



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

Timeline	
E-Voting Begins	Tuesday, March 4, 2025 at 09:00 A.M.
E-voting Ends	Wednesday, April 2, 2025 at 05:00 P.M.
Announcement of Voting Result	On or before Friday, April 4, 2025

S. No.	Particulars of Resolutions	Type of Resolution
1.	Approval of 'Rainbow Children's Medicare Limited - Employee Stock Option Scheme 2025'	Special
2.	Approval for grant of Options to the employees of the subsidiary Company(ies) of the Company under 'Rainbow Children's Medicare Limited – Employee Stock Option Scheme 2025'	Special
3.	Approval for secondary acquisition of shares through Trust route for the implementation of 'Rainbow Children's Medicare Limited – Employee Stock Option Scheme 2025'	Special
4.	Approval for provision of money by the Company for purchase of its own Shares by the Trust under the 'Rainbow Children's Medicare Limited – Employee Stock Option Scheme 2025'	Special

S. No.	Index Section	Page No.
1.	Postal Ballot Notice	2 - 7
2.	Notes	8 – 9
3.	Voting Instructions	10 – 18
4.	Explanatory Statement	19 - 29

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 Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**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/ 2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs, Government of India (“**MCA Circulars**”), and other applicable laws, rules and regulations, that the resolutions as set out in this notice, are proposed to be passed by the shareholders through postal ballot by remote e-voting only (“**remote e-voting/ e-voting**”).

SPECIAL BUSINESS(ES):

Item No. 1:

Approval of ‘Rainbow Children’s Medicare Limited - Employee Stock Option Scheme 2025’.

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

“**RESOLVED THAT** pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 read with Rules made thereunder, the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended and enacted from time to time read with all circulars and notifications issued thereunder (“**SBEB Regulations**”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**LODR Regulations**”), the Foreign Exchange Management Act, 1999, the relevant provisions of Memorandum and Articles of Association of the Company and subject to further such other approvals, permissions and sanctions as may be necessary and subject to such

conditions and modifications as may be prescribed or imposed while granting such approvals, permissions, sanctions, the consent of the members' of the Company be and is hereby accorded to the introduction of 'Rainbow Children's Medicare Limited – Employee Stock Option Scheme 2025' ("**ESOP 2025**" or "**Scheme**") and implementation through an irrevocable employee welfare trust namely 'Rainbow Employees Welfare Trust' ("**Trust**") to be set-up by the Company, the salient features of which are furnished in the Explanatory Statement annexed to this notice, and authorizing the Board of Directors of the Company (hereinafter referred to as the "**Board**" which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee which the Board has constituted) to create, offer, issue, grant and allot from time to time, in one or more tranches, not exceeding 10,15,000 (Ten Lakhs and Fifteen Thousand Only) employee stock options ("**Options**") to the eligible employees of the Company, exclusively working in India or outside, as determined in terms of the Scheme, exercisable into not more than 10,15,000 (Ten Lakhs and Fifteen Thousand Only) equity shares of face value of ₹ 10/- (Rupees Ten Only) each fully paid-up ("**Shares**"), to be sourced from the secondary acquisition by the Trust, where one Option would convert into one equity share upon exercise, on such terms and in such manner, in accordance with the provisions of the applicable laws and the provisions of the Scheme.

RESOLVED FURTHER THAT the Shares as specified hereinabove shall be transferred by the Trust to the grantees upon exercise of Options in accordance with the terms of the grant and provisions of the Scheme and such Shares shall rank pari passu in all respects with the then existing Shares of the Company.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division and others, if any, additional Options to be granted by the Company, for the purpose of making a fair and reasonable adjustment to the Options granted earlier, the ceiling of total number of Options and equity shares specified above shall be deemed to be increased to the extent of such additional Options granted.

RESOLVED FURTHER THAT in case the equity shares of the Company are either sub-divided or consolidated, then the number of shares to be allotted and the price of acquisition payable by the eligible employees under the Scheme shall automatically stand reduced or augmented, as the case may be, in the same proportion as the face value per equity share shall bear to the revised face value of the equity shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the said eligible employees.

RESOLVED FURTHER THAT the trustees of the Trust shall ensure compliance of the provisions of the SBEB Regulations, Companies Act, 2013 and rules made thereunder and all other applicable laws at all times in connection with acquisition, holding and dealing in the

Shares of the Company including but not limited to maintenance of proper books of account, records and documents with appropriate disclosures as prescribed.

