## **COMPLIANCE REPORT ON CORPORATE GOVERNANCE**

1. Name of Listed Entity: Rainbow Children's Medicare Limited

2. Quarter ending: March 31, 2023

I. Co	mposition of E	Board of Dir	ectors									
Title (Mr/ Ms)	Name of the Director	DIN	Category (Chairperson/ Executive/ Non- Executive/ independent/ Nominee)	Initial date of Appointment	Date of Re- appointment	Date of Cessation	Tenure (In Months)*	Date of Birth	No. of Directorship in listed entities including this listed entity  [in Reference to Regulation 17A(1)]	No of Independent Directorship in listed entities Including this listed entity  [in reference to Regulation 17A(1)]	Number of Memberships in Audit/ Stakeholder Committee(s) including this listed entity  [Refer Regulation 26(1) of Listing Regulations]	No. of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity  [Refer Regulation 26(1) of Listing Regulations]
Mr.	Ramesh Kancharla	DIN - 00212270	Executive Director, Chairperson & Managing Director	07-08-1998	11-08-2021	-		23-06-1961	1	0	2	0
Mr.	Ch Dinesh Kumar	DIN – 01395841	Executive Director	14-12-2005	11-08-2021		-	19-12-1969	1	0	0	0
Mr.	Anil Dhawan	DIN- 08191702	Independent Director	30-08-2018	30-08-2018		55.02	07-11-1961	1	1	2	0
Mr.	Aluri Srinivasa Rao	DIN – 00147058	Independent Director	15-03-2019	15-03-2019	-	48.17	13-02-1965	1	1	2	0

Ms.	Sundari R	DIN –	Independent	16-09-2021	16-09-2021	-	18.15	06-05-1971	1	1	4	1
	Pisupati	01908852	Director									
Mr.	Santanu	DIN –	Independent	22-10-2021	22-10-2021	-	17.10	29-12-1956	5	5	6	3
	Mukherjee	07716452	Director		(e)							

Whether Regular chairperson appointed: YES

Whether Chairperson is related to Managing Director or CEO: YES

<sup>\*</sup> Tenure of Independent Directors has been counted from his/her initial date of appointment till March 31, 2023

II.	Com	position	of	Comm	ittees

	Whether Regular		Category		
Name of Committee	chairperson	Name of Committee Members	(Chairperson/Executive/Non-	Date of Appointment#	Date of Cessation
	appointed		Executive/Independent/Nominee)		
		Mr. Santanu Mukherjee	Chairperson - Independent Director	22-10-2021	-
Audit Committee	Yes	2. Prof. Anil Dhawan	Member - Independent Director	22-10-2021	-
1. Addit Committee	165	3. Mr. Aluri Srinivasa Rao	Member - Independent Director	22-10-2021	-
		4. Ms. Sundari R Pisupati	Member - Independent Director	22-10-2021	-
	<b>L</b>			9 8	
2. Nomination &		Mr. Aluri Srinivasa Rao	Chairperson - Independent Director	12-12-2019	-
Remuneration	Yes	2. Prof. Anil Dhawan	Member - Independent Director	16-11-2018	-
Committee		3. Ms. Sundari R Pisupati	Member - Independent Director	16-09-2021	-
Committee		4. Mr. Santanu Mukherjee	Member - Independent Director	22-10-2021	-
*				harmanian and a dealer and a dealer	1
		1. Mr. Santanu Mukherjee	Chairperson - Independent Director	22-10-2021	-
		2. Dr. Ramesh Kancharla	Member - Executive Director,	02-03-2016	
3. Risk Management	Yes		Managing Director	02-03-2010	
Committee	103	3. Mr. Aluri Srinivasa Rao	Member - Independent Director	12-12-2019	-
		4. Mr. R Gowrisankar	Member - Chief Financial Officer	22-10-2021	-
		5. Mr. Mahesh Madduri	Member – Head of Strategy	22-10-2021	EN'S ME

		Ms. Sundari R Pisupati	Chairperson - Independent Director	22-10-2021	-
4. Stakeholders		2. Dr. Ramesh Kancharla	Member - Executive Director,	22-10-2021	
Relationship	Yes		Managing Director		
Committee	9	3. Prof. Anil Dhawan	Member - Independent Director	22-10-2021	-
		4. Mr. Aluri Srinivasa Rao	Member - Independent Director	22-10-2021	-
		1. Prof. Anil Dhawan	Chairperson - Independent Director	16-11-2018	
		Prof. Anil Dhawan     Dr. Ramesh Kancharla	Chairperson - Independent Director  Member - Executive Director,	16-11-2018	-
				19-03-2014	
5. Corporate Social	Ves	-	Managing Director	19-03-2014	
5. Corporate Social Responsibility	Yes	3. Dr. Ch Dinesh Kumar	Managing Director  Member - Executive Director	22-10-2021	
The state of the s	Yes	Dr. Ch Dinesh Kumar     Ms. Sundari R Pisupati			-

