



September 16, 2022

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: Scrutinizer's Report and Voting Result of the 24th Annual General Meeting of the Company

Dear Sir/ Madam,

We wish to inform you that the 24th Annual General Meeting ("AGM") of the Company was held on Thursday, September 15, 2022 at 11:30 A.M. (IST) through Video Conference/ Other Audio Visual Means in compliance with the provisions of Companies Act, 2013 & circulars issued by Ministry of Corporate Affairs in this behalf.

In this regard, please find enclosed the following:

- a) Scrutinizer's Report dated September 16, 2022 pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, enclosed as **Annexure – A**; and
- b) Voting results of remote e-voting and e-voting during AGM, pursuant to regulation 44 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, enclosed as **Annexure - B**.

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

Scrutinizer's Report

[Pursuant to Section 108 of the Companies Act, 2013 and rule 20 of the Companies (Management and Administration) Rules, 2014 as amended]]

To,
The Chairman
Rainbow Children's Medicare Limited
CIN: L85110TG1998PLC029914
8-2-120/103/1, Survey No. 403,
Road No. 2, Banjara Hills,
Hyderabad – 500034,
Telangana, India

Sub: Consolidated Scrutinizer's Report on remote e-voting and e-voting conducted pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended there under for the 24th Annual General Meeting of M/s. Rainbow Children's Medicare Limited ("Company") held on Thursday, the 15th day of September, 2022 at 11:30 A.M. (IST) through Video Conferencing/ Other Audio Visual Means ("VC/OAVM").

Dear Sir,

I, Kodukula Venkata Srinivasa Subramanyam, Practicing Company Secretary (Membership No: F5400/C.P. No. 4815), Designated Partner of M/s. BS & Company Company Secretaries LLP, Hyderabad, have been appointed as the Scrutinizer by the Board of Directors of M/s. Rainbow Children's Medicare Limited pursuant to Section 108 of the Companies Act, 2013 ("**the Act**") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, for the purpose of Scrutinizing the remote e-voting and e-voting process in respect of the resolutions mentioned in the notice (hereinafter referred to as "**the resolutions**") at the 24th Annual General Meeting ("**AGM**") of M/s. Rainbow Children's Medicare Limited held on Thursday, September 15, 2022 at 11.30 A.M. (IST) through VC/OAVM.

The notice dated August 8, 2022, convening the 24th AGM of the Company along with the statement setting out material facts under section 102 of the Companies Act, 2013, as confirmed by the Company was sent to the shareholders in respect of the resolutions passed at the AGM of the Company through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories in compliance with the MCA Circular No. 20/2020 dated May 5, 2020, General Circular No. 02/2022 dated May 5, 2022 and all other relevant circulars issued by the Ministry of Corporate Affairs (collectively referred to as '**MCA Circulars**'), unless any Member has requested for a physical copy of the same.

**Registered Office :**

5-9-22-71A, Ground Floor, MCH No. 250, Near Birla Temple, Adarsh Nagar Colony, Hyderabad - 500 063.
Ph : 040 - 2323 2327, Email : bs.companysecretaries@yahoo.com

LLP Identification Number : AAE-0638

The Company had availed the services offered by National Securities Depository Limited's ("NSDL") for conducting remote e-voting and e-voting facility to the Shareholders of the Company.

Management Responsibility:

The Management of the Company is responsible to ensure the compliances with the requirements of the Companies Act, 2013 read with rules, circular and notifications thereof and the SEBI (Listing Obligations Disclosure Requirements) Regulations 2015, relating to remote e-voting and e-voting during the AGM on the resolutions contained in the Notice calling the AGM. The management of the Company is responsible for ensuring secured framework and robustness of the electronic voting systems.

Scrutinizers Responsibility:

My responsibility as a scrutinizer for the remote e-voting process and e-voting during the AGM is restricted to scrutinize the said processes and submit a Scrutinizer's report of the votes, cast "in favour" or "against" the resolutions and "invalid" votes, based on the reports generated from the e-voting process system provided by NSDL, the authorized agency engaged by the Company to provide facilities for remote e-voting and e-voting during the AGM.

Further to the above, we submit our report as under.

1. The shareholders of the Company holding shares as on the "cut-off" date i.e., Thursday, September 8, 2022, were entitled to vote on the resolutions as contained in the Notice of the 24th AGM of the Company and their voting rights of Members were in proportion to their shareholding of the paid-up equity share capital of the Company as on the cut-off date.
2. The remote e-voting period commenced on Sunday, September 11, 2022 at 9:00 A.M. (IST) and ended on Wednesday, September 14, 2022 at 5:00 P.M. (IST) and the NSDL e-voting platform was disabled thereafter.
3. The facility for e-voting was provided at the 24th AGM held on Thursday, September 15, 2022, for those members who attended the meeting but had not voted through remote e-voting facility. After the time fixed for closing of the e-voting by the Company, the electronic system recording for the e-voting (e-votes) were locked.
4. After completion of e-voting at the AGM, the votes cast through remote e-voting and e-voting at the AGM were unblocked in the presence of two witnesses, who are not in the employment of the Company.
5. Further, I have scrutinized and reviewed the e-voting prior to and during the AGM and votes cast therein based on the data downloaded from the NSDL e-voting system.