RESOLVED FURTHER THAT the Company and the Trust shall conform to the accounting policies prescribed from time to time under the SBEB Regulations and any other applicable laws and regulations to the extent relevant and applicable to Scheme.

RESOLVED FURTHER THAT the Board, be and is hereby authorized at any time to modify, change, vary, alter, amend, suspend or terminate the Scheme subject to the compliance with the applicable laws and regulations and further subject to consent of the members by way of special resolution to the extent required under SBEB Regulations, and to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion, for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard and further to execute all such documents, writings and to give such directions and or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the Scheme and do all other things incidental and ancillary thereof in conformity with the provisions of the Companies Act, 2013, SBEB Regulations, the relevant provisions of the Memorandum and Articles of Association of the Company and any other applicable laws in force to give effect to this resolution.”

Item No. 2:

Approval for grant of Options to the employees of the subsidiary Company(ies) of the Company under ‘Rainbow Children’s Medicare Limited – Employee Stock Option Scheme 2025’.

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

“**RESOLVED THAT** pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 read with Rules made thereunder, the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended and enacted from time to time read with all circulars and notifications issued thereunder (“**SBEB Regulations**”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**LODR Regulations**”), the Foreign Exchange Management Act, 1999, the relevant provisions of Memorandum and Articles of Association of the Company and subject to further such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions, sanctions the consent of the members’ of the Company be and is hereby

accorded to authorize the Board of Directors of the Company (hereinafter referred to as the “**Board**” which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee which the Board has constituted) to offer, issue, grant and allot from time to time, in one or more tranches, employee stock options (“**Options**”) under ‘Rainbow Children’s Medicare Limited – Employee Stock Option Scheme 2025’ (“**ESOP 2025**” or “**Scheme**”) to the eligible employees of the subsidiary company(ies) of the Company, exclusively working in India or outside India, as determined in terms of the ESOP 2025, within the ceiling of total number of Options and equity shares, as specified in ESOP 2025 along with such other terms and in such manner, in accordance with the provisions of the applicable laws and the provisions of the Scheme.”

Item No. 3:

Approval for secondary acquisition of shares through Trust route for the implementation of ‘Rainbow Children’s Medicare Limited – Employee Stock Option Scheme 2025’.

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

“**RESOLVED THAT** pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 read with Rules made thereunder, the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended and enacted from time to time read with all circulars and notifications issued thereunder (“**SBEB Regulations**”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**LODR Regulations**”), the relevant provisions of Memorandum and Articles of Association of the Company and subject to further such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions, sanctions, consent of the members’ be and is hereby accorded to acquire not exceeding 10,15,000 (Ten Lakhs and Fifteen Thousand Only) equity shares of face value of ₹ 10/- (Rupees Ten Only) each fully paid-up (“**Shares**”), by way of secondary acquisition, from time to time, in one or more tranches, for implementation of ‘Rainbow Children’s Medicare Limited – Employee Stock Option Scheme 2025’ (“**ESOP 2025**” or “**Scheme**”), through an irrevocable employee welfare trust namely ‘Rainbow Employees Welfare Trust’ (“**Trust**”) to be set-up by the Company, in due compliance with the provisions of the SBEB Regulations and other applicable laws.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, change in capital structure, or other re-organization, the ceiling aforesaid in terms of number of Shares intended to be purchased by the Trust from secondary acquisition shall be adjusted with a view to facilitate fair and reasonable adjustment to the eligible employees as per provisions of the SBEB Regulations and such adjusted number of Shares shall be deemed to be the ceiling as originally approved.

RESOLVED FURTHER THAT the Trust shall not deal in derivatives and shall undertake only delivery-based transactions for the purposes of secondary acquisition as permitted under the SBEB Regulations.

RESOLVED FURTHER THAT the Trustees of the Trust shall not vote in respect of the shares acquired and held by such Trust.”

Item No. 4:

Approval for provision of money by the Company for purchase of its own Shares by the Trust under the ‘Rainbow Children’s Medicare Limited – Employee Stock Option Scheme 2025’.

