



February 15, 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 – 400 001.
Scrip Code: 543524

Sub: Postal Ballot Notice

Ref: Disclosure under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”)

Dear Sir/ Madam,

Pursuant to Regulation 30 of SEBI LODR Regulations, please find enclosed herewith Postal Ballot Notice dated January 24, 2024 (“**Notice**”) together with the Explanatory Statement thereto seeking approval of the Shareholders for “Appointment of Dr. Adarsh Kancharla (DIN: 08302615), as a Non – Executive Director of the Company”, through Postal Ballot by remote e-voting only.

In pursuance of the relevant Circular(s) issued by the Ministry of Corporate Affairs, the Notice is being sent only through electronic mode to the Shareholders of the Company whose email id’s are registered with the Company/ Depositories as on Friday, February 9, 2024 (“**Cut-Off Date**”).

The Postal Ballot Notice is also available on the website of the Company at www.rainbowhospitals.in and on the website of NSDL at www.evoting.nsdl.com.

The remote e-voting will commence from Friday, February 16, 2024 (9:00 AM. IST) and will end on Saturday, March 16, 2024 (5:00 PM. IST). The results of the Postal Ballot will be announced on or before Tuesday, March 19, 2024.

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 | Financial District - 1800 2122

Vijayawada: Currency Nagar - 0866 6669666 | Governorpet - 0866 6650250 | **Chennai:** Guindy - 044 40122444 | Sholinganallur - 044 - 69659000

Bengaluru: Marathahalli - 080 42412345 | 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

Postal Ballot Notice

[Pursuant to Section 110 of the Companies Act, 2013, read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 and relevant circulars issued by Ministry of Corporate Affairs]

Dear Shareholder(s),

NOTICE is hereby given pursuant to Section 108 and 110 of the Companies Act, 2013, (the “**Act**”) read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“the **Rules**”), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI LODR Regulations**”) and Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India (“the **SS-2**”), as amended from time to time (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with General Circular Nos. 14/ 2020 dated April 8, 2020, 17/2020 dated April 13, 2020, and subsequent circulars issued in this regard, latest being 09/ 2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs, Government of India (“**MCA Circulars**”), and other applicable laws, rules and regulations, that the resolution as set out in this notice, is proposed to be passed by the Shareholders through postal ballot by remote e-voting only (“**remote e-voting**”).

SPECIAL BUSINESS:

Appointment of Dr. Adarsh Kancharla (DIN: 08302615), as a Non-Executive Director of the Company.

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 152 and other applicable provisions of the Companies Act, 2013 ‘the **Act**’) read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**‘SEBI LODR Regulations’**) (including any statutory modification(s), or re-enactment(s) thereof, for the time being in force) and other applicable provisions, if any, Dr. Adarsh Kancharla (DIN: 08302615), who was appointed as an Additional Director in the capacity of Non - Executive Director of the Company with effect from January 24, 2024 and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act, be and is hereby appointed as a Non - Executive Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers to any committee of directors with power to further delegate to or any other Officer(s)/ Authorized Representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper 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

Date: January 24, 2024

Place: Hyderabad

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 (“**the Act**”) read with Section 110 of the Act and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and other applicable provisions, if any, setting out material facts and reasons relating to the aforesaid resolution, is annexed hereto and forms part of this Postal Ballot Notice (“**Notice**”).
2. In compliance with the MCA Circulars, the Company is sending this Notice only in electronic form to those Members whose names appear in the Register of Members/ List of Beneficial Owners as on Friday, February 9, 2024, (“**Cut-off date**”) as received from National Securities Depository Limited (“the **NSDL**”) and Central Depository Services (India) Limited (“the **CDSL**”) (collectively referred to as “**Depositories**”).
3. 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.
4. The Members, whose names appear in the Register of Members/ List of Beneficial Owners as on the cut-off date will only be entitled to vote on the Resolution set forth in this Notice. 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. A person who is not a Member as on the cut-off date should treat this Notice for information purpose only.
5. The Notice will also be available on the website, of the Company at www.rainbowhospitals.in, on the website of NSDL at www.evoting.nsdl.com and on the websites of the stock exchanges i.e. BSE Limited at www.bseindia.com and National Stock Exchange of India Limited at www.nseindia.com.
6. All relevant documents referred to in this Notice will be open/ available for inspection through electronic mode for the Members of the Company during working hours on all working days upto and including the last day for remote e-Voting i.e., Saturday, March 16, 2024. Any member seeking to inspect the documents can send an e-mail to companysecretary@rainbowhospitals.in with subject line “**Inspection of Documents**” from their registered email address mentioning their Name, Folio Number/ DP ID & Client ID.
7. As per the MCA Circulars, physical copies of the Notice are not being sent to the members for this Postal Ballot. The communication of the assent or dissent of the Members would

take place through the process of remote e-Voting only. Any member seeking the electronic copy of this notice may also write to us at companysecretary@rainbowhospitals.in.