The consolidated summary of results of remote e- voting and e-voting at the AGM is annexed herewith as **Annexure**.

Restrictions on Use

This report has been issued at the request of the Company for (i) submission to BSE Limited, (ii) submission to National Stock Exchange of India Limited (iii) Placing on the website of the Company and (iv) Placing on the website of the NSDL. This report is not to be used for any other purpose or to be distributed by the Company to any other parties. Accordingly, do not accept or assume any liability or any duty of care or for any other purpose or to any other party to whom it is shown or into whose hands it may come without my prior consent in writing.

For M/s. BS & Company Company Secretaries LLP



Place: Hyderabad
Date: 16.09.2022

CS. K.V.S. Subramanyam
Designated Partner
M.No: F5400
CP.No: 4815
UDIN: 5005400D000983806

Resolution No.1- Ordinary Resolution:

To receive, consider and adopt the Audited Standalone Financial statements of the Company for the Financial Year ended March 31, 2022, the reports of the Auditors and Board of Directors thereon and the Audited Consolidated Financial statements of the Company for the Financial Year ended March 31, 2022 and the report of the Auditors thereon.

	Remote e-voting		E-voting during the AGM		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted	Number of Shares for which votes cast	Total Number of Members of who voted	Number of Shares for which votes cast	Percentage of Votes to total number of valid votes cast
Voted in favor of the resolution	502	69903533	8	5156	510	69908689	99.999
Voted in against of the resolution	8	196	0	0	8	196	0.001
Invalid Votes	0	0	0	0	0	0	0

Resolution No.2- Ordinary Resolution:

To declare dividend of INR. 2/- per Equity Share for the Financial Year ended March 31, 2022.

	Remote e-voting		E-voting during the AGM		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted	Number of Shares for which votes cast	Total Number of Members of who voted	Number of Shares for which votes cast	Percentage of Votes to total number of valid votes cast
Voted in favor of the resolution	498	69903586	8	5156	506	69908742	99.999
Voted in against of the resolution	11	366	0	0	11	366	0.001
Invalid Votes	0	0	0	0	0	0	0



Resolution No.3- Ordinary Resolution:

To appoint a Director in place of Dr. Ramesh Kancharla (DIN: : 00212270), who retires by rotation and being eligible offers himself for re-appointment

	Remote e-voting		E-voting during the AGM		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted	Number of Shares for which votes cast	Total Number of Members of who voted	Number of Shares for which votes cast	Percentage of Votes to total number of valid votes cast
Voted in favor of the resolution	478	69576775	8	5156	486	69581931	99.532
Voted in against of the resolution	29	326872	0	0	29	326872	0.468
Invalid Votes	0	0	0	0	0	0	0

Resolution No.4- Ordinary Resolution:

To Ratify the Remuneration payable to Cost Auditors for the Financial Year 2022-23.

	Remote e-voting		E-voting during the AGM		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted	Number of Shares for which votes cast	Total Number of Members of who voted	Number of Shares for which votes cast	Percentage of Votes to total number of valid votes cast
Voted in favor of the resolution	480	69717071	8	5156	488	69722227	99.733
Voted in against of the resolution	25	186549	0	0	25	186549	0.267
Invalid Votes	0	0	0	0	0	0	0



Resolution No.5- Special Resolution

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

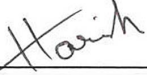
	Remote e-voting		E-voting during the AGM		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted	Number of Shares for which votes cast	Total Number of Members of who voted	Number of Shares for which votes cast	Percentage of Votes to total number of valid votes cast
Voted in favor of the resolution	496	69903311	8	5156	504	69908467	99.999
Voted in against of the resolution	12	390	0	0	12	390	0.001
Invalid Votes	0	0	0	0	0	0	0

To conclude we report that all the Resolutions set forth in the Notice dated 08th August 2022 has been passed by the Members of the Company with requisite majority.



The electronic data and all other relevant records relating to remote e-voting and e-voting during the AGM will remain in our custody until the Chairman considers, approves and signs the minutes of the 24th Annual General Meeting and the same shall be handed over thereafter to the Chairman for safe keeping.

We the undersigned, have witnessed that the votes cast through remote e-voting and e-voting during the AGM were unblocked from NSDL's e-voting website in our presence at 1:04 PM on Thursday, September 15, 2022.



