



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

Telephone No: +91 40 49692244

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the twenty-fifth (25th) Annual General Meeting (“**AGM**”) of the members of Rainbow Children’s Medicare Limited (“**the Company**”) will be held on Thursday, June 29, 2023 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, 2023, 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, 2023 and the report of the Auditors thereon.
2. To declare dividend of ₹ 3/- per Equity Share for the Financial Year ended March 31, 2023.
3. To appoint a Director in place of Dr. Dinesh Kumar Chirla (DIN: 01395841), who retires by rotation and being eligible offers himself for re-appointment.
4. Appointment of M/s. S.R. Batliboi & Associates LLP (Firm Registration No. 101049W/ E300004), Chartered Accountants, as Statutory Auditors for a term of 5 (five) consecutive years and to fix their remuneration.

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

“**RESOLVED THAT** pursuant to the provisions of Section 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 (“**Act**”) read with Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and pursuant to the recommendations of the Audit Committee and the Board of Directors of the Company (the “**Board**”), approval of the Shareholders be and is hereby accorded

for the appointment of M/s. S.R. Batliboi & Associates LLP, Chartered Accountants (Firm Registration No. 101049W/ E300004), as the Statutory Auditors of the Company for a term of 5 (five) consecutive years from the conclusion of this 25th Annual General Meeting till the conclusion of 30th Annual General Meeting of the Company.

RESOLVED FURTHER THAT approval of Shareholders be and is hereby accorded for payment of Audit fees of ₹ 55,00,000/- plus applicable taxes and reimbursement of out of pocket expenses for Financial Year 2023-24 to M/s. S.R. Batliboi & Associates LLP and the Board of Directors be and is hereby authorised to fix and pay the statutory audit fee and other charges as may be deemed fit for the remaining tenure.

SPECIAL BUSINESS:

5. Re-appointment of Dr. Anil Dhawan (DIN: 08191702), as an Independent Director of the Company for a term of 5 (Five) years commencing from August 30, 2023.

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV of the Companies Act, 2013 (“**Act**”) including the Rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”) (including any statutory modification(s), or re-enactment(s) thereof, for the time being in force) and other applicable provisions, if any, Dr. Anil Dhawan (DIN: 08191702), Independent Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of Listing Regulations, being eligible, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire

by rotation, for a second term of 5 (five) consecutive years commencing from August 30, 2023.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to finalize and issue the letter of re-appointment to Dr. Anil Dhawan and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution”.

6. Ratification of Remuneration payable to Cost Auditors for the Financial Year 2023-24.

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

“**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 Shareholders of the Company hereby ratifies the remuneration of

₹ 2,00,000/- (Rupees Two Lakh Only) 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 the Cost Auditors of the Company for the Financial Year 2023-24.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

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

Ashish Kapil
Company Secretary and Compliance Officer
M. No: A31782

Place: Hyderabad
Date: May 14, 2023

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 & 6 forms part of this Notice. Additional information, pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“**Listing Regulations**”) and Secretarial Standard - 2 on General Meetings issued by The Institute of Company Secretaries of India, in respect of Directors 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 General Circular Nos. 14/ 2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/ 2020 dated May 5, 2020, 2/ 2021 dated January 13, 2021, 19/2021/ dated December 8, 2021, 21/ 2021 dated December 14, 2021, 2/ 2022 dated May 5, 2022 and 10/ 2022 dated December 28, 2022, read with the relevant circulars issued by the Securities and Exchange Board of India (“**SEBI**”), from time to time (hereinafter collectively referred to as “**the Circulars**”), 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 e-Voting system on the date of the AGM will be provided by National Securities Depository Limited (“**NSDL**”). The Registered Office of the Company shall be deemed Venue for the AGM.
3. Pursuant to the provisions of the MCA Circulars, Members attending the 25th 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. 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 during the AGM. The said resolution/ authority letter/ power of attorney, etc. shall be sent through registered email address to the Scrutinizer at mail@bscsllp.com with a copy marked to evoting@nsdl.co.in and to the Company at companysecretary@rainbowhospitals.in. Institutional shareholders/ Corporate 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 on the NSDL portal.
6. 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 “NSDL” e-Voting website at www.evoting.nsdl.com. The facility of participation in 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.
7. In compliance with the MCA Circulars and SEBI Circulars, the Notice along with the Annual Report 2022-23 (“**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 websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.