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

“**RESOLVED THAT** pursuant to the provisions of the Section 67 of the Companies Act, 2013 read with Rule 16 of the Companies (Share Capital and Debentures) Rules, 2014 and Regulation 3(8) of the Securities and Exchange Board of India (Share Based Employee Benefits & Sweat Equity) Regulations, 2021 and any circulars/ notifications/ guidance/ frequently asked questions issued thereunder, as amended from time to time (“**SBEB Regulations**”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (“**LODR Regulations**”), the relevant provisions of the Memorandum and Articles of Association of the Company, and subject to further such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, consent of the members’ be and is hereby accorded by authorizing the Board of Directors of the Company (hereinafter referred to as the “**Board**” which term shall be deemed to include any Committee, which the Board has constituted) to grant a loan, provide guarantee or security in connection with a loan granted or to be granted, in one or more tranches, to the irrevocable employee welfare trust namely ‘Rainbow Employees Welfare Trust’ (“**Trust**”) to be set-up by the Company, by such sum of money not exceeding 5% (Five Percent) of the aggregate of the paid-up capital and free

reserves of the Company, with a view to enable the Trust to acquire equity shares of the Company of face value of ₹ 10/- (Rupees Ten Only) each fully paid-up (“**Shares**”), by way of secondary acquisition, for implementation of ‘Rainbow Children’s Medicare Limited – Employee Stock Option Scheme 2025’ (“**ESOP 2025**” or “**Scheme**”).

RESOLVED FURTHER THAT the Trust shall use the loan amount disbursed from time to time only for the purposes of the Scheme strictly in accordance with the provisions of SBEB Regulations.

RESOLVED FURTHER THAT the loan provided by the Company shall be interest free with tenure of such loan based on term of the Scheme and shall be repayable to the Company from realization of proceeds of exercise/ permitted sale/ transfer of Shares and any other eventual income of the Trust.

RESOLVED FURTHER THAT subject to the broad terms above, the Board be and is hereby authorized to do all such acts, deeds, matters and things, as may at its absolute discretion, as deemed fit, to settle any issues, questions, difficulties or doubts that may arise in this regard and further to execute all such documents, writings and to give such directions and/ or instructions as may be necessary or expedient to give effect to this resolution.”

By Order of the Board

For **Rainbow Children’s Medicare Limited**

Shreya Mitra

Company Secretary and Compliance Officer

M. No: A54901

Date: February 9, 2025

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 resolutions, 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 28, 2025, (“**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 Resolutions set forth in this Notice. The voting right of members 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., Wednesday, April 2, 2025. 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 LODR Regulations, the Company is providing remote e-voting facility to seek the approval of Members of the Company for the resolutions contained in this Notice. For this purpose, the Company has entered into an agreement with NSDL for facilitating remote e-voting to enable the Members 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 Tuesday, March 4, 2025, at 9:00 A.M. and ends on Wednesday, April 2, 2025 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 Members, 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 Dafthardar (CP No. 13199), Practicing Company Secretaries and Designated Partners of M/s. KVSS & CO. LLP (Formerly BS and Co LLP), a Practicing Company Secretary Firm, 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 Chairperson in that behalf, on or before Friday, April 4, 2025, 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 resolutions, 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., Wednesday, April 2, 2025.

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.	<p>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.</p>

	<p>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</p> <p>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nSDL.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e., your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e., NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</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>	<p>1. Users who have opted for CDSL Easi/ Easiest facility, 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 to login Easi/ Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.</p>

	<p>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 is 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> <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 & 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
Individual Shareholders holding securities in demat mode with NSDL.	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000.
Individual Shareholders holding securities in demat mode with CDSL.	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33.

B) Login Method 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:
<p>a) For Members who hold shares in demat account with NSDL.</p>	<p>8 Character DP ID followed by 8 Digit Client ID</p> <p>For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.</p>
<p>b) For Members who hold shares in demat account with CDSL.</p>	<p>16 Digit Beneficiary ID</p> <p>For example if your Beneficiary ID is 12***** then your user ID is 12*****</p>
<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>

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, Executive , NSDL at evoting@nsdl.com or call on.: 022 - 4886 7000 or write at NSDL, T301, 3rd Floor, Naman Chambers, G Block, Plot No- C-32, Bandra Kurla Complex, Bandra East, Mumbai – 400051.

