

July 8, 2024

National Stock Exchange of India Limited
Exchange Plaza, Plot No. C/1, G Block,
Bandra Kurla Complex, Bandra (E),
Mumbai – 400 051.
Symbol: RAINBOW

BSE Limited
Corporate Relationship Department,
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai – 400001.
Scrip Code: 543524

Sub: Notice convening the 26th Annual General Meeting

Ref: Pursuant to Regulation 34(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 ("Listing Regulations")

Dear Sir/ Madam,

Pursuant to the provisions of Regulation 34(1) of the Listing Regulations, please find attached copy of Notice convening the 26th Annual General Meeting of the Company, scheduled to be held on Tuesday, July 30, 2024 at 11:30 A.M. IST through Video Conferencing/ Other Audio Visual Means (“**VC/ OAVM**”).

We request you to kindly take the same on record.

Thanking You,

Yours Faithfully,

For **Rainbow Children's Medicare Limited**

Ashish Kapil
Company Secretary and Compliance Officer

Encl.: As above

Rainbow Children's Medicare Limited

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

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

Hyderabad: Banjara Hills - 040 22334455 | Secunderabad - 040 42462200 | Kondapur IP - 040 42462400 |
Kondapur OP - 040 42462100 | Hyder Nagar - 040 42462300 | L B Nagar - 040 71111333

Vijayawada: Currency Nagar - 0866 6669666 | Governorpet - 0866 6650250 | **Chennai:** Guindy - 044 40122444

Bengaluru: Marathahalli - 080 71112345 | Bannerghatta Road - 080 25512345 | Hebbal - 080 35061555

Delhi: Malviya Nagar - 011 66888866 | **Visakhapatnam:** Health City, Chinagadili - 0891 3501601 | Siripuram - 0891 3501555

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-sixth (26th) Annual General Meeting (“**AGM**”) of the members of Rainbow Children’s Medicare Limited (“**the Company**”) will be held on Tuesday, July 30, 2024 at 11:30 A.M. IST through Video Conferencing/ Other Audio-Visual Means (“**VC/OAVM**”) facility, to transact the following business:

ORDINARY BUSINESS:

- To receive, consider and adopt the Audited Standalone Financial statements of the Company for the Financial Year ended March 31, 2024, 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, 2024 and the report of the Auditors thereon.
- To declare dividend of ₹ 3/- per Equity Share for the Financial Year ended March 31, 2024.
- 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:

- To approve the remuneration payable to Dr. Ramesh Kancharla, Chairman and Managing Director of the Company.

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

“RESOLVED THAT pursuant to the provisions of Section 196, 197, 198, 203, Schedule V and other applicable provisions of the Companies Act, 2013 (“**Act**”) read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s), or re-enactment(s)

thereof, for the time being in force), and other applicable provisions, if any, and pursuant to the recommendations of the Nomination & Remuneration Committee, Audit Committee and the Board of Directors of the Company, the approval of the Members of the Company be and is hereby accorded for the payment of remuneration to Dr. Ramesh Kancharla, Chairman & Managing Director (DIN: 00212270), on the terms and conditions including remuneration as detailed below effective from December 1, 2024 and valid till the remaining tenure of his appointment i.e., August 10, 2026:

I	Basic Salary	₹ 50 Lakh Per Month.
II	Special Allowance	₹ 4,16,670/- Per Month.
III	Perquisites and Other Entitlements	In addition to the above, Dr. Kancharla shall be entitled to allowance and benefits as per the policy of Company in force, such as: <ol style="list-style-type: none"> Reimbursement of Medical expenses incurred for self and family subject to limit of one month’s basic salary per year. Health Insurance cover for self and family as per the Company policy. Personal Accident Insurance coverage for self as per the Company policy. Leave Travel Allowance (“LTA”) once in a year for self and family subject to the maximum of one-month basic salary for every year. LTA payment is subject to the provisions of the Income Tax Act, 1961.