8. In compliance with the MCA Circulars, Section 108 and 110 of the Act read with the Rules made thereunder and Regulation 44 of the SEBI LODR Regulations, the Company is providing remote e-voting facility to seek the approval of Shareholders of the Company for the resolution contained in this Notice. For this purpose, the Company has entered into an agreement with NSDL for facilitating remote e-voting to enable the Shareholders to cast their votes electronically (hereinafter referred to as the “**remote e-Voting/ e-Voting**”). The instructions for e-voting are provided as part of this Notice, the members are requested to read the e-voting instructions carefully before casting their vote.
9. The remote e-voting period begins on Friday, February 16, 2024, at 9:00 A.M. and ends on Saturday, March 16, 2024 at 5:00 P.M. The remote e-voting facility will be disabled by NSDL immediately thereafter and voting shall not be allowed beyond the said time and date. Once the vote on the resolution is cast by the Shareholders, they shall not be allowed to change it subsequently or cast their vote again.
10. The Board of Directors (“the **Board**”) of the Company have appointed Mr. K.V.S. Subramanyam (CP No. 4815) failing him Ms. Soumya Dafthatdar (CP No. 13199), Practicing Company Secretaries and Partners of M/s BS and Co LLP, Company Secretaries, as Scrutinizer to scrutinise the remote e-voting process in a fair and transparent manner.
11. 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 e-voting.
12. The results of e-voting will be announced, by the Chairperson of the Company or by any other person authorized by him in that behalf, on or before Tuesday, March 19, 2024, and the same will be placed on the Company’s website at www.rainbowhospitals.in and on the website of NSDL at www.evoting.nsdl.com. The results shall also be communicated to the Stock Exchanges i.e. BSE and NSE at www.bseindia.com & www.nseindia.com respectively. Such results shall also be displayed at the Registered as well as Corporate Offices of the Company.

13. The resolution, if passed by the requisite majority, shall be deemed to have been passed on the last date of the remote e-voting process i.e., Saturday, March 16, 2024.
14. SEBI vide its Master Circular SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/14 dated August 11, 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.
15. 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>.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-

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 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="586 810 1372 1360">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. <li data-bbox="586 1423 1372 1598">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="586 1661 1372 1877">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

	<p>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.</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>
<p>Individual Shareholders holding securities in demat mode with CDSL.</p>	<ol style="list-style-type: none"> 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. 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. 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>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>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants.</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/ CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/ CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>

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 type	Helpdesk details
<p>Individual Shareholders holding securities in demat mode with NSDL.</p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at toll free no.: 022 - 4886 7000.</p>
<p>Individual Shareholders holding securities in demat mode with CDSL.</p>	<p>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.</p>

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

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

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

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

4. Your User ID details are given below:

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*****

<p>c) For Members holding shares in Physical Form.</p>	<p>EVEN Number followed by Folio Number registered with the company</p> <p>For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***</p>
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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 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 is in active status.

2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.

3. Now you are ready for e-Voting as the Voting page opens.

4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.

5. Upon confirmation, the message “Vote cast successfully” will be displayed.

6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders:

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/ JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to mail@bscslp.com with a copy marked to evoting@nsdl.com . Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) can also upload their Board Resolution/ Power of Attorney/ Authority Letter, etc. by clicking on “Upload Board Resolution/ Authority Letter” displayed under “e-Voting” tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com 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.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of email ids for e-voting:

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 shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting 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.

INFORMATION AT A GLANCE

Particulars	Details
Cut-off date for E-voting	Friday, February 9, 2024
E-voting start time and date	Friday, February 16, 2024 at 9:00 A.M.
E-voting end time and date	Saturday, March 16, 2024 at 5:00 P.M.
E-voting website	https://www.evoting.nsdl.com/
Name, address and contact details of e-voting service provider and person responsible to address the grievances connected with facility for voting by electronic means	Ms. Prajakta Pawle, Officer, NSDL at evoting@nsdl.com Address: TradeWorld, 'A'Wing, 4 th 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

Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013

Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company at their meeting held on January 24, 2024 appointed Dr. Adarsh Kancharla as an Additional Director in the capacity of Non - Executive Director on the Board of the Company, liable to retire by rotation, subject to the approval of the shareholders through an ordinary resolution.

Dr. Adarsh Kancharla, one of the promoters of the Company, has been working with Rainbow Children's Hospital post his post-graduation in Pediatrics from Sri Ramachandra Institute, Chennai. Dr. Adarsh is keenly involved in various managerial interventions and is actively participating in diverse employee engagement endeavours to foster a dynamic and youthful organizational culture. His inclusion on the Company's Board will facilitate the Company in leveraging his insights, while also injecting a surge of energy and new ideas.