However, a member is also entitled for getting the hard copy of the Notice along with the Annual Report upon making a request via. email to companysecretary@rainbowhospitals.in.
8. 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, June 2, 2023.
9. 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 on the request being sent via. email to 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 and a certificate from Secretarial Auditor certifying that "Rainbow Children's Medicare Limited - Employees Stock Unit Plan 2023" is being implemented in accordance with, the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("**SEBI SBEB SE Regulations**") 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 SBEB SE Regulations. 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 SEBI SBEB SE Regulations, is not applicable.

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 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, 2023, if declared at the AGM, will be paid on or before Friday, July 28, 2023 to those members whose names appear in the Register of Members as on Thursday, June 22, 2023 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, June 22, 2023 as per the details furnished by the depositories viz. NSDL/ Central Depository Services (India) Limited ("**CDSL**") for the purpose as on that date.
 12. Pursuant to 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 claimed their Dividend / IPO refund till date are requested to do so. Details of unclaimed dividend amount/ IPO refund amount is available under investors section of the website of the Company at www.rainbowhospitals.in.
 14. Members are requested to note that, dividends if not encashed for a period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ("**IEPF**"). Further, all the shares in respect of which dividend has remained unclaimed for 7 consecutive years or more from the date of transfer to unpaid dividend account shall also be transferred to IEPF Authority. In view of this, Members are requested to claim their dividends from the Company, within the stipulated timeline.
 15. The 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**").
 16. 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 RTA. These forms will be made available on request.
 17. The Board of Directors of the Company have appointed Mr. K.V.S. Subramanyam, (C P No.: 4815), Practicing Company Secretary and Designated partner of 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.
 18. 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 through their registered e-mail ID or sending the signed copy at the Corporate Office of the Company at 8-2-19/1/A, Daulet Arcade, Karvy Lane, Road No. 11, Banjara Hills, Hyderabad – 500034, Telangana.
- Your feedback will help the Company in improving its Shareholders Service Standards.

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

- i. To comply with the provisions of Section 108 of the Act and Rules framed thereunder, Regulation 44 of the 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.

- ii. The remote e-voting period begins on Sunday, June 25, 2023 at 09:00 A.M. and ends on Wednesday, June 28, 2023 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter.
- iii. The Members, whose names appear in the Register of Members/ Beneficial Owners as on the record date (cut-off date) i.e. Thursday, June 22, 2023 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.

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 Thursday, June 22, 2023. In case of joint holders, the members whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.

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 the NSDL e-voting system.

Step 2: Cast your vote electronically on NSDL e-voting system.





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 | <p>1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' 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 "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL 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 & voting during the meeting.</p> <p>2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com .</p> <p>Select "Register Online for IDeAS portal" or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp.</p> |

| Type of Shareholders | Login Method |
|--|---|
| | <p>3. 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. 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 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.</p> <p>4. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <p> App Store  Google Play</p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div> |
| Individual Shareholders holding securities in demat mode with CDSL | <p>1. Users who have opted for CDSL Easi/ Easiest facility, they 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 of Easi/ Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.</p> <p>2. 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 e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>3. If the user is not registered for Easi/ Easiest, option to register is available at CDSL website www.cdslindia.com and click on login and New System Myeasi Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a 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 e-Voting Service Providers.</p> |
| Individual Shareholders (holding securities in demat mode) 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 i.e., NSDL. 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. June 22, 2023, may obtain the login ID and password by sending a request at 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 or call on toll free no. 022 - 4886 7000 and 022 - 2499 7000. 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., June 22, 2023, 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 | 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 evoting@nsdl.co.in or call at toll free no.: 022 - 4886 7000 and 022 - 2499 7000 |
| 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 1800 22 55 33 |

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?

- 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.

- 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, 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.

- Your User ID details are given below:

| Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical | Your User ID is: |
|---|---|
| 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.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on 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 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 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.
- Process for those shareholders whose email ids are not registered with the depositories for getting the electronic copy of this notice along with Annual Report, 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.
 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. If you are an Individual shareholder 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 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.
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. Members who wish to claim Dividends, which remain unpaid, are requested to correspond with our Registrar and Share Transfer Agent (RTA). Members are requested to note that dividend not en-cashed / claimed within seven years will be transferred to Investor Education and Protection Fund of Government of India. In view of this, members are requested to send all un-cashed dividend warrants pertaining to respective years to Company/ RTA for revalidation and en-cash them.