	<p>e. Club membership fees subject to maximum of two clubs.</p> <p>f. Company maintained car with Chauffeur.</p> <p>g. Business Travel by First/ Business Class.</p> <p>h. Reimbursement for Mobile Phone(s)/ Telephone and Internet Connections at residence.</p> <p>i. Payment of Gratuity and other retirement benefits.</p> <p>j. Earned Leave encashment and such other benefits as may be applicable to the employees of the Company.</p>
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RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year, the remuneration by way of salary, perquisites and other allowances payable to Dr. Ramesh Kancharla as Chairman & Managing Director of the Company shall not exceed the limits prescribed under Schedule V of the Companies Act, 2013 (as may be amended from time to time) and the Rules made there under or any statutory modification or re-enactment thereof.

RESOLVED FURTHER THAT pursuant to Regulation 17(6)(e) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 as amended from time to time, the consent of the Members of the Company be and is hereby accorded for the payment of remuneration, as specified above, to Dr. Ramesh Kancharla, Chairman & Managing Director, notwithstanding that (i) the annual remuneration payable to him exceeds ₹ 5 Crore or 2.5% of the net profits of the Company, whichever is higher; or (ii) the aggregate annual remuneration, fee and compensation of all the promoter executive directors of the Company exceeds 5% of the net profits of the Company.

RESOLVED FURTHER THAT the Board of Directors (including any Committee thereof) of the Company be and are hereby authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution, do all such acts, deeds, matters and things as may be necessary and sign & execute all documents or writings as may be necessary, proper or expedient for the purpose of giving effect to this resolution and for matters concerned therewith or incidental thereto”.

5. To approve the remuneration payable to Dr. Dinesh Kumar Chirla, Whole-Time Director of the Company.

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

“RESOLVED THAT pursuant to the provisions of Section 196, 197, 198, 203, Schedule V and other applicable provisions of the Companies Act, 2013 (“Act”) read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s), or re-enactment(s) thereof, for the time being in force), and other applicable provisions, if any, and pursuant to the recommendations of the Nomination & Remuneration Committee, Audit Committee and the Board of Directors of the Company, the approval of the Members of the Company be and is hereby accorded for the payment of remuneration by way of professional fee to Dr. Dinesh Kumar Chirla, in his capacity as a Whole-time Director (DIN: 01395841), on the terms and conditions as detailed below, effective from December 1, 2024 and valid till the remaining tenure of his appointment i.e., August 10, 2026:

I	Remuneration by way of professional fee	Not exceeding ₹ 50 Lakh Per Month.
II	Perquisites and Other Entitlements	<p>In addition to the above, Dr. Dinesh Kumar Chirla shall be entitled to allowance and benefits as per the policy of Company in force, such as:</p> <p>a. Reimbursement of Medical expenses incurred for self and family subject to a limit of ₹ 12 Lakhs.</p> <p>b. Health Insurance cover for self and family as per the company policy.</p> <p>c. Personal Accident Insurance coverage for self as per the company policy.</p> <p>d. Leave Travel Allowance (“LTA”) once in a year for self and family subject to the maximum of ₹12 Lakhs. LTA payment is subject to the Income Tax Act, 1961.</p> <p>e. Club membership fees subject to maximum of one club.</p>

	<p>f. Company maintained car with Chauffeur.</p> <p>g. Reimbursement for Mobile Phone(s)/ Telephone and Internet Connections at residence.</p> <p>h. Business Travel as per the policies of the Company.</p>
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RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year, the remuneration by way of professional fee and other perquisites payable to Dr. Dinesh Kumar Chirla, Whole-time Director of the Company shall not exceed the limits prescribed under Schedule V of the Companies Act, 2013 (as may be amended from time to time) and the Rules made there under or any statutory modification or re-enactment thereof.

RESOLVED FURTHER THAT pursuant to Regulation 17(6)(e) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 as amended from time to time, the consent of the members of the Company be and is hereby accorded for the payment of remuneration by way of professional fee, as specified above, to Dr. Dinesh Kumar Chirla Whole-time Director, notwithstanding that (i) the annual remuneration by way of professional fee payable to him exceeds ₹ 5 Crore or 2.5% of the net profits of the Company, whichever is higher; or (ii) the aggregate annual remuneration, fee and compensation of all the promoter executive directors of the Company exceeds 5% of the net profits of the Company.

