



November 23, 2023

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 October 30, 2023 (“**Notice**”) together with the Explanatory Statement thereto seeking approval of the Shareholders for “Re-appointment of Mr. Aluri Srinivasa Rao, Rao (DIN: 00147058), as an Independent Director of the Company for a second term of Five (5) years commencing from March 15, 2024”, 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, November 17, 2023 (“**Cut-Off Date**”).

The Postal Ballot Notice is also available on the website of the Company at [www.rainbowhospitals.in](http://www.rainbowhospitals.in) and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

## 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



The remote e-voting will commence from Friday, November 24, 2023 (9:00 AM. IST) and will end on Saturday, December 23, 2023 (5:00 PM. IST). The results of the Postal Ballot will be announced on or before Wednesday, December 27, 2023.

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

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## 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:** 8-2-619/1/A, Daulet Arcade, Karvy Lane, Road No. 11, Banjara Hills,  
Hyderabad - 500034, Telangana.

**Website:** [www.rainbowhospitals.in](http://www.rainbowhospitals.in); **E-Mail:** [companysecretary@rainbowhospitals.in](mailto:companysecretary@rainbowhospitals.in)

**Telephone No:** +91 40 49692244

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### **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:**

**Re-appointment of Mr. Aluri Srinivasa Rao (DIN: 00147058), as an Independent Director of the Company for a term of Five (5) years commencing from March 15, 2024.**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV of the Companies Act, 2013 (**‘Act’**) including the Rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**‘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, Mr. Aluri Srinivasa Rao (DIN: 00147058), Independent Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of SEBI LODR Regulations, being eligible, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of 5 (five) consecutive years commencing from March 15, 2024.

**RESOLVED FURTHER THAT** any Director of the Company be and is hereby authorized to finalize and issue the letter of re-appointment to Mr. Aluri Srinivasa Rao and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution”.

By Order of the Board

For **Rainbow Children’s Medicare Limited**

**Ashish Kapil**

**Company Secretary and Compliance Officer**

**M. No: A31782**

**Date:** October 30, 2023

**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](mailto:companysecretary@rainbowhospitals.in)

**Website:** [www.rainbowhospitals.in](http://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, November 17, 2023, (“**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/ 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](http://www.rainbowhospitals.in), on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com) and on the websites of the stock exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com).
6. All relevant documents referred to in this Notice will be open/ available for inspection through electronic mode by 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, December 23, 2023. Any member seeking to inspect the documents can send an e-mail to [companysecretary@rainbowhospitals.in](mailto: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.

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, November 24, 2023, at 9:00 A.M. and ends on Saturday, December 23, 2023 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 Wednesday, December 27, 2023, and the same will be placed on the Company’s website at [www.rainbowhospitals.in](http://www.rainbowhospitals.in) and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com). The results shall also be communicated to the Stock Exchanges i.e. BSE and NSE at [www.bseindia.com](http://www.bseindia.com) & [www.nseindia.com](http://www.nseindia.com) respectively.
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, December 23, 2023.

14. SEBI vide its Master Circular SEBI/HO/OIAE/OIAE\_IAD-1/P/CIR/2023/145 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.

**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.	<b>1.</b> Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “ <b>Beneficial Owner</b> ” icon under “ <b>Login</b> ” which is available under ‘ <b>IDeAS</b> ’ section, this will prompt you to enter your existing User ID and Password. After successful

authentication, you will be able to see e-Voting services under Value added services. Click on “**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.

2. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsd.com>. Select “**Register Online for IDeAS Portal**” or click at <https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp>

3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsd.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.

4. Shareholders/ Members can also download NSDL Mobile App “**NSDL Speede**” facility by scanning the QR code mentioned below for seamless voting experience.

