferencing	<a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>
Helpline number for VC participation	1800 1020 990
Cut-off date for-voting	Thursday, September 8, 2022
E-voting start time and date	Sunday, September 11, 2022 at 9:00 A.M.
E-voting end time and date	Wednesday, September 14, 2022 at 5:00 P.M.
E-voting website	<a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a>
Name, address and contact details of e-voting service provider	<b>Ms. Sarita Mote, Assistant Manager, National Securities Depository Limited,</b> TradeWorld, 'A'Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai 400 013  Contact Details: 1800 1020 990 and 1800 22 44 30 or send a request to <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a>
Name, address and contact details of Registrar and Transfer Agent	<b>Mr. Vijayanand Banerjee, Deputy Vice President, KFin Technologies Limited (formerly known as KFin Technologies Private Limited)</b> Selenium, Tower-B Plot 31 and 32, Financial District Nanakramguda, Serilingampally Hyderabad, Rangareddi 500 032 Telangana, India Telephone: +91 40 6716 2222 Website: <a href="http://www.kfintech.com">www.kfintech.com</a>

#### EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

##### ITEM NO. 4

The Board of Directors of the Company in their meeting held on May 27, 2022, on recommendation by the Audit Committee, appointed M/s. Lavanya & Associates, Sole Proprietorship Firm (Firm Reg. No: 101257), represented by K.V.N. Lavanya, Sole Proprietor (Membership No: 31069) as the Cost Auditors for the Financial Year 2022-23 at a remuneration of ₹ 1,50,000/- (Rupees One Lakh Fifty Thousand Only) per annum plus applicable taxes and out of pocket expenses.

As per Section 148 of Companies Act, 2013 and applicable rules thereunder, the remuneration payable to the cost auditors is to be ratified by the members of the Company.



The Board considers the remuneration payable to the Cost Auditors as fair and recommends the resolution contained in Item No. 4 of the accompanying notice for approval of the members as an Ordinary Resolution.

None of the Directors or KMP's or their relatives are concerned or interested (to the extent of their shareholding in the Company, if any), financially or otherwise, in the resolution set out at Item No. 4 of the Notice.

#### Item No. 5

The Members to take note that the existing Authorized Capital of the Company is as mentioned below:

Details	Share Capital (in ₹)
a. 13,90,55,616 Equity Shares of ₹ 10/- each.	139,05,56,160/-
b. 11,46,771 - Series A 0.0001% Compulsorily Convertible Preference Shares ("Series A CCPS") of ₹ 48/- each.	5,50,45,008/-
c. 11,33,309 Series B 0.0001% Compulsorily Convertible Preference Shares ("Series B CCPS") of ₹ 48/- each.	5,43,98,832/-
<b>TOTAL</b>	<b>150,00,00,000/-</b>

The Board of Directors of the Company are of the opinion that post conversion of "Series A CCPS & Series B CCPS" into equivalent number of Equity Shares, the Company does not require the excess authorised Preference Share Capital amounting to ₹ 10,94,43,840/-. Hence it is proposed to cancel unissued authorised Preference Share Capital and increase Equity authorized Share Capital by adding 1,09,44,384 Equity Shares (Equivalent to cancelled unissued Authorized Preference Share Capital) of face value of ₹ 10/- each amounting to ₹ 10,94,43,840/-

Post cancellation of unissued authorized Preference Share Capital and increase in the equivalent Equity Shares of the Company the Authorized Share Capital of the Company will be ₹ 150,00,00,000/- divided into 15,00,00,000 Equity Shares of ₹ 10/- each.

The Members may also take note that to give effect to above proposal Capital Clause of the Memorandum of Association of the Company is also required to be altered.

As per the provisions of Section 13 and 61 of the Companies Act, 2013, the above requires the approval of the shareholders of the Company by way of a Special Resolution. Accordingly, the approval of shareholders is being sought for cancellation of unissued authorized Preference Share Capital and increase in the equivalent Equity Shares of the Company and consequential change in Clause V of the Memorandum of Association of the Company.

The Board recommends passing of the resolutions set out in item No. 5 in the Notice convening the meeting.

None of the Directors, Key Managerial Persons or their relatives (to the extent of their shareholding in the Company, if any), in any way, concerned or interested, financial or otherwise in the resolution as set out in Item No. 5 of the Notice.