The Company has received notice under Section 160 of the Act from a member proposing the candidature of Dr. Adarsh Kancharla for the office of Non-Executive Director of the Company.

The Company has also received all statutory disclosures/declarations from Dr. Adarsh Kancharla, including: **(i)** consent to act as Director in Form DIR-2; **(ii)** Intimation in Form DIR-8, to the effect that he is not disqualified under Section 164(2) of the Act; **(iii)** a declaration that he is not debarred from appointment pursuant to any order of SEBI or any other such Authority.

Brief profile and other details of Dr. Adarsh Kancharla annexed to this Notice may also be regarded as an appropriate disclosure under the SEBI LODR Regulations as amended from time to time and Secretarial Standard – 2 for General Meetings issued by the Institute of Company Secretaries of India.

Dr. Adarsh Kancharla shall be entitled to the sitting fee for attending meetings of the Board or Committees thereof or for any other purpose as may be decided by the Board, reimbursement of expenses for participating in the Board and other Committee Meetings.

In accordance with the provisions of Section 152 of the Act and applicable provisions of the SEBI LODR Regulations, appointment of a director requires approval of members of the company by way of an ordinary resolution.

Accordingly, the approval of Members is sought for appointment of Dr. Adarsh Kancharla as Non-Executive Director of the Company.

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

The other relatives of Dr. Ramesh Kancharla may be deemed to be interested in the resolutions, to the extent of their shareholding interest, if any, in the Company

Save and except the above, none of the other Directors or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financial or otherwise, in the resolution set out in this Notice.

The Board, recommends the resolution set out in this notice for the approval of members by way of an Ordinary Resolution.

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

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

Date: January 24, 2024

Place: Hyderabad

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

Brief Profile of Director and information required 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. Adarsh Kancharla
DIN	08302615
Date of Birth (Age in Years)	June 1, 1996 (27 Years)
Date of First Appointment to the Board	January 24, 2024
Brief Resume, Qualification, Nature of Expertise and skill set require in specific functional areas	<p>Dr. Adarsh Kancharla, one of the promoters has been working with Rainbow Children's Hospital post his post-graduation in Pediatrics from Sri Ramachandra Institute, Chennai. A dedicated and passionate member Dr. Adarsh has made an indelible mark, showcasing exceptional dedication and expertise in the field of pediatric healthcare.</p> <p>Driven by his unwavering commitment to pediatric care, during last one-year Dr. Adarsh dedicated his time rotating across various specialties to contribute to Rainbow's clinical model. His future aspirations involve advancing Rainbow's clinical services in Pediatric Gastroenterology and Liver diseases.</p> <p>His passion for academia and research reflects in publishing papers in multiple national and international publications. Dr. Adarsh's commitment to organizational roles is evident from successfully organizing ISPGHAN 2023 conference as Joint Organizing Secretary.</p> <p>Dr. Adarsh is keenly involved in various managerial interventions and is actively participating in diverse employee engagement endeavors to foster a dynamic and youthful organizational culture. His close collaboration with senior management including the Rainbow's Board members highlights his commitment to provide high quality medical care and to contribute to the strategic vision 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	Dr. Adarsh Kancharla holds 61,10,432 (6.02%) Equity Shares of the Company

Relationship with other Directors & KMP's	Son of Dr. Ramesh Kancharla, Chairman and Managing Director of the Company
No. of Meetings of the Board attended during the year (From the Date of Appointment till the date of this notice)	1 (One) meeting
Directorships held in other Companies (Excluding Foreign Companies)	Nexgen Futurus Private Limited
Listed Companies from which the person has resigned from the directorship in the past three years	Nil
Membership/ Chairmanship of Committees of other companies	Nil
Terms and conditions of appointment and Remuneration sought to be paid/ last drawn	<p><u>Terms and conditions of appointment and Remuneration sought to be paid:</u></p> <p>As per the resolution set out in this Postal Ballot Notice read with statement pursuant to Section 102 of the Act.</p> <p><u>Remuneration:</u></p> <p>Dr. Adarsh Kancharla shall be entitled to the sitting fee for attending meetings of the Board or Committees thereof or for any other purpose as may be decided by the Board, reimbursement of expenses for participating in the Board and other Committee Meetings.</p> <p><u>Remuneration last drawn:</u> Not applicable</p>

By Order of the Board

For **Rainbow Children's Medicare Limited**

Ashish Kapil

Company Secretary and Compliance Officer

M. No: A31782

Date: January 24, 2024

Place: Hyderabad