**NSDL Mobile App is available on**





<p>Individual Shareholders holding securities in demat mode with CDSL.</p>	<ol style="list-style-type: none"> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then use your existing my easi username &amp; password.</li> <li>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.</li> <li>3. If the user is not registered for Easi/ Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login and New System Myeasi Tab and then click on registration option.</li> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be 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.</li> </ol>
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Individual Shareholders (holding securities in demat mode) login through their depository participants.	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/ CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/ CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
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**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
Individual Shareholders holding securities in demat mode with NSDL.	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 1800 22 55 33.

**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:**

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

**5. Password details for shareholders other than Individual shareholders are given below:**

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

c) How to retrieve your 'initial password'?

(i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

(ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

## **Step 2: Cast your vote electronically 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@bcsllp.com](mailto:mail@bcsllp.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) can also upload their Board Resolution/ Power of Attorney/ Authority Letter, etc. by clicking on “Upload Board Resolution/ Authority Letter” displayed under “e-Voting” tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be

disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or contact Ms. Prajakta Pawle, Officer, NSDL at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) 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](mailto:companysecretary@rainbowhospitals.in). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
2. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
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**

<b>Particulars</b>	<b>Details</b>
Cut-off date for E-voting	Friday, November 17, 2023
E-voting start time and date	Friday, November 24, 2023 at 9:00 A.M.
E-voting end time and date	Saturday, December 23, 2023 at 5:00 P.M.
E-voting website	<a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a>
Name, address and contact details of e-voting service provider	<p>Ms. Prajakta Pawle, Officer, NSDL at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a></p> <p>Address: TradeWorld, 'A'Wing, 4<sup>th</sup> Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai - 400 013</p> <p>Contact Details: 022 - 4886 7000 or send a request to <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a></p>
Name, address and contact details of Registrar and Transfer Agent	<p>Mr. SV Raju, Deputy Vice President and Mr. Balaji Reddy, Senior Manager, KFin Technologies Limited (formerly known as KFin Technologies Private Limited)</p> <p>Address: Selenium, Tower-B Plot 31 and 32, Financial District Nanakramguda, Serilingampally Hyderabad, Rangareddi 500 032 Telangana, India</p> <p>Contact Details: 18003094001</p>

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

The Members of the Company at their 21<sup>st</sup> Annual General Meeting (“AGM”) held on July 12, 2019, appointed Mr. Aluri Srinivasa Rao as an Independent Director of the Company for a period of 5 (five) years commencing from March 15, 2019. Accordingly, the present term of Mr. Aluri Srinivasa Rao will expire on March 14, 2024. Pursuant to Section 149, 178 read with Schedule IV of the Companies Act, 2013 (‘Act’) and SEBI LODR Regulations, an Independent Director is eligible for re-appointment for a second term of upto five consecutive years subject to **(i)** Recommendation by the Nomination and Remuneration Committee and the Board of Directors **(ii)** Basis of performance evaluation and **(iii)** Approval of shareholders by way of a special resolution.

The Nomination & Remuneration Committee and Board of Directors of the Company in their meeting held on October 30, 2023, evaluated performance of Mr. Rao and took note of his significant contribution to the discussions of the Board and the Committees of which he is a member and agreed that the performance of Mr. Rao has been highly satisfactory.

Based on the above factors and after considering Mr. Rao’s background, experience and expertise the Board of Directors recommended his re-appointment as an Independent Director for a second term of 5 (five) consecutive years commencing from March 15, 2024, for the approval of the shareholders.

In the opinion of the Board, Mr. Rao is independent from the management and fulfils the conditions specified in the Act & the rules made thereunder and SEBI LODR Regulations for re-appointment as an Independent Director of the Company.

In terms of Section 160 of the Act, the Company has received a notice in writing from a member of the Company proposing the candidature of Mr. Rao for his re-appointment to the office of Independent Director. A copy of the letter of re-appointment of Mr. Rao setting out the terms and conditions of his re-appointment shall be available for inspection at the website of the Company at [www.rainbowhospitals.in](http://www.rainbowhospitals.in).

Mr. Rao is not debarred from appointment/ re-appointment pursuant to any order of SEBI or any other authority.



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

Brief profile of Mr. Rao 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.