RESOLVED FURTHER THAT the Board of Directors (including any Committee thereof) of the Company be and are hereby authorized to settle any question,

difficulty or doubt, that may arise in giving effect to this resolution, do all such acts, deeds, matters and things as may be necessary and sign & execute all documents or writings as may be necessary, proper or expedient for the purpose of giving effect to this resolution and for matters concerned therewith or incidental thereto”.

6. To ratify the remuneration payable to Cost Auditors for the Financial Year 2024-25.

To consider and if thought fit, to pass 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 Lakhs 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 2024-25.

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 19, 2024

Registered Office:
8-2-120/103/1, Survey No. 403, Road No. 2,
Banjara Hills, Hyderabad – 500034, Telangana.
CIN: L85110TG1998PLC029914; **E-Mail:** companysecretary@rainbowhospitals.in
Website: www.rainbowhospitals.in; **Telephone No:** +91 40 49692244

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, is furnished as an Annexure to the Notice.
2. The Ministry of Corporate Affairs ("**MCA**") 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 and subsequent circulars issued in this regard, latest being 09/ 2023 dated September 25, 2023 and all other relevant circulars issued from time to time ("**hereinafter referred as MCA Circulars**"), read with Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023 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. In compliance with the aforesaid Circulars, the Notice of AGM ("Notice") along with the Annual Report 2023-24 ("**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 <https://www.rainbowhospitals.in/investors-relations/annual-reports> 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.
4. 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 28, 2024.
5. Pursuant to the provisions of the MCA Circulars, Members attending the 26th AGM through VC/ OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
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. authorising 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@bscslp.com with a copy marked to evoting@nsdl.com 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.
7. 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's 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

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 remote e-Voting or e-voting during the AGM, as the case may be.

Members who have not registered their e-mail address are requested to register the same with the Depository Participant(s) where they maintain their demat accounts. 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.

the AGM without restriction on account of first come first served basis.

8. 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.

9. The Final Dividend on equity shares as recommended by the Directors of the Company for the Financial Year ended March 31, 2024, if declared at the AGM, will be paid on or before Wednesday, August 28, 2024 to those members whose names appear in the Register of Members as on Tuesday, July 23, 2024 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 Tuesday, July 23, 2024 as per the details furnished by the depositories viz. NSDL/ Central Depository Services (India) Limited ("**CDSL**") for the purpose as on that date.
10. 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 their Depository Participants, to enable expeditious credit of the dividend to their bank accounts electronically.

11. Members who have not claimed their Dividend till date are requested to do so. Details of unclaimed dividend amount is available under investors section of the website of the Company at <https://www.rainbowhospitals.in/investors-relations/dividend>
12. 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 the demat account of IEPF Authority. In view of this, Members are requested to claim their dividends from the Company, within the stipulated timeline.
13. Pursuant to the SEBI Circulars on Nomination in Trading and Demat Accounts, the Members holding shares in dematerialized mode are requested to register/update their nominee details with their Depository Participants.
14. 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 7 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.
15. The Board of Directors of the Company have appointed Mr. K.V.S. Subramanyam, (C P No.: 4815), failing him Ms. Soumya Dafthatdar (CP No. 13199), Practicing Company Secretaries and Partners of M/s BS and Co LLP as Scrutinizer to scrutinize the remote e-voting process and e-voting during the AGM in a fair and transparent manner. Upon completion of the scrutiny of the votes cast, the Scrutinizer will submit his report to the Chairperson of the Company or to any other person authorized by him not later than two (2) working days from the conclusion of AGM.
16. SEBI vide its Master Circular SEBI/HO/OIAE/OIAE_IAD-3/P/CIR/2023/195 dated December 20, 2023, has introduced Online Dispute Resolution (ODR), which is in addition to the existing SCORES platform which can be utilized by the investors and the Company for dispute resolution. Please note that the investors can initiate dispute resolution through the ODR portal only after exhausting the option to resolve dispute with the Company and on the SCORES platform.
17. The process for initiation of Dispute Resolution process is enumerated below:

- An investor/ client shall first take up his/ her grievance with the Market Participant by lodging a complaint directly with the concerned Market Participant;
- If the grievance is not redressed satisfactorily the investor/shareholder may escalate the same through the SCORES Portal (www.scores.gov.in) in accordance with SCORES Guidelines;
- If the investor/client is still not satisfied with the outcome, he/she can initiate dispute resolution through the ODR Portal. Alternatively, the investor/client can initiate dispute resolution through the ODR Portal if the grievance lodged with the concerned Market Participant was not satisfactorily resolved or at any stage of the subsequent escalations (prior to or at the end of such escalation/s). For more information shareholders are requested to visit the weblink <https://smartodr.in/login>.