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to companysecretary@rainbowhospitals.in.
2. 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.**
3. 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.
4. 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 28, 2025
E-voting start time and date	Tuesday, March 4, 2025 at 9:00 A.M.
E-voting end time and date	Wednesday, April 2, 2025 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	<p>Ms. Prajakta Pawle, Executive, NSDL at evoting@nsdl.com.</p> <p>Address: T301, 3rd Floor, Naman Chambers, G Block, Plot No- C-32, Bandra Kurla Complex, Bandra East, Mumbai - 400051.</p> <p>Contact Details.: 022 - 4886 7000</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 of the Companies Act, 2013

Item Nos. 1, 2 and 3:

The Members to take note that, the equity compensation schemes are effective tools to reward the talents working with the Company and its subsidiary Company(ies), as they help align employee interests with long-term shareholder value while creating an ownership culture that supports talent retention, motivation, and attraction for the Company's growing business.

At this juncture, the Company has transited to the next phase of leveraging market opportunities, business growth including addressing of business competitions which has resulted in consistent demand for talents for critical roles. Apart from this, emergence of new skillsets relevant for the Company's business has resulted in changed dynamics of the talent market. This has necessitated in bringing out a meaningful reward strategy for attraction of new talents and retention of both existing and new critical resources having leadership qualities, or holding critical roles as required in the businesses.

In view of above, it is thought expedient to implement an employee stock option scheme wherein employee stock options ("**Options**") will be granted to the eligible employees and the equity shares of face value of ₹ 10/- (Rupees One Only) each of the Company ("**Shares**") required for the implementation of the proposed scheme, shall be sourced from secondary acquisition. The proposed scheme will not only enable the Company to reward eligible employees but, by its very design, will also generate value for shareholders. Furthermore, there will be no additional equity dilution if the Shares required under the proposed scheme are acquired through secondary acquisition by the Trust.

Further, in case the scheme involves secondary acquisition, then as per Regulation 3 of the Securities and Exchange Board of India (Share Based Employee Benefits & Sweat Equity) Regulations, 2021 ("**SBEB Regulations**"), it shall be mandatory for the Company to implement such scheme through a trust. Accordingly, the Nomination and Remuneration Committee ("**Committee**") and the Board of Directors of the Company ("**Board**") have approved the draft of 'Rainbow Children's Medicare Limited – Employee Stock Option Scheme 2025' ("**ESOP 2025**" or "**Scheme**"), subject to the approval of Members, in their respective meetings held on February 9, 2025 and also approved a trust deed of an irrevocable employee welfare trust namely 'Rainbow Employees Welfare Trust' ("**Trust**") to be set-up by the Company. Further, the ESOP 2025 shall be administered through the Trust and supervised

by the Committee. The contemplated secondary acquisition shall be well within the ceiling prescribed under the SBEB Regulations.

In terms of Regulation 6 of the SBEB Regulations, the salient features of the ESOP 2025 are given as under:

a. Brief Description of the scheme:

Keeping the view of aforesaid objectives, the ESOP 2025 contemplates grant of Options to the eligible employees of the Company and/ or subsidiary company(ies) of the Company, exclusively working in India or outside India, as determined in terms of the ESOP 2025 and in due compliance of SBEB Regulations. After vesting of Options, the eligible employees earn a right (but not obligation) to exercise the vested Options within the exercise period and obtain equity shares of the Company subject to payment of exercise price and satisfaction of any tax obligation arising thereon. The eligible employees are expected to receive benefits based on their contribution to creating value for shareholders.

The Committee shall act as the Compensation Committee and shall supervise the Scheme. All questions of interpretation of the Scheme shall be determined by the Committee and such determination shall be final and binding upon all persons having an interest in the Scheme, whereas the Trust shall administer the Scheme.

b. Total number of Options to be granted:

The total number of Options to be granted under the Scheme shall not exceed 10,15,000 (Ten Lakhs and Fifteen Thousand Only). Each Option when exercised would be converted into one equity share of face value of ₹ 10/- (Rupees Ten Only) each fully paid-up.

Further, SBEB Regulations require that in case of any corporate action(s) such as rights issue, bonus issue, merger, sale of division etc., a fair and reasonable adjustment needs to be made to the Options granted. In this regard, the Committee shall adjust the number and price of the Options granted in such a manner that the total value of the Options granted under the Scheme remain the same after any such corporate action. Accordingly, if any additional Options are granted by the Company, for making such fair and reasonable adjustment, the ceiling of aforesaid shall be deemed to be increased to the extent of such additional Options granted.

c. Identification of classes of employees entitled to participate in the scheme:

Subject to determination or selection by the Committee, following classes of employees are eligible being:

- a) an employee as designated by the company, who is exclusively working in India or outside India; or
- b) a Director of the Company, whether a whole time director or not; including a non-executive director who is not a Promoter or member of the Promoter Group, or
- c) an employee as defined in sub-clauses (a) or (b), of a Subsidiary Companies in India or outside India.

but does not include

- i) an employee who is a Promoter or belongs to the Promoter Group;
- ii) a Director who either by himself or through his relatives or through any body corporate, directly or indirectly holds more than 10% of the issued and subscribed Shares of the Company;
- iii) an Independent Director.

