

QUARTERLY INTEGRATED FILING (GOVERNANCE)

A. COMPLIANCE REPORT ON CORPORATE GOVERNANCE

1. Name of Listed Entity: **Rainbow Children's Medicare Limited**
2. Quarter ending: **March 31, 2025**

I. Composition of Board of Directors

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*	Date of Birth	No. of Directorship in listed entities including this listed entity [with reference to Regulation 17A(1)]	No. of Independent Directorship in listed entities including this listed entity [with reference to proviso to regulation 17A(1) & reg. 17A(2)]	Number of Memberships in Audit/ Stakeholder Committee(s) including this listed entity [Refer Regulation 26(1) of LODR Regulations]	No. of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity [Refer Regulation 26(1) of LODR 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.	Adarsh Kancharla	DIN – 08302615	Non – Executive Director	24-01-2024	24-01-2024	-	-	01-06-1996	1	0	0	0
Mr.	Anil Dhawan	DIN- 08191702	Independent Director	30-08-2018	30-08-2023	-	79.02	07-11-1961	1	1	2	0
Mr.	Aluri Srinivasa Rao	DIN – 00147058	Independent Director	15-03-2019	15-03-2024	-	72.17	13-02-1965	1	1	2	0



Ms.	Sundari R Pisupati	DIN – 01908852	Independent Director	16-09-2021	16-09-2021	-	42.15	06-05-1971	1	1	4	1
Mr.	Santanu Mukherjee	DIN – 07716452	Independent Director	22-10-2021	22-10-2021	-	41.10	29-12-1956	6	6	9	5

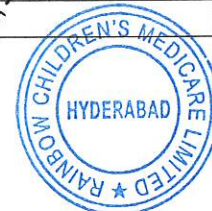
Whether Regular chairperson appointed: **YES**

Whether Chairperson is related to Managing Director or CEO: **YES**

* Tenure of Independent Directors has been counted from his/ her initial date of appointment till March 31, 2025.

II. Composition of Committees

Name of Committee	Whether Regular chairperson appointed	Name of Committee Members	Category (Chairperson/Executive/Non-Executive/Independent/Nominee)	Date of Appointment [#]	Date of Cessation
1. Audit Committee	Yes	1. Mr. Santanu Mukherjee	Chairperson - Independent Director	22-10-2021	-
		2. Dr. Anil Dhawan	Member - Independent Director	22-10-2021	-
		3. Mr. Aluri Srinivasa Rao	Member - Independent Director	22-10-2021	-
		4. Ms. Sundari R Pisupati	Member - Independent Director	22-10-2021	-
2. Nomination & Remuneration Committee	Yes	1. Mr. Aluri Srinivasa Rao	Chairperson - Independent Director	12-12-2019	-
		2. Dr. Anil Dhawan	Member - Independent Director	16-11-2018	-
		3. Ms. Sundari R Pisupati	Member - Independent Director	16-09-2021	-
		4. Mr. Santanu Mukherjee	Member - Independent Director	22-10-2021	-
3. Risk Management Committee	Yes	1. Mr. Santanu Mukherjee	Chairperson - Independent Director	22-10-2021	-
		2. Dr. Ramesh Kancharla	Member - Executive Director, Managing Director	02-03-2016	-
		3. Dr. Adarsh Kancharla	Member - Non – Executive Director	24-01-2024	-
		4. Mr. Aluri Srinivasa Rao	Member - Independent Director	12-12-2019	-
		5. Mr. Vikas Maheshwari	Member - Chief Financial Officer	01-06-2023	-
4. Stakeholders Relationship Committee	Yes	1. Ms. Sundari R Pisupati	Chairperson - Independent Director	22-10-2021	-
		2. Dr. Ramesh Kancharla	Member - Executive Director, Managing Director	22-10-2021	-
		3. Dr. Anil Dhawan	Member - Independent Director	22-10-2021	-
		4. Mr. Aluri Srinivasa Rao	Member - Independent Director	22-10-2021	-



5. CSR & ESG Committee	Yes	1. Dr. Anil Dhawan	Chairperson - Independent Director	16-11-2018	-
		2. Dr. Ramesh Kancharla	Member - Executive Director, Managing Director	19-03-2014	
		3. Dr. Ch Dinesh Kumar	Member - Executive Director	22-10-2021	-
		4. Dr. Adarsh Kancharla	Member – Non - Executive Director	24-01-2024	-
		5. Ms. Sundari R Pisupati	Member - Independent Director	22-10-2021	-
		6. Mr. Santanu Mukherjee	Member - Independent Director	22-10-2021	-

Date of appointment is mentioned as initial date of appointment of Directors in respective committees.