- 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 Friday, July 26, 2024 at 09:00 A.M. and ends on Monday, July 29, 2024 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is casted by the shareholder, the same shall not be allowed to be changed subsequently.
- iii.** The Members, whose names appear in the Register of Members/ Beneficial Owners as on the record date (cut-off date) i.e. Tuesday, July 23, 2024 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 Tuesday, July 23, 2024. 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.

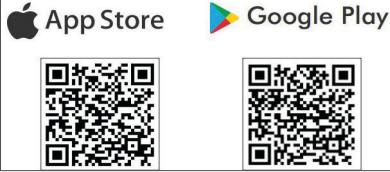
Step 2: Cast your vote electronically on NSDL e-voting system.

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	<ol style="list-style-type: none"> <li data-bbox="561 304 1460 622">1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.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. <li data-bbox="561 656 1460 808">2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com Select “Register Online for IDeAS portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp. <li data-bbox="561 842 1460 1189">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. <li data-bbox="561 1223 1460 1317">4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div data-bbox="620 1335 1018 1554" style="text-align: center;"> <p>NSDL Mobile App is available on</p>  </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li data-bbox="561 1570 1460 1756">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. <li data-bbox="561 1789 1460 2031">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.

Type of Shareholders	Login Method
	<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 an e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all 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 note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. 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.com or call at: 022 - 4886 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*****.

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
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.com 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 General 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, 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 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.**
2. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
3. 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 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.
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.

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 ask questions during the AGM may register themselves as a speaker by sending their request along with the question from their registered e-mail address mentioning their name, DP ID and Client ID/Folio number, PAN, mobile number at companysecretary@rainbowhospitals.in from July 22, 2024 (9:00 AM. IST) to July 25, 2024 (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.com or contact Ms. Prajakta Pawle, Officer, NSDL at evoting@nsdl.com or call on toll free no.: 022 - 4886 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, Tuesday, July 30, 2024
Mode	Video conference and other audio-visual means
Participation through video-conferencing	https://eservices.nsdl.com
Helpline number for VC participation	022 - 4886 7000
Cut-off date for-voting	Tuesday, July 23, 2024
E-voting start time and date	Friday, July 26, 2024 at 9:00 A.M.
E-voting end time and date	Monday, July 29, 2024 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.com Address: TradeWorld, 'A'Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai - 400 013 Contact Details: 022 - 4886 7000 or send a request to evoting@nsdl.com
Name, address and contact details of Registrar and Transfer Agent	Mr. SV Raju, Deputy Vice President and Mr. Balaji Reddy, Senior Manager, KFin Technologies Limited (formerly known as KFin Technologies Private Limited) Address: Selenium, Tower-B Plot 31 and 32, Financial District Nanakramguda, Serilingampally Hyderabad, Rangareddi 500 032 Telangana, India Contact Details: 18003094001 Website: www.kfintech.com

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**ITEM NO. 4**

Dr. Ramesh Kancharla is one of the promoters of the Company and has been on the Board as the Chairman and Managing Director since incorporation.

The Members of the Company at their 23rd Annual General Meeting held on August 11, 2021 approved the re-appointment of Dr. Ramesh Kancharla as Chairman and Managing Director of the Company, liable to retire by rotation, for a period of 5 years effective from August 11, 2021.

Further, the Members of the Company at their Extra-Ordinary General Meeting held on November 30, 2021, approved the remuneration of Dr. Kancharla, as detailed below, for a period of 3 years commencing from December 1, 2021 till November 30, 2024.