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 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 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.

General Guidelines for shareholders:

1. 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 to reset the password.
2. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered e-mail address mentioning their name, DP ID and Client ID/Folio number, PAN, mobile number at companysecretary@rainbowhospitals.in, from June 21, 2023 (9:00 AM. IST) to June 24, 2023 (5:00 PM. IST). 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.
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 or send a request at evoting@nsdl.co.in or contact Ms. Prajakta Pawle, Officer, NSDL at evoting@nsdl.co.in or call on toll free no.: 022 - 4886 7000 and 022 - 2499 7000 or write at NSDL, 4th floor, 'A' Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai - 400 013.

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 and on the website of NSDL at 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.

INFORMATION AT A GLANCE

| Particulars | Details |
|---|---|
| Time and date of AGM | 11:30 A.M IST, Thursday, June 29, 2023 |
| Mode | Video conference and other audio-visual means |
| Participation through video-conferencing | https://eservices.nsdl.com |
| Helpline number for VC participation | 022 - 4886 7000 and 022 - 2499 7000 |
| Cut-off date for-voting | Thursday, June 22, 2023 |
| E-voting start time and date | Sunday, June 25, 2023 at 9:00 A.M. |
| E-voting end time and date | Wednesday, June 28, 2023 at 5:00 P.M. |
| E-voting website | https://www.evoting.nsdl.com/ |
| Name, address and contact details of e-voting service provider | Ms. Prajakta Pawle, Officer, NSDL at evoting@nsdl.co.in TradeWorld, 'A'Wing, 4 th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai - 400 013 Contact Details: 022 - 4886 7000 and 022 - 2499 7000 or send a request to evoting@nsdl.co.in |
| Name, address and contact details of Registrar and Transfer Agent | Mr. Shaibal Haripada Roy, Assistant Vice President, KFin Technologies Limited (formerly known as KFin Technologies Private Limited) Selenium, Tower B, Plot 31 and 32, Financial District, Nanakramguda, Serilingampally Hyderabad, Rangareddi - 500 032 Telangana, India. Telephone: +91 40 6716 2222 Website: www.kfintech.com |

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

ITEM NO. 4

At the 20th Annual General Meeting (“**AGM**”) held on July 19, 2018, M/s. BSR & Associates LLP, Chartered Accountants [Firm Registration Number: 116231W/W-100024] (“**BSR**”) were re-appointed as the Statutory Auditors of the Company for a second term to hold office from the conclusion of the said 20th AGM till the conclusion of the 25th AGM. Accordingly, the BSR will complete statutory term at conclusion of this 25th AGM.

The Board of Directors of the Company (the “**Board**”) in their meeting held on May 14, 2023, based on the recommendations of the Audit Committee, subject to approval of the Members of the Company, appointed M/s. S.R. Batliboi & Associates LLP, Chartered Accountants (Firm Registration No. 101049W/ E300004), as Statutory Auditors of the Company for a term of 5 (five) consecutive years from the conclusion of this 25th AGM till the conclusion of 30th AGM.

M/s. S.R. Batliboi & Associates LLP (part of S.R. Batliboi & Associates network of audit firms), is a limited liability partnership firm of Chartered Accountants, registered with the Institute of Chartered Accountants of India. It is one of the leading firms providing audit and assurance services in India.

M/s. S.R. Batliboi & Associates LLP, Chartered Accountants have given their consent to act as Statutory Auditors of the Company and have confirmed that their appointment, if made, will be within the limit specified under sections 139 and 141 of the Act. They have also confirmed that they are not disqualified to be appointed as Statutory Auditors in terms of the provisions of the Section 141 of the Act and the provisions of the Companies (Audit and Auditors) Rules, 2014. M/s. S.R. Batliboi & Associates LLP, Chartered Accountants have confirmed that they have subjected themselves to the peer review process of the Institute of Chartered Accountants of India (ICAI) and hold a valid certificate issued by the Peer Review Board of the ICAI.

The proposed remuneration to be paid to Statutory Auditors for the financial year 2023-24 is ₹ 55 Lakhs. The said remuneration excludes applicable taxes and out of pocket expenses.