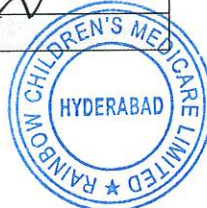
III. Meeting of Board of Directors

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Whether requirement of Quorum met	Total Number of Directors as on date of the Meeting	Number of Directors present	Number of independent directors present	Maximum gap between any two consecutive (in number of days)
October 27, 2024	-	Yes	7	6	3	-
-	February 9, 2025	Yes	7	7	4	104 Days
-	March 22, 2025	Yes	7	7	4	40 Days

IV. Meetings of Committees

Date(s) of meeting of the committee in the previous quarter	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met	Total Number of Directors as on date of the Meeting	Number of Directors present	Number of Independent Directors present	Number of Members attending the meeting (other than Board of Directors)	Maximum gap between any two consecutive meetings in number of days
Audit Committee							
October 27, 2024	-	Yes	4	3	3	0	-
-	February 9, 2025	Yes	4	4	4	0	104 Days
Nomination and Remuneration Committee							
October 27, 2024	-	Yes	4	3	3	0	-
-	February 9, 2025	Yes	4	4	4	0	104 Days
Risk Management Committee							
-	March 22, 2025	Yes	4	4	2	1	174 Days
Stakeholders Relationship Committee							
October 27, 2024	-	Yes	4	3	2	0	

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CSR & ESG Committee							
-	March 22, 2025	Yes	6	6	3	0	-


V. 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.

Details of Cyber Security incidence:

Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter:		No
Date of Event	Brief details of the event	
N.A	N.A	

For Rainbow Children's Medicare Limited


Shreya Mitra

Company Secretary and Compliance Officer



Date: April 29, 2025

Place: Hyderabad

B. INVESTOR GRIEVANCE REDRESSAL REPORT

Investor Grievance Redressal Report	
No. of investor complaints pending at the beginning of Quarter	0
No. of investor complaints received during the Quarter	1
No. of investor complaints disposed off during the Quarter	1
No. of investor complaints those remaining unresolved at the end of the Quarter	0

C. DISCLOSURE OF ACQUISITION OF SHARES OR VOTING RIGHTS IN UNLISTED COMPANIES

The details of acquisition of shares or voting rights in unlisted companies during the quarter in terms of sub-para 1 of para A of Part A of Schedule III are given below:

S. No	Name of the unlisted company in which shares or voting rights have been acquired	Date of acquisition	Aggregate holding (% shares or voting rights) as at the end of the previous quarter	% shares or voting rights acquired during the quarter	Aggregate holding (% shares or voting rights) as at the end of the quarter
Nil					

D. DISCLOSURE OF IMPOSITION OF FINE OR PENALTY

The details of imposition of fine or penalty during the quarter in terms of sub-para 20 of Para A of Part A of Schedule III are given below:

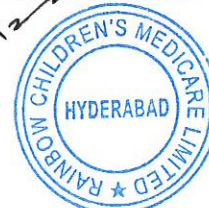
S. No.	Name of the authority	Nature and details of the action(s) taken or order(s) passed	Date of receipt of direction or order, including any ad-interim or interim orders, or any other communication from the authority	Details of the violation(s)/ contravention(s) committed or alleged to be committed	Impact on financial, operation or other activities of the listed entity, quantifiable in monetary terms to the extent possible
Nil					