I	Basic Salary	₹ 50 Lakh Per Month.
II	Special Allowance	₹ 4,16,670/- Per Month
III	Perquisites and Other Entitlements	In addition to the above, Dr. Kancharla shall be entitled to allowance and benefits as per the policy of Company in force, such as: <ul style="list-style-type: none"> a. Reimbursement of Medical expenses incurred for self and family subject to limit of one month's basic salary per year. b. Health Insurance cover for self and family as per the Company policy. c. Personal Accident Insurance coverage for self as per the Company policy. d. Leave Travel Allowance ("LTA") once in a year for self and family subject to the maximum of one-month basic salary for every year. LTA payment is subject to the provisions of the Income Tax Act, 1961. e. Club membership fees subject to maximum of two clubs. f. Company maintained car with Chauffeur. g. Business Travel by First/ Business Class. h. Reimbursement for Mobile Phone(s)/ Telephone and Internet Connections at residence. i. Payment of Gratuity and other retirement benefits. j. Earned Leave encashment and such other benefits as may be applicable to the employees of the Company.

Since the Shareholder's approval for payment of remuneration to Dr. Kancharla is getting expired on November 30, 2024, the Board of Directors, on recommendation of Nomination & Remuneration Committee and Audit Committee, in their meeting held on May 19, 2024 approved Dr. Kancharla's remuneration as specified in the resolution no. 4 for the remaining part of his tenure as Chairman & Managing Director i.e. from December 1, 2024 till August 10, 2026.

The Board Members also decided to not to change Dr. Kancharla's remuneration and retain the same remuneration structure, as was there in the previous shareholder's resolution dated November 30, 2021. The proposed remuneration is based on Industry Standards, his experience and the role and responsibilities of Dr. Ramesh Kancharla as Chairman & Managing Director of the Company.

Brief profile of Dr. Kancharla annexed to this Notice may also be regarded as an appropriate disclosure under regulation 36(3) of the Listing Regulations and the Secretarial Standard – 2 for General Meetings issued by the Institute of Company Secretaries of India.

Further, the details as required pursuant to the provisions of schedule V of the Act are annexed to this Notice.

Dr. Adarsh Kancharla, Non-Executive Director is son of Dr. Ramesh Kancharla, Chairman and Managing Director of the Company, therefore Dr. Adarsh Kancharla may be deemed to be interested in the resolution set out in this notice.

Except Dr. Ramesh Kancharla and his relatives (to the extent of their shareholding in the Company, if any), none of the other Directors or the Key Managerial Personnel 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 in this Notice.

The terms and conditions as set out in the item no.4 and this explanatory statement may also be treated as the Memorandum in writing in terms of Section 190 of the Act.

Accordingly, the Board of Directors recommend the matter and the resolution as set out under Item no. 4 for the approval of the Members by way of a Special Resolution.

ITEM NO. 5

Dr. Dinesh Kumar Chirla is one of the promoters of the Company and has been on the Board of the Company since December, 2005, Dr. Chirla is also an experienced and leading Pediatrician & Neonatologist in India and is actively involved in operations as a professional doctor.

The Members of the Company in their 23rd Annual General Meeting held on August 11, 2021 approved the re-appointment of Dr. Dinesh Kumar Chirla as a Whole-time Director of the Company, liable to retire by rotation, for a period of 5 years effective from August 11, 2021.

Further, the Members of the Company at their Extra-Ordinary General Meeting held on November 30, 2021, approved payment of remuneration by way of professional fees to Dr. Chirla, subject to a maximum limit of ₹ 50,00,000/- per month and other perquisites for a period of 3 years commencing from December 1, 2021 till November 30, 2024.

Since the Shareholder's approval for payment of remuneration by way of professional fee to Dr. Chirla is getting expired on November 30, 2024, the Board of Directors, on recommendation of Nomination & Remuneration Committee and Audit Committee, in their meeting held on May 19, 2024 approved Dr. Chirla's remuneration by way of professional fee as specified in the resolution no. 5 for the remaining part of his tenure as Whole-time Director i.e. from December 1, 2024 till August 10, 2026. The Shareholders may also take note that as a part of his role as a whole-time director, Dr. Chirla will provide his professional services exclusively to the Company, on a whole-time basis, under the overall supervision of the Company.