By Order of the Board  
For **Rainbow Children's Medicare Limited**

**Ashish Kapil**  
**Company Secretary and Compliance Officer**  
**Membership No: A-31782**

Date: August 8, 2022  
Place: Hyderabad

**Brief Profile of Director pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard for General Meetings (SS-2) are as mentioned below:**

Name	Dr. Ramesh Kancharla
DIN	00212270
Date of Birth (Age in Years)	June 23, 1961 (61 Years)
Date of First Appointment to the Board	August 7, 1998
Brief Resume and Nature of Expertise in specific functional areas	Dr. Ramesh Kancharla holds a Bachelor of Medicine and Bachelor of Surgery ("MBBS") from Sri Venkateswara University and a Doctor in Medicine ("MD") in paediatrics from Mangalore University. He is a member of the Royal Colleges of Physicians of the United Kingdom. He has over 23 years of experience with the Company. Prior to setting up the Company, he was associated with King's College Hospital, where he completed his specialist training in paediatric gastroenterology, hepatology and nutrition. He is awarded with the Lifetime Achiever of the Year in Pediatric Gastroenterology & Hepatology by Times of India in the year 2017 and the award for the best healthcare professional at the Telangana's Best Healthcare Professional Awards, 2017. In 2018 he was awarded the Entrepreneur of the Year award by the Sakshi Media Group.
Shareholding (as on the date of this Notice) in the Company either directly or in form of beneficial interest for any other person	3,14,94,654 Equity Shares
Relationship with other Directors & KMP's	None
No. of Meetings of the Board attended during the year 2021-22	9 (Nine) Meetings
Directorships held in other Companies (Excluding Foreign Companies)	<ul style="list-style-type: none"> <li>• Orange Corporation Private Limited</li> <li>• Nexgen Futurus Private Limited</li> <li>• Rainbow Speciality Hospitals Private Limited</li> <li>• Rainbow Women &amp; Children's Hospital Private Limited</li> <li>• Rainbow Advanced Health Sciences Private Limited</li> <li>• Rainbow Children's Hospital Private Limited</li> <li>• Rainbow Fertility Private Limited</li> </ul>
Listed Companies from which the person has resigned from the directorship in the past three year	Nil
Membership /Chairmanship of Committees of other companies	Nil
Terms and conditions of appointment/ re-appointment and Remuneration sought to be paid/last drawn	<p><b><u>Terms and conditions of appointment and Remuneration sought to be paid:</u></b></p> <p>Same as approved by the Shareholders in their Extra Ordinary General Meeting held on November 30, 2021</p> <p><b><u>Remuneration last drawn:</u></b></p> <p>As mentioned in the Corporate Governance Report</p>

# RAINBOW CHILDREN'S MEDICARE LIMITED

Corporate Identity Number: L85110TG1998PLC029914

Regd. Office: 8-2-120/103/1, Survey No. 403, Road No. 2, Banjara Hills, Hyderabad 500034, Telangana.

Corporate Office: 8-2-19/1/A, Daulet Arcade, Karvy Lane, Road No. 11, Banjara Hills, Hyderabad – 500034, Telangana

Website: www.rainbowhospitals.in; E-Mail: companysecretary@rainbowhospitals.in

Phone: +91 40 49692244

## SHAREHOLDER SATISFACTION SURVEY

Dear Member,

As part of our constant endeavour to improve shareholder service, we seek your feedback on this Shareholder's Satisfaction Survey. Please spare a few minutes of your valuable time to fill this questionnaire.

Name of Sole/First Shareholder :

DP ID & Client ID/Folio Number :

Email ID :

Kindly rate your responses on specified service areas listed below on the following scale:

S. No	Area	Rating				
		5	4	3	2	1
1.	Overall Service Rating of RTA					
2.	Response to queries/grievances by Company/RTA					
3.	Receipt of various documents from the Company i.e. Annual Report, ECS Intimation etc.					
4.	Quality of disclosures to Stock Exchanges/on Company Website					
5.	Quality and content of Annual Report					
5- Excellent; 4-Very Good; 3-Good; 2-Satisfactory; 1-Need Improvement						

Do you have any grievance which has not been addresses so far :

Yes

No

If yes, please provide a brief summary of the grievance.

---

---

Any suggestions for improving the quality of Investor Services

\_\_\_\_\_  
(SIGNATURE OF THE MEMBER)

THANK YOU FOR YOUR SUPPORT. YOUR FEEDBACK IS IMPORTANT TO US.