Except Mr. Aluri Srinivasa Rao, none of the other Directors or KMP's of the Company or their relatives are concerned or interested (to the extent of their shareholding in the Company, if any), financial or otherwise, in the resolution set out in this Notice.

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

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

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

**Date:** October 30, 2023

**Place:** Hyderabad

**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:**

<b>Name</b>	<b>Mr. Aluri Srinivasa Rao</b>
DIN	00147058
Date of Birth (Age in Years)	February 13, 1965 ( 58 Years)
Date of First Appointment to the Board	March 15, 2019
Brief Resume, Qualification Nature of Expertise and skill set require in specific functional areas	<p>Mr. Aluri Srinivasa Rao has over three decades of private equity and business leadership experience, Mr. Rao has excelled in pivotal roles at renowned organizations, leaving an indelible mark on the industry. His multifaceted expertise encompasses business and financial analysis, corporate strategy, operations, marketing, and business development. As a seasoned professional, he has consistently fostered strong stakeholder relationships, driving collaboration towards shared goals.</p> <p>Mr. Rao's tenure as Managing Director at Morgan Stanley Private Equity Asia was instrumental in the firm's success, with a particular focus on the India and South Asia markets. During his tenure as Director of Investments at ICICI Venture Funds Management, Mr. Rao spearheaded private equity growth investments and venture capital activities, with a specific emphasis on life sciences and emerging technologies. His extensive experience in opportunity mapping and portfolio management significantly impacted the industry.</p> <p>In addition to his professional achievements, Mr. Rao's academic journey at prestigious institutions, including the Yale School of Management and London Business School, reflects his dedication to learning and growth. His Sloan Fellowship Program in General Management and specialization in Business Strategy and International Business have fortified his practical expertise.</p> <p>Mr. Rao's contributions extend to governance and value creation for numerous companies, in addition to investments in and mentorship of over 15 promising deeptech companies spanning various industries. His diverse interests, from extensive travels and golf to new exponential technologies, exhibits his remarkable versatility and excellence in various facets of the business world.</p> <p>Mr. Rao is an Independent Director of our Company and is also Chairman of Nomination &amp; Remuneration Committee.</p>

The skills and capabilities required for the role and the manner in which the proposed person meets such requirements	<p><b>The skills and capabilities required for the role:</b> Leadership, Governance, Information Technology, Risk &amp; Business Management and Industry Knowledge.</p> <p><b>The manner in which the proposed person meets such requirements:</b> Refer to brief resume of Mr. Rao as mentioned in above paragraph.</p>
Shareholding (as on the date of this Notice) in the Company either directly or in form of beneficial interest for any other person	Nil
Relationship with other Directors & KMP's	None
No. of Meetings of the Board attended during the year 2022-23	8 (Eight) Meetings
Directorships held in other Companies (Excluding Foreign Companies)	<ol style="list-style-type: none"> <li>1. Janaadhar (India) Private Limited</li> <li>2. Qunu Labs Private Limited</li> <li>3. Medisys Edutech Private Limited</li> <li>4. Ocugen India Private Limited</li> </ol>
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/ re-appointment and Remuneration sought to be paid/ last drawn	<p><b><u>Terms and conditions of appointment and Remuneration sought to be paid:</u></b></p> <p>Entitled for:</p> <ul style="list-style-type: none"> <li>• Sitting fee as may be approved by the Board of Directors of the Company from time to time.</li> <li>• Commission as approved by the Shareholders in their Extra Ordinary General Meeting held on November 3, 2021.</li> </ul> <p><b><u>Remuneration paid in FY 2022-23:</u></b></p> <ul style="list-style-type: none"> <li>• <b>Sitting Fees:</b> ₹ 11 Lakhs</li> <li>• <b>Commission:</b> ₹ 10 Lakhs</li> </ul>

By Order of the Board

For **Rainbow Children's Medicare Limited**

**Ashish Kapil**

**Company Secretary and Compliance Officer**

**M. No: A31782**

**Date:** October 30, 2023

**Place:** Hyderabad