The Board Members also decided to not to change Dr. Chirla's remuneration and retain the same remuneration structure, as was there in the previous shareholder's resolution dated November 30, 2021. The proposed remuneration is based on Industry Standards and on the role and responsibilities of Dr. Dinesh Kumar Chirla in the Company.

Brief profile of Dr. Chirla annexed to this Notice may also be regarded as an appropriate disclosure under regulation 36(3) of the Listing Regulations and the Secretarial Standard – 2 for General Meetings issued by the Institute of Company Secretaries of India.

Further, the details as required pursuant to the provisions of schedule V of the Act are annexed to this Notice.

Except Dr. Dinesh Kumar Chirla and his relatives (to the extent of their shareholding in the Company, if any), none of the other Directors or the Key Managerial Personnel 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 in this Notice.

The terms and conditions as set out in the item no.5 and this explanatory statement may also be treated as the Memorandum in writing in terms of Section 190 of the Act.

Accordingly, the Board of Directors recommends the resolution as set out under Item no. 5 for the approval of the Members by way of a Special Resolution.

ITEM NO. 6

The Board of Directors of the Company in their meeting held on May 19, 2024, 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 2024-25 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 Key Managerial Personnel 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 19, 2024

Place: Hyderabad

STATEMENT REQUIRED PURSUANT TO THE PROVISIONS OF SCHEDULE V OF THE COMPANIES ACT, 2013 IS GIVEN BELOW:

I		General Information			
(1)	Nature of Industry	Healthcare Services			
(2)	Date or expected date of commercial production	The Company commenced its operations in the year 1999 with its first hospital at Banjara Hills, Hyderabad.			
(3)	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable			
(4)	Financial performance based on given indicators	(₹ in Million)			
		Particulars	FY 2023-24	FY 2022-23	FY 2021-22
		Total Revenue	12,735.10	11,452.19	9,454.14
		EBITDA	4,134.86	3,820.32	2,959.17
		PAT	2,148.91	2,058.93	1,422.91
5.	Foreign Investments or collaborations, if any	The Foreign investments in the Company is 24.16% as on March 31, 2024. No foreign collaborations has been entered by the Company.			

II		Information about the appointees	
	Name of Director	Dr. Ramesh Kancharla	Dr. Dinesh Kumar Chirla
(1)	Background details	As detailed below in the Brief profile table.	
(2)	Past remuneration	FY 2023-24 - ₹ 6,80,54,068/-* <i>*Includes Leave travel allowance of ₹ 30,54,064/-</i>	FY 2023-24 - ₹ 3,52,37,958/-* <i>*Includes Leave travel allowance of ₹ 12,00,000/-</i>
(3)	Recognition or awards	<p>Dr. Ramesh Kancharla has been recognized with several prestigious awards, including the following:</p> <p>(a) 2017</p> <ul style="list-style-type: none"> Lifetime Achiever of the Year in Pediatric Gastroenterology & Hepatology by Times of India and Best healthcare professional at the Telangana's Best Healthcare Professional Awards, 2017. <p>(b) 2018 - Entrepreneur of the Year award by the Sakshi Media Group.</p> <p>(c) 2022 - Lifetime Achievement Award at the Times Health Excellence Awards, 2022 for exemplary contribution to pediatric healthcare.</p> <p>(d) 2024 - Healthcare leader of year' award at the Financial Express, Healthcare award, 2024.</p>	<p>Dr. Dinesh Kumar Chirla has been recognized with several prestigious awards, including the following:</p> <p>(a) Awarded FRCPCCH from Royal college of Paediatrics, London, UK in 2015.</p> <p>(b) Awarded FNNF in 2018 by National Neonatology Forum India.</p>