The Committee while granting the Options to any eligible employee(s) of any subsidiary company(ies), shall at its discretion, consider the factors including but not limited to the role(s) of such employee(s) for safeguarding the interest of the Company, or such employee's contribution to the Company.

d. Requirements of Vesting and period of Vesting:

All the Options granted on any date shall vest not earlier than the minimum vesting period of **1 (one) year** and not later than maximum vesting period of **10 (Ten) years** from the date of grant.

The vesting of Options shall be contingent upon the employee's continued employment with the Company or its subsidiary(ies), as applicable. In addition, the Committee, in its sole discretion, may impose specific performance criteria, the satisfaction of which shall be required for the Options to vest. The Committee shall have the authority to determine the performance parameters applicable to an employee or a class of employees, based on their respective roles, and to assign relative weightages to each parameter as it deems appropriate. The specific vesting schedule and vesting conditions subject to which vesting

would take place would be outlined in the grant letter given to the Option grantee at the time of grant of Options.

In the event of death or permanent incapacity of an employee, the minimum vesting period of 1 **(One)** year shall not be applicable and in such instances, all the unvested Options shall vest with effect from date of the death or permanent incapacity.

In case of retirement, all unvested Options as on the date of retirement would continue to vest in accordance with the original vesting schedules even after the retirement unless otherwise determined by the Committee in accordance with the company's policies and provisions of the then prevailing applicable laws.

Further, in case of an eligible Employee who has been granted benefits under ESOP 2025 is deputed or transferred (including resignation in connection with transfer) to join its subsidiary company or a holding company or an associate company of the Company, prior to vesting or exercise, vesting schedule and exercise period to remain same as per the terms of the grant.

e. Maximum period within which the Options shall be vested:

All the Options granted on any date shall vest not later than maximum vesting period of **10 (Ten) years** from the date of each grant.

f. Exercise price or pricing formula:

The exercise price per Option shall be determined by the Committee subject to a maximum discount of up to 20% on the Market Price (as defined in the Scheme) of Shares as on the date of Grant. However, the exercise price per Option shall not be less than the face value of the Share of the Company.

g. Exercise period and the process of exercise:

The exercise period for vested Options shall be a maximum of **2 (two)** years commencing from the relevant date of vesting of Options, or such other shorter period as may be prescribed by the Committee at the time of grant.

The vested Options shall be exercisable by the eligible employees by a written application to the Trust/ Company expressing his/ her desire to exercise such Options in such manner and in such format as may be prescribed by the Committee from time to time. Exercise of Options shall be entertained only after payment of requisite exercise price and satisfaction of applicable taxes by the eligible employee. The Options shall lapse if not exercised within the specified exercise period.

h. Appraisal process for determining the eligibility of employees under the scheme:

The appraisal process for determining eligibility shall be decided from time to time by the Committee. The broad criteria for appraisal and selection may include parameters like grade, criticality, skills, potential contribution, and such other criteria as may be determined by the Committee at its sole discretion, from time to time.

i. Maximum number of Options to be issued per employee and in aggregate:

The maximum number of Options that can be granted per employee shall be decided by the Committee. However, in case, the number of Options proposed to be granted to any Eligible Employee equals to or exceeds 1 % of the issued capital of the Company at the time of grant of Options, prior approval of the members by way of a separate resolution shall be obtained.

The maximum number of Options, in aggregate, that may be granted under the Scheme shall not exceed 10,15,000 (Ten Lakhs and Fifteen Thousand Only) Options.

j. Maximum quantum of benefits to be provided per employee under the scheme:

The maximum quantum of benefits contemplated under the Scheme are in terms of the maximum number of Options that may be granted to an eligible employee as specified in the Scheme.