Date(s) of Meeting (if	Date(s) of Meeting	Whether	Total Number of	Number of Directors	Number of	Maximum gap between any
any) in the previous	(if any) in the	requirement of	Directors as on date	present	independent	two consecutive (in number o
quarter	relevant quarter	Quorum met	of the Meeting		directors present	days)
November 3, 2022	February 9, 2023	Yes	6	6	4	97 Days
November 3, 2022	March 18, 2023	Yes	6	6	4 .	36 Days

IV. Meetings of Con	imittees						
Date(s) of meeting of	Whether	Total Number of	Number of	Number of	Number of Members	Date(s) of meeting	Maximum gap betwee
the	requirement of	Directors as on	Directors	Independent	attending the meeting	of the committee in	any two consecutive
committee in the	Quorum met	date of the	present	Directors	(other than Board of	the previous quarter	meetings in number of
relevant quarter		Meeting		present	Directors)		days
Audit Committee							
February 8, 2023	Yes	4	4	4	0	November 3, 2022	96 Days

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neration Committ	ee					
Yes	4	4	4	0	-	) <del>.</del>
Yes	4	4	4	0		37 Days
1			9			
mittee						
Yes	3	3	2	2	November 3, 2022	96 Days
Yes	3	3	2	2		37 Days
<del></del>		**************************************				
ship Committee						
**************************************	8 =	No Meeting wa	as held during the qua	rter		
onsibility Commi	ttee					,
	No Mee	ting was held during	g the quarter and the p	previous quarter		
	Yes Yes  Imittee  Yes Yes Yes Ship Committee	Yes 4  Imittee  Yes 3  Yes 3  Yes 3  Ship Committee  Donsibility Committee	Yes         4         4           Yes         4         4           Immittee         Yes         3         3           Yes         3         3           Ship Committee         No Meeting was ponsibility Committee	Yes         4         4         4           Yes         4         4         4           Imittee         Yes         3         3         2           Yes         3         3         2           Ship Committee         No Meeting was held during the quality Committee	Yes         4         4         4         0           Yes         4         4         4         0    Imittee  Yes  3  3  2  2  Yes  Ship Committee  No Meeting was held during the quarter	Yes         4         4         4         0         -

V. Related Party Transactions	
Subject	Compliance status (Yes/No/NA)
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	N.A
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by the Audit Committee	Yes

#### VI. Affirmations

- 1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
- 2. The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:
  - a. Audit Committee
  - b. Nomination and Remuneration Committee
  - c. Stakeholders Relationship Committee
  - d. Risk Management Committee



- 3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015.
- 4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- 5. This report and/or The report submitted in the previous quarter has been placed before Board of Directors.

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For Rainbow Children's Medicare Limited

Ashish Kapil

**Company Secretary and Compliance Officer** 

Date: April 20, 2023

Place: Hyderabad

## Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)

ltem	Compliance status (Yes/No/NA)	If yes provide link to Website. If No/ NA provide reasons
As per regulation 46(2) of the LODR:		
a) Details of business	Yes	https://www.rainbowhospitals.in/about-us/who-we-are
b) Terms and conditions of appointment of	Yes	https://www.rainbowhospitals.in/investor-
independent directors		relations/reports/policy/Terms%20and%20Conditions%20of%20appointment%20of%20Independe
*		nt%20Directors.pdf
c) Composition of various committees of board	Yes	https://www.ngiphowhoogitalo.in/invocators.pd-fi-ng-/hd-C-h
of directors		https://www.rainbowhospitals.in/investors-relations/board-&-board-committees
d) Code of conduct of board of directors and	Yes	https://www.rainbowhospitals.in/investor-
senior management personnel		relations/reports/policy/Code%20of%20conduct%20for%20Directors%20and%20Senior%20Mana
,		gement.pdf
e) Details of establishment of vigil mechanism/	Yes	https://www.raiphowhaanitala.in/invactor.ralations/rangets/naliay/A/histle_Dlayer_Deliay.ruff
Whistle Blower policy		https://www.rainbowhospitals.in/investor-relations/reports/policy/Whistle_Blower_Policy.pdf
f) Criteria of making payments to non-	Yes	https://www.rainbowhospitals.in/investor-
executive directors		relations/reports/policy/Nomination and Remuneration Policy.pdf
g) Policy on dealing with related party	Yes	https://www.rainbowhospitals.in/investor-
transactions		relations/reports/policy/Policy%20on%20dealing%20with%20Related%20Party%20Transactions.p
		<u>df</u>
h) Policy for determining 'material' subsidiaries	Yes	https://www.rainbowhospitals.in/investor-
		relations/reports/policy/Policy%20for%20determining%20Material%20Subsidiary.pdf
i) Details of familiarization programmes	Yes	https://www.rainbowhospitals.in/investors-relations/policies-&-programs
imparted to independent directors		A. A
) Email address for grievance redressal and	Yes	https://www.rainbowhospitals.in/investors-relations/investor-contact
other relevant details		OREN'S ME