The remuneration for the subsequent year(s) of their term shall be fixed by the Board of Directors of the Company based on the recommendation of the Audit Committee. There is no material change in the remuneration proposed to be paid to Statutory Auditors for the financial year 2023-24 and the remuneration paid to the Retiring Auditors for the financial year 2022-23.

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.

The Board recommends the resolution set forth in Item No. 4 for the approval of members by way of an Ordinary Resolution.

ITEM NO. 5

The Members of the Company in their 21st Annual General Meeting (“**AGM**”) held on July 12, 2019, appointed Dr. Anil Dhawan as an Independent Director of the Company for a period of 5 (five) years commencing from August 30, 2018. Accordingly, the present term of Dr. Anil Dhawan will expire on August 29, 2023. Pursuant to Section 149, 178 read with Schedule IV of the Companies Act, 2013 (“**Act**”) and Listing Regulations, an Independent Director is eligible for re-appointment subject to (i) Recommendation by the Nomination and Remuneration Committee and the Board of Directors (ii) Basis of performance evaluation and (iii) Approval of shareholders by way of a special resolution for a term of upto five consecutive years.

Considering Dr. Anil Dhawan’s background, experience, expertise & the recommendation made by Nomination & Remuneration Committee and the Board of Directors, basis on the performance evaluation exercise, his re-appointment as an Independent Director for a second term of 5(five) consecutive years commencing from August 30, 2023, is proposed for approval of the shareholders.

In the opinion of the Board, Dr. Anil Dhawan is independent from the management and fulfils the conditions specified in the Act & the rules made thereunder and Listing Regulations for re-appointment as an Independent Director of the Company.

In terms of Section 160 of the Act, the Company has received a notice in writing from a member of the Company proposing the candidature of Dr. Anil Dhawan for his re-appointment to the office of Independent Director. A copy of the letter of re-appointment of Dr. Anil Dhawan setting out the terms and conditions of his re-appointment shall be available for inspection at the website of the Company at www.rainbowhospitals.in

Dr. Anil Dhawan is not debarred from appointment/re-appointment pursuant to any order of SEBI or any other authority.

The Company has received from Dr. Anil Dhawan, (i) consent to act as Director in Form DIR-2; (ii) Notice of interest in other Companies in Form MBP-1; (iii) intimation in Form DIR-8, to the effect that he is not disqualified under Section 164(2) of the Act; (iv) a declaration to the effect that he meets the criteria of independence as provided under Section 149(6) of the Act; and (v) a certificate stating that he is not debarred from appointment pursuant to any order of SEBI or any other Authority.

Brief profile of Dr. Anil Dhawan provided as Annexure to this Notice may also be regarded as an appropriate disclosure under the Listing Regulations as amended from time to time and Secretarial Standard – 2 for General Meetings issued by the Institute of Company Secretaries of India.

Except Dr. Anil Dhawan, none of the other Directors or KMP's of the Company or their relatives are concerned or interested (to the extent of their shareholding in the Company, if any), financial or otherwise, in the resolution set out at Item No. 5 of this Notice.

The Board, recommends the resolution set forth in Item No. 5 for the approval of members by way of a Special Resolution.

ITEM NO. 6

The Board of Directors of the Company in their meeting held on May 14, 2023, on recommendation by the Audit Committee, appointed M/s. Lavanya & Associates, Sole Proprietorship Firm (Firm Reg. No: 101257), represented by Ms. K.V.N. Lavanya, Sole Proprietor (Membership No: 31069) as the Cost Auditors for the Financial Year 2023-24 at a remuneration of ₹ 2,00,000/- (Rupees Two Lakhs 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.

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. 6 of the Notice.

The Board considers the remuneration payable to the Cost Auditors as fair and recommends the resolution contained in Item No. 6 of the accompanying notice for approval of the members as an Ordinary Resolution.