(Name: Harish Vyas)



(Name: Dharmender Jain)

Countersigned by:

For M/s. BS & Company Company Secretaries LLP

For Rainbow Children's Medicare Limited



CS. K.V.S. Subramanyam
Designated Partner
M. No: F5400
CP.No:4815
UDIN: 5005400D000983806



Dr. Ramesh Kancharla
Chairman & Managing Director

Date: 16.09.2022
Place: Hyderabad

Rainbow Children's Medicare Limited
Voting Results of 24th Annual General Meeting

Date of the AGM/EGM	September 15, 2022
Total number of shareholders on record date	1,01,008
No. of shareholders present in the meeting either in person or through Proxy:	
a) Promoters and Promoter Group:	Not Applicable
b) Public:	
No. of shareholders attended the meeting through Video Conferencing:	
a) Promoters and Promoter Group:	6
b) Public:	70

Agenda wise disclosure

Resolution No: 1								
To receive, consider and adopt the Audited Standalone Financial statements of the Company for the Financial Year ended March 31, 2022, the reports of the Auditors and Board of Directors thereon and the Audited Consolidated Financial statements of the Company for the Financial Year ended March 31, 2022 and the report of the Auditors thereon.								
Resolution required: (Ordinary/ Special)			Ordinary					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of voting	No. of shares held	No. of Votes polled	% of Votes Polled on outstanding shares	No. of Votes in favour	No. of votes in against	% of Votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	50577596	50577596	100	50577596	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		50577596	100	50577596	0	100	0
Public Institutions	E-Voting	35690063	17071860	47.8337	17071860	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		17071860	47.8337	17071860	0	100	0
Public-Non Institutions	E-Voting	15234028	2259429	14.8315	2259233	196	99.9913	0.0087
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		2259429	14.8315	2259233	196	99.9913	0.0087
Total		101501687	69908885	68.8746	69908689	196	99.9997	0.0003

Resolution No: 2								
To declare dividend of ₹ 2/- per Equity Share for the Financial Year ended March 31, 2022.								
Resolution required: (Ordinary/ Special)			Ordinary					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of voting	No. of shares held	No. of Votes polled	% of Votes Polled on outstanding shares	No. of Votes in favour	No. of votes against	% of Votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	50577596	50577596	100	50577596	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		50577596	100	50577596	0	100	0
Public Institutions	E-Voting	35690063	17071860	47.8337	17071860	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		17071860	47.8337	17071860	0	100	0
Public-Non Institutions	E-Voting	15234028	2259652	14.8329	2259286	366	99.9838	0.0162
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		2259652	14.8329	2259286	366	99.9838	0.0162
Total		101501687	69909108	68.8748	69908742	366	99.9995	0.0005

Resolution No: 3								
To appoint a Director in place of Dr. Ramesh Kancharla (DIN: 00212270), who retires by rotation and being eligible offers himself for re-appointment.								
Resolution required: (Ordinary/ Special)			Ordinary					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of voting	No. of shares held	No. of Votes polled	% of Votes Polled on outstanding shares	No. of Votes in favour	No. of votes against	% of Votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	50577596	50577596	100	50577596	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		50577596	100	50577596	0	100	0
Public Institutions	E-Voting	35690063	17071860	47.8337	16746195	325665	98.0924	1.9076
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		17071860	47.8337	16746195	325665	98.0924	1.9076
Public-Non Institutions	E-Voting	15234028	2259347	14.8309	2258140	1207	99.9466	0.0534
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		2259347	14.8309	2258140	1207	99.9466	0.0534
Total		101501687	69908803	68.8745	69581931	326872	99.5324	0.4676

Resolution No: 4**To ratify the remuneration payable to Cost Auditors for the Financial Year 2022-23.**

Resolution required: (Ordinary/ Special)	Ordinary
Whether promoter/ promoter group are interested in the agenda/resolution?	No

Category	Mode of voting	No. of shares held	No. of Votes polled	% of Votes Polled on outstanding shares	No. of Votes in favour	No. of votes against	% of Votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	50577596	50577596	100	50577596	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		50577596	100	50577596	0	100	0
Public Institutions	E-Voting	35690063	17071860	47.8337	16887342	184518	98.9192	1.0808
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		17071860	47.8337	16887342	184518	98.9192	1.0808
Public-Non Institutions	E-Voting	15234028	2259320	14.8307	2257289	2031	99.9101	0.0899
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		2259320	14.8307	2257289	2031	99.9101	0.0899
Total		101501687	69908776	68.8745	69722227	186549	99.7332	0.2668

Resolution No: 5								
To cancel the unissued shares of one class (Preference Shares) and increase in shares of other class (Equity Shares) in the Authorized Capital of the Company and consequent amendment of Memorandum of Association of the Company.								
Resolution required: (Ordinary/ Special)			Special					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of voting	No. of shares held	No. of Votes polled	% of Votes Polled on outstanding shares	No. of Votes in favour	No. of votes against	% of Votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	50577596	50577596	100	50577596	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		50577596	100	50577596	0	100	0
Public Institutions	E-Voting	35690063	17071860	47.8337	17071860	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		17071860	47.8337	17071860	0	100	0
Public-Non Institutions	E-Voting	15234028	2259401	14.8313	2259011	390	99.9827	0.0173
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		2259401	14.8313	2259011	390	99.9827	0.0173
Total		101501687	69908857	68.8746	69908467	390	99.9994	0.0006