Apart from the grant of Options as stated above, no other benefits are contemplated under the Scheme.

k. Route of the scheme implementation:

The Scheme shall be implemented and administered by the Trust of the Company.

i. Source of acquisition of shares under the scheme:

The Scheme contemplates acquisition of Shares not exceeding 10,15,000 (Ten Lakhs and Fifteen Thousand Only) from the secondary acquisition through the Trust.

m. Amount of loan to be provided for implementation of the scheme(s) by the Company to the trust, its tenure, utilization, repayment terms, etc.:

The Company shall provide necessary financial assistance by grant of loan, provision of guarantee or security in connection with a loan to the Trust, subject to 5% (Five Percent) of the paid-up capital and free reserves, being the statutory ceiling under SBEB Regulations. The loan amount may be disbursed in one or more tranches.

The loan provided by the Company shall be interest free with tenure of such loan based on term of the Scheme and shall be repayable to the Company from realization of proceeds of exercise/ permitted sale/ transfer of Shares and any other eventual income of the Trust.

The Trust shall utilise the loan amount disbursed from time to time strictly for the acquisition of the Shares to be utilized for the purposes of the Scheme.

n. Maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the trust for the purposes of the scheme:

The maximum number of shares that may be acquired through a secondary acquisition shall not exceed 10,15,000 shares (being approximately 1% of the paid-up capital of the Company as of March 31, 2024), which is well within the statutory limit prescribed under the SBEB Regulations.

o. Accounting and Disclosure Policies:

The Company shall follow the relevant accounting standards as may be prescribed by the Central Government in terms of Section 133 of the Companies Act, 2013 and/ or any relevant accounting standards/ guidance note as may be prescribed by the Institute of Chartered Accountants of India or any other competent authority, from time to time, including the disclosure requirements prescribed therein, in compliance with Regulation 15 of SBEB Regulations.

p. Method of Option valuation:

The Company shall adopt 'fair value method' for valuation of Options as prescribed under IND AS 102 on Share-based payments or any accounting standard/ guidance note, as applicable, notified by competent authorities from time to time.

q. Declaration:

In case, the Company opts for expensing of share-based employee benefits using the intrinsic value, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of the Options and the impact of this difference on profits and on Earning Per Share (EPS) of the Company shall also be disclosed in the Boards' Report.

r. Period of lock-in:

The Shares issued/ transferred pursuant to exercise of Options shall not be subject to any lock-in period restriction except such restrictions as may be prescribed under applicable laws including that under the code of conduct framed by the Company under the Securities and Exchange Board of India (Prohibition of Insider Trading), Regulations, 2015, as amended, shall apply.

s. Terms & conditions for buyback, if any, of specified securities/ Options covered granted under the scheme:

Subject to the provisions of the then prevailing applicable laws, the Board shall determine the procedure for buy-back of the specified securities/ Options if to be undertaken at any time by the Company and the applicable terms and conditions thereof.

A copy of draft Scheme of ESOP 2025 is available for inspection at the Company's registered office/ corporate office during official hours on all working days till the last date of the e-voting.

None of the Directors and Key Managerial Personnel of the Company, including their relatives, are interested or concerned in the resolutions, except to the extent they may be lawfully granted Options under ESOP 2025.

In this background, the Company seeks your approval by way of a special resolution pursuant to:

- i. Section 62(1)(b) of the Companies Act, 2013 read with Regulation 3 and Regulation 6 of SBEB Regulations, for the implementation of ESOP 2025 through Trust route, in agenda item no.1;
- ii. Regulation 6(3)(c) of the SBEB Regulations, a separate resolution, for extending and granting the Options under the Scheme to the eligible employees of its subsidiary company(ies), working in India or outside India, in agenda item no. 2; and
- iii. Regulation 6(3)(a) of the SBEB Regulations, a separate resolution, for secondary acquisition of 10,15,000 (Ten Lakhs and Fifteen Thousand Only) equity shares by Trust under the Scheme, in agenda item no. 3.

Item No. 4:

The Members to take note that, the Company intends to implement equity compensation scheme namely 'Rainbow Children's Medicare Limited – Employee Stock Option Scheme 2025' ("**ESOP 2025**" or "**Scheme**") for which approval is sought from the members in separate resolutions at Item Nos. 1, 2 and 3. This proposed Scheme shall be administered through an irrevocable employee welfare trust namely 'Rainbow Employees Welfare Trust' ("**Trust**") to be set up by the Company. The proposed Scheme contemplates acquisition of equity shares of face value of ₹ 10/- (Rupees Ten Only) each fully paid-up ("**Shares**") of the Company from secondary acquisition, through the Trust.