II		Information about the appointees	
(4)	Job profile and his suitability	Dr. Ramesh Kancharla is the Chairman and Managing Director of the Company. He has over 25 years of experience with our Company. He is currently responsible for development and execution of short and long term strategies and he is also in-charge of the day to day management aspects of our Company.	Dr. Dinesh Kumar Chirla is the Whole-time Director of the Company. Dr. Chirla has over 21 years of experience as an experienced and leading Pediatrician & Neonatologist in India, he is currently overseeing Company's operations as a professional doctor in compliance with the Company's contractual and other legal obligations.
(5)	Remuneration proposed	As per the Special Resolutions under Item No. 4 & 5	
(6)	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	The remuneration payable has been compared with the remuneration being drawn by similar positions in the Healthcare industry.	
(7)	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other Director, if any	Dr. Ramesh Kancharla has no pecuniary relationship directly or indirectly with the Company or its Managerial Personnel or other director except to the extent of his remuneration and shareholding in the Company. Dr. Adarsh Kancharla, Non-Executive Director is son of Dr. Ramesh Kancharla, Chairman and Managing Director of the Company.	Dr. Dinesh Kumar Chirla has no pecuniary relationship directly or indirectly with the Company or its Managerial Personnel or other Director except to the extent of his remuneration by way of professional fee and shareholding in the Company.
III		OTHER INFORMATION	
(1)	Reasons of loss or inadequate profits	Not Applicable. The Company is currently focusing on business expansion. Since the overall remuneration paid to all the managerial Personnel of the Company is well within the overall limit of 11%, however, as a matter of abundant precaution, the approval of members is proposed to be taken in compliance with the provisions of Section 197 read with Schedule V to the Companies Act, 2013.	
(2)	Steps taken or proposed to be taken for improvement	It is also noted that the Company is taking various initiatives to maintain its leadership, improve market share and financial performance. It has been aggressively pursuing and implementing its strategies to improve financial performance.	
(3)	Expected increase in productivity and profits in measurable terms		

The Company has not made any default in repayment of any of its debts.

BRIEF PROFILE OF DIRECTOR AND INFORMATION REQUIRED PURSUANT TO REGULATION 36(3) OF LISTING REGULATIONS READ WITH SECRETARIAL STANDARD FOR GENERAL MEETINGS (SS-2) ARE GIVEN BELOW:

Name	Dr. Ramesh Kancharla	Dr. Dinesh Kumar Chirla
DIN	00212270	01395841
Date of Birth (Age in Years)	June 23, 1961 (62 Years)	December 19, 1969 (54 Years)
Date of First Appointment to the Board	August 7, 1998	December 14, 2005
Brief Resume, Qualification, Nature of Expertise and skill set require in specific functional areas	<p>Dr. Ramesh Kancharla is one of the Promoters and Chairman & Managing Director of the Company. He holds a Bachelor of Medicine and Bachelor of Surgery ("MBBS") from Sri Venkateswara University, Tamil Nadu and a Doctor in Medicine ("MD") in paediatrics from Mangalore University, Mangaluru, Karnataka.</p> <p>He is a member of the Royal Colleges of Physicians of the United Kingdom. He has over 25 years of experience. Prior to setting up the Rainbow Children's Hospital, he was associated with King's College Hospital, London where he completed his specialist training in paediatric gastroenterology, hepatology and nutrition.</p> <p>He has been recognized with several prestigious awards, including 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.</p> <p>In 2018, he was awarded the Entrepreneur of the Year award by the Sakshi Media Group. In 2022, he was bestowed with a Lifetime Achievement Award at the Times Health Excellence Awards, 2022 for exemplary contribution to pediatric healthcare. In 2024, he was bestowed with 'healthcare leader of year' award at the Financial Express, Healthcare award, 2024.</p>	<p>Dr. Dinesh Kumar Chirla is one of the promoters of the Company. Dr. Chirla is on the board of our Company since 2005. He graduated (MBBS) from Marathwada University, MD(Paediatrics) from Dr. Babasaheb Ambedkar Marathwada University and DM (Neonatology) from Bombay University. He is Member of Royal College of Paediatrics' (MRCPC) Royal College of Paediatrics, London, UK and was included in CSST (Neonatology) from Royal College of Paediatrics, London, UK. He was awarded FRCPC from Royal college of Paediatrics, London, UK in 2015. He was also awarded FNNF in 2018 by National Neonatology Forum India.</p> <p>After his training in India, he did Fellowship training Neonatology at Mercy Hospital, in Melbourne, Australia. Then moved to UK and worked as a Senior Clinical Fellow Neonatology at St. Michael's Hospital, Bristol, UK. He subsequently did Fellowship training in Paediatric Intensive care at Bristol Children Hospital, UK before returning to India.</p> <p>He is with Rainbow Children's Hospital from 21 years. He is the Whole-time Director of the Company and Director of Intensive Care for the Rainbow Group.</p> <p>He is a Gold Medallist and has numerous prizes to his credit. He has 70 Research Publications to his credit and contributed to several text books. He is also instrumental in creating Guinness book of world record of largest gathering of preterm babies under one roof and LIMCA RECORD-Saving smallest baby Cherry in south Asia (Bwt 375 grams). He created largest Neonatal and Paediatric Emergency transport Network and implementing HFOV during transport.</p> <p>He was Chairperson - IAP intensive Care chapter 2023 and is a VICE PRESIDENT NNFI 2024.</p> <p>He conducted many National and International conferences. He is a invited Faculty for many National and International Conferences including Oration. He was awarded Best Doctor award by various organisation and felicitated by organisations for his contribution.</p>