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

Ashish Kapil
Company Secretary and Compliance Officer
M. No: A31782

Date: May 14, 2023

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. Dinesh Kumar Chirla | Dr. Anil Dhawan |
|--|--|---|
| DIN | 01395841 | 08191702 |
| Date of Birth (Age in Years) | December 19, 1969 (53 Years) | November 7, 1961 (61 Years) |
| Date of First Appointment to the Board | December 14, 2005 | August 30, 2018 |
| Brief Resume, Qualification Nature of Expertise and skill set require in specific functional areas | <p>Dr. Dinesh Kumar Chirla holds Bachelor of Medicine and Bachelor of Surgery (“MBBS”) degree from Marathwada University, Doctor of Medicine in paediatrics from Dr. Babasaheb Ambedkar Marathwada University, Doctor of Medicine in Neonatology from the University of Mumbai. He is a member of the Royal College of Paediatrics and Child Health, London. He is on the Specialist Register in Neonatology at the Specialist Training Authority of the Medical Royal Colleges, London and was a fellow in Neonatology at Mercy Hospital for Women. He was also a Clinical Fellow (Specialist Registrar) in the Paediatric Intensive Care Unit at the United Bristol Healthcare NHS Trust. He has over 19 years of experience in the healthcare industry. He is elected as a Fellow of National Neonatology Forum and is awarded with the Best Paediatric Neonatologist at “The Doctors Awards – 2019, Doctors The Living Gods.”</p> <p>He possesses appropriate skill, experience and knowledge required for the role of Whole-time Director of the Company.</p> | <p>Dr. Anil Dhawan, aged 61 years, holds MBBS degree from the Himachal Pradesh University. He has been awarded with Shri Devi Chand Memorial Gold Medal and the Dr. Kranti Mohan Sharma Memorial Prize for securing first position in MBBS. He also holds a degree of MD in paediatrics from the Post Graduate Institute of Medical Education and Research (PGIMER), Chandigarh. He passed the examination of Educational Commission for Foreign Medical Graduates (USMLE) and held the license to practice in USA.</p> <p>He is the fellow member of the Royal College of Paediatrics and Child Health (FRCPCH).</p> <p>Dr. Dhawan has over 30 years rich experience in the Healthcare Industry. He worked as paediatric hepatologist at Kings College Hospital, London UK. Presently, he is associated with Kings College Hospital, London UK as Director Research and Innovation and the Director of Paediatric Liver GI and Nutrition Center and Mowat Labs.</p> <p>Dr. Dhawan is an Independent Director of our Company and is also Chairman of CSR Committee.</p> <p>He possesses appropriate skill, experience and knowledge required for the role of Independent Director of the Company.</p> |
| Shareholding (as on the date of this Notice) in the Company either directly or in form of beneficial interest for any other person | 66,33,310 Equity Shares | Nil |
| Relationship with other Directors & KMP's | None | None |
| No. of Meetings of the Board attended during the year 2022-23 | 9 (Nine) Meetings | 9 (Nine) Meetings |

| Name | Dr. Dinesh Kumar Chirla | Dr. Anil Dhawan |
|--|--|--|
| Directorships held in other Companies (Excluding Foreign Companies) | <ul style="list-style-type: none"> • Rainbow Children's Hospital Private Limited • Rainbow Speciality Hospitals Private Limited • Rainbow Women & Children's Hospital Private Limited • Rainbow Fertility Private Limited • Rainbow Advanced Health Sciences Private Limited • Rosewalk Healthcare Private Limited | None |
| Listed Companies from which the person has resigned from the directorship in the past three years | Nil | Nil |
| Membership/ Chairmanship of Committees of other companies | Nil | Nil |
| Terms and conditions of appointment/ re-appointment and Remuneration sought to be paid/ last drawn | <p>Terms and conditions of appointment and Remuneration sought to be paid:</p> <p>Same as approved by the Shareholders in their Extra Ordinary General Meeting held on November 30, 2021.</p> <p>Remuneration last drawn:</p> <p>As mentioned in the Corporate Governance Report.</p> | <p>Terms and conditions of appointment and Remuneration sought to be paid:</p> <p>Entitled for:</p> <ul style="list-style-type: none"> • Sitting fee as approved by the Board of Directors in their meeting held on October 22, 2021. • Commission as approved by the Shareholders in their Extra Ordinary General Meeting held on November 3, 2021. <p>Remuneration last drawn:</p> <p>As mentioned in the Corporate Governance Report.</p> |

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

Date: May 14, 2023
Place: Hyderabad

Ashish Kapil
Company Secretary and Compliance Officer
M. No: A31782



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

Telephone No: +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.

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Any suggestions for improving the quality of Investor Services

.....

.....

(SIGNATURE OF THE MEMBER)

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