The Members to further take note that, for facilitating acquisition, the amount of loan to be provided by the Company under the Scheme shall not exceed 5% (Five percent) of the aggregate of the paid-up capital and free reserves of the Company being the statutory ceiling as per the Section 67 of the Companies Act, 2013 read with Rule 16 of the Companies (Share Capital and Debentures) Rules, 2014 and relevant provisions of the SBEB Regulations.

The loan provided by the Company shall be interest free with tenure of such loan based on term of the Scheme and shall be repayable to the Company upon realization of proceeds on permitted sale/ transfer of Shares including realization of exercise price and any other eventual income of the Trust.

Necessary details in this regard are provided as under:

i. The class of employees for whose benefit the Scheme is being implemented and money is being provided for acquisition of the Shares:

Following classes of employees and directors (collectively referred to as “Employees”) are eligible being:

- a) an employee as designated by the company, who is exclusively working in India or outside India; or
- b) a Director of the Company, whether a whole time director or not; including a non-executive director who is not a Promoter or member of the Promoter Group, or
- c) an employee as defined in sub-clauses (a) or (b), of a Subsidiary Companies in India or outside India.

but does not include

- i) an employee who is a Promoter or belongs to the Promoter Group;
- ii) a Director who either by himself or through his relatives or through any body corporate, directly or indirectly holds more than 10% of the issued and subscribed Shares of the Company;
- iii) an Independent Director.

ii. The particulars of the Trustee or employees in whose favour such Shares are to be registered:

It is contemplated that designated trustee shall acquire and hold the Shares of the Company in due compliance of the SBEB Regulations and Companies Act, 2013. An Employee shall be a registered owner of Shares pursuant to exercise of vested Options and transfer of corresponding number of Shares by the trustee.

iii. The particulars of trust and name, address, occupation and nationality of trustees and their relationship with the promoters, directors or key managerial personnel, if any:

The Trust is in the nature of an irrevocable employee welfare trust with the name ‘Rainbow Employees Welfare Trust’ (“Trust”) having its principal office at 8-2-120/103/1, Survey No. 403, Road No. 2, Banjara Hills, Hyderabad - 500034, Telangana.

Details of the Trustees:

S. No	Name	Address	Occupation	Nationality
1	Ms. Maddirala Pranathi Subrahmanyam	Nagarjuna Hills, Next to SMR House, Punjagutta, Nampally, Somajiguda, Hyderabad – 500082, Telangana.	Service	Indian
2	Mr. Yugandhar Meka	Nandagiri Hills, Road No. 69, Jubilee Hills, Shaikpet, Hyderabad – 500033, Telangana	Service	Indian

The Trustees have no relationship with the Promoters, Directors, or Key Managerial Personnel of the Company.

iv. Any interest of key managerial personnel, directors or promoters in such Scheme or trust and effect thereof:

Promoters are not eligible to be covered under the Scheme. However, Key Managerial Personnel and Directors (excluding independent directors) may be covered under the Scheme in due compliance with relevant applicable SBEB Regulations.

v. The detailed particulars of benefits which will accrue to the employees from the implementation of the Scheme:

The maximum quantum of benefits contemplated under the Scheme are in terms of the maximum number of Options that may be granted to an eligible employee as specified in the Scheme.

Apart from the grant of Options as stated above, no other benefits are contemplated under the Scheme.

vi. The details about who would exercise and how the voting rights in respect of the shares to be acquired under the Scheme would be exercised:

The trustee of the Trust shall not vote in respect of Shares held in the Trust as per extant SBEB Regulations. In this circumstance, the voting rights can be exercised by an eligible employee only when the Shares are transferred by the Trust to him/ her upon exercise.

None of the directors and/ or Key Managerial Personnel of the Company including their relatives are interested or concerned in the Trust/ resolution, except to the extent of their entitlements, if any, under the Scheme.

In this background, the Company seeks your approval by way of a special resolution as set forth in the agenda item no. 4 of the Notice, in terms of Section 67 of the Companies Act, 2013 read with Rule 16 of the Companies (Share Capital and Debentures) Rules, 2014 and Regulation 3(8) of the SBEB Regulations, for approving provision of money by the Company for purchase of its own Shares by the Trust for the implementation of the Scheme.

By Order of the Board

For **Rainbow Children's Medicare Limited**

Shreya Mitra

Company Secretary and Compliance Officer

M. No: A54901

Date: February 9, 2025

Place: Hyderabad