k) Contact information of the designated	Yes	https://www.rainbowhospitals.in/investors-relations/investor-contact
officials of the listed entity who are		
responsible for assisting and handling		
investor grievances		
I) Financial results	Yes	https://www.rainbowhospitals.in/investors-relations/quarterly-results
m) Shareholding pattern	Yes	https://www.rainbowhospitals.in/investors-relations/stock-exchange-disclosures/shareholding-
		<u>pattern</u>
n) Details of agreements entered into with the	NA	The Company hasn't entered into any agreements with the media companies or their associates,
media companies and/or their associates		etc.
o) Schedule of analyst or institutional investor	Yes	https://www.rainbowhospitals.in/investors-relations/stock-exchange-disclosures/schedule-of-
meet and presentations made by the listed		analyst-&-institutional-investor-meeting
entity to analysts or institutional investors		
simultaneously with submission to stock		
exchange		
p) New name and the old name of the listed	NA	Not Applicable
	NA	Not Applicable
entity		
q) Advertisements as per Regulation 47 (1)	Yes	https://www.rainbowhospitals.in/investors-relations/shareholder-information/newspaper-
		advertisement
r) Credit rating or revision in credit rating	NA	https://www.rainbowhospitals.in/investors-relations/shareholder-information/credit-ratings
obtained by the entity for all its outstanding		
instruments		,
s) Separate audited financial statements of	Yes	https://www.rainbowhospitals.in/investors-relations/subsidiary-financials
each subsidiary of the listed entity in respect		
of a relevant financial year		
As per other regulations of the LODR:		
a) Whether company has provided information	Yes	https://www.rainbowhospitals.in/investors-relations
under separate section on its website as per		
Regulation 46(2)		JOREN'S MED
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b) Materiality Policy as per Regulation 30	Yes	https://www.rainbowhospitals.in/investor-
		relations/reports/policy/Policy on determination of materiality for disclosure of events or infor
		mation.pdf
c) Dividend Distribution policy as per	Yes	https://www.rainbowhospitals.in/investor-relations/reports/Dividend Distribution Policy.pdf
Regulation 43A (as applicable)		
It is certified that these contents on the website	of the listed entity are co	rrect

It is certified that these contents on the website of the listed entity are correct.

S. No	Particulars	Regulation Number	Compliance Status
			(Yes/ No/ NA)
1.	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
2.	Board composition	17(1), 17(1A) & 17(1B)	Yes
3.	Meeting of Board of directors	17(2)	Yes
4.	Quorum of board meeting	17(2A)	Yes
5.	Review of Compliance Reports	17(3)	Yes
6.	Plans for orderly succession for appointments	17(4)	Yes
7.	Code of Conduct	17(5)	Yes
8.	Fees/ Compensation	17(6)	Yes
9.	Minimum Information	17(7)	Yes
10.	Compliance Certificate	17(8)	Yes
11.	Risk Assessment & Management	17(9)	Yes
12.	Performance Evaluation of Independent Directors	17(10)	Yes
13.	Recommendation of Board	17(11)	Yes
14.	Maximum number of directorship	17A	Yes
15.	Composition of Audit Committee	18(1)	Yes
16.	Meeting of Audit Committee	18(2)	Yes
17.	Composition of Nomination & Remuneration Committee	19(1) & (2)	Yes
18.	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes

40	Martin of New York Co. O. D. C. O. W.		
19.	Meeting of Nomination & Remuneration Committee	19(3A)	Yes
20.	Composition of Stakeholder Relationship Committee	20(1), 20(2) and 20(2A)	
21.	Meeting of Stakeholder Relationship Committee	20(3A)	Yes
22.	Composition and role of risk management committee	21(1),(2),(3),(4)	Yes
23.	Meeting of Risk Management Committee	21 (3A)	Yes
24.	Vigil Mechanism	22	Yes
25.	plicy for related party Transaction 23(1),(1A),(5),(6) (7)& (8)		Yes
26.	Prior or Omnibus approval of Audit Committee for all related party transactions	or Omnibus approval of Audit Committee for all related party transactions 23(2) & (3)	
27.	roval for material related party transactions 23(4)		NA
28.	Disclosure of related party transactions on consolidated basis	transactions on consolidated basis 23(9)	
29.	Composition of Board of Directors of unlisted material Subsidiary*	24(1)	NA
30.	Other Corporate Governance requirements with respect to subsidiary of listed entity** 24(2),(3),(4)		Yes
31.	Annual Secretarial Compliance Report***  24A		Yes
32.	Alternate Director to Independent Director 25(1)		NA
33.	Maximum Tenure	25 (2)	Yes
34.	Meeting of independent directors	25(3) & (4)	Yes
35.	Familiarization of independent directors	25(7)	Yes
36.	Declaration from Independent Director	25(8) & (9)	Yes
37.	Directors and Officers insurance	25(10)	Yes
38.	Memberships in Committees	26(1)	Yes
39.	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
40.	Disclosure of Shareholding by Non-Executive Directors	26(4)	NA
41.	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes

Any other information to be provided

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<sup>\*</sup> The Company does not have any material subsidiary Company.

<sup>\*\*</sup> Regulations 24(5) & (6) are not applicable to the Company

<sup>\*\*\*</sup>As the Company got listed w.e.f. May 10, 2022, the annual secretarial compliance report was not applicable for the previous year ended March 31, 2022. Further, for the financial year ended on March 31, 2023, Company will submit the said report within stipulated timelines.

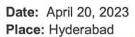
### III. Affirmation:

Particulars	Compliance Status (Yes/No/NA)
The Company has approved a Material Subsidiary Policy and the Corporate Governance requirements with respect to the	Yes
subsidiaries of the Company have been complied.	

For Rainbow Children's Medicare Limited

Ashish Kapil

**Company Secretary and Compliance Officer** 





# Additional Information to be submitted twice a year, on a half yearly basis by the listed entity at the end of every 6 months of the Financial Year/ Half Year ending – March 31, 2023

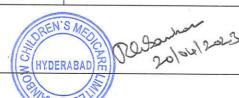
### I. Disclosure of Loans/ guarantees/ comfort letters / securities etc. refer note below

(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to:

Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six	
		months	
Promoter or any other entity controlled by them	NIL	NIL	
Promoter Group or any other entity controlled by them	NIL	NIL	
Directors (including relatives) or any other entity controlled	NIL	NIL	
by them	*		
KMPs or any other entity controlled by them	NIL	NIL	

(B) Any guarantee/ comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of Issuance during six months	Balance outstanding at the end of six months (taking into account any invocation)
Promoter or any other entity controlled by them	NIL	NIL	NIL
Promoter Group or any other entity controlled by them	NIL	NIL	NIL
Directors (including relatives) or any other entity controlled by them	NIL	NIL	NIL
KMPs or any other entity controlled by them	NIL	NIL	NIL



## (C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	Type of security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	NIL	NIL	NIL
Promoter Group or any other entity controlled by them	NIL	NIL	NIL
Directors (including relatives) or any other entity controlled by them	NIL	NIL	NIL
KMPs or any other entity controlled by them	NIL	NIL	NIL

#### II. Affirmations:

All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company.

#### For Rainbow Children's Medicare Limited

R Gowrisankar
Chief Financial Officer

Date: April 20, 2023
Place: Hyderabad



#### Note:

- 1. These disclosures shall exclude any loan (or other form of debt), guarantee I comfort letter (by whatever name called) or security provided in connection with any loan or any other form of debt;
  - a) by a government company to/ for the Government or government company
  - b) by the listed entity to/for its subsidiary [and joint-venture company] whose accounts are consolidated with the listed entity.
  - c) by a banking company or an insurance company; and
  - d) by the listed entity to its employees or directors as a part of the service conditions
- 2. If the Listed Entity would like to provide any other information, the same may be indicated as Para D in the above table.