Name	Dr. Ramesh Kancharla	Dr. Dinesh Kumar Chirla						
Shareholding (as on the date of this Notice) in the Company either directly or in form of beneficial interest for any other person	<ul style="list-style-type: none"> 3,14,94,654 Equity Shares – Directly 51,79,200 Equity shares through Kancharla Family Trust) (Dr. Ramesh Kancharla is the settlor and trustee of the trust) 	<ul style="list-style-type: none"> 66,33,310 Equity Shares – Directly 10,40,000 Equity shares through Sai Geeta Dinesh Trust (Dr. Dinesh Kumar Chirla is the settlor of the trust) 						
Relationship with other Directors & KMP's	Dr. Adarsh Kancharla, Non-Executive Director is son of Dr. Ramesh Kancharla, Chairman and Managing Director of the Company.	None						
No. of Meetings of the Board attended during the year 2023-24.	7 (Seven) Meetings	7 (Seven) Meetings						
Directorships held in other Companies	<ul style="list-style-type: none"> Rainbow Speciality Hospitals Private Limited Rainbow Children's Hospital Private Limited Rainbow Women & Children's Hospital Private Limited Nexgen Futurus Private Limited Rainbow Fertility Private Limited Rainbow Advanced Health Sciences Private Limited 	<ul style="list-style-type: none"> Rainbow Speciality Hospitals Private Limited Rainbow Children's Hospital Private Limited Rainbow Women & Children's Hospital Private Limited Rainbow Fertility Private Limited Rainbow Advanced Health Sciences Private Limited Rosewalk Healthcare Private Limited 						
Listed entities from which the person has resigned from the directorship in the past three years	Nil	Nil						
Membership/ Chairmanship of Committees of other companies	<table border="1"> <thead> <tr> <th colspan="2">Rainbow Speciality Hospitals Private Limited</th> </tr> <tr> <th>Name of the Committee</th> <th>Designation</th> </tr> </thead> <tbody> <tr> <td>Audit Committee</td> <td>Member</td> </tr> </tbody> </table>	Rainbow Speciality Hospitals Private Limited		Name of the Committee	Designation	Audit Committee	Member	Nil
Rainbow Speciality Hospitals Private Limited								
Name of the Committee	Designation							
Audit Committee	Member							
Terms and conditions of appointment/ re-appointment and Remuneration sought to be paid/ last drawn	<p>Terms and conditions of appointment: Director liable to retire by rotation and as detailed in the item no. 4 & 5 of this AGM Notice.</p> <p>Remuneration sought to be paid: As detailed in the item no. 4 & 5 of this AGM Notice.</p> <p>Remuneration last drawn: As mentioned in the Corporate Governance Report forming part of the Annual report for financial year 2023-24.</p>							

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 19, 2024

Registered Office:

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

CIN: L85110TG1998PLC029914; **E-Mail:** companysecretary@rainbowhospitals.in

Website: www.rainbowhospitals.in; **Telephone No:** +91 40 49692244



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 Shareholders 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

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(SIGNATURE OF THE MEMBER)

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