E. DISCLOSURE OF UPDATES TO ONGOING TAX LITIGATIONS OR DISPUTES

The updates on tax litigations or disputes in terms of sub-para 8 of Para B of Part A of Schedule III read with corresponding provisions of Annexure 18 of the Master Circular are given below:

S. No.	Name of the opposing party	Date of initiation of the litigation/ dispute	Status of the litigation/ dispute as per last disclosure	Current status of the litigation/ dispute
Nil				

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F. DISCLOSURE OF LOANS/ GUARANTEES/ COMFORT LETTERS/ SECURITIES ETC.
HALF YEAR ENDING – MARCH 31, 2025

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:

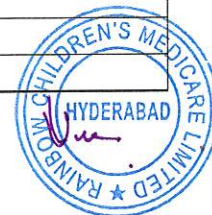
Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	NIL	NIL
Promoter Group or any other entity controlled by them	NIL	NIL
Directors (including relatives) or any other entity controlled by them	NIL	NIL
KMPs or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



Vikas Maheshwari
Chief Financial Officer



Date: April 29, 2025

Place: Hyderabad


Note:

1. *These disclosures shall exclude any loan (or other form of debt), guarantee / 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.*

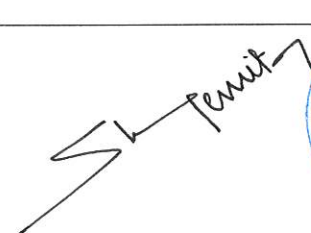
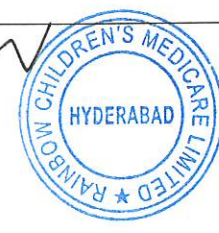
H. WEBSITE AFFIRMATIONS

I. Disclosure on website in terms of LODR Regulations		
Item	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
aa) Memorandum of Association and Articles of Association.	Yes	https://d31scedd5hpubp.cloudfront.net/investor_files/Memorandum_of_Association_and_Articles_of_Association.pdf
ab) Brief profile of board of directors including directorship and full-time positions in body corporates.	Yes	https://www.rainbowhospitals.in/investors-relations/board-of-directors
b) Terms and conditions of appointment of independent directors	Yes	https://d31scedd5hpubp.cloudfront.net/investor_files/Terms%20and%20Conditions%20of%20appointment%20of%20Independent%20Directors.pdf
c) Composition of various committees of board of directors	Yes	https://www.rainbowhospitals.in/investors-relations/board-&-board-committees
d) Code of conduct of board of directors and senior management personnel	Yes	https://d31scedd5hpubp.cloudfront.net/investor_files/Code_of_conduct_for_Directors_and_Senior_ManagementFEB2025.pdf
e) Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	https://d31scedd5hpubp.cloudfront.net/investor_files/Whistle%20Blower%20Policy.pdf
f) Criteria of making payments to non-executive directors	Yes	https://d31scedd5hpubp.cloudfront.net/investor_files/Nomination_and_Remuneration_PolicyFEB2025.pdf
g) Policy on dealing with related party transactions	Yes	https://d31scedd5hpubp.cloudfront.net/investor_files/Policy_on_Materiality_and_Dealing_with_Related_Party_TransactionsFEB2025.pdf
h) Policy for determining 'material' subsidiaries	Yes	https://d31scedd5hpubp.cloudfront.net/investor_files/Policy_for_determining_Material_Subsiary-2025.pdf
i) Details of familiarization programmes imparted to independent directors	Yes	https://www.rainbowhospitals.in/investors-relations/policies-and-programs
j) Email address for grievance redressal and other relevant details	Yes	https://www.rainbowhospitals.in/investors-relations/investor-contact
k) Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	https://www.rainbowhospitals.in/investors-relations/investor-contact
l) Financial results	Yes	https://www.rainbowhospitals.in/investors-relations/quarterly-results

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m) Shareholding pattern	Yes	https://www.rainbowhospitals.in/investors-relations/stock-exchange-disclosures/shareholding-pattern
n) Details of agreements entered into with the media companies and/or their associates	NA	Not Applicable
o) (I) Schedule of analyst or institutional investor meet (II) presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	Yes	(I) https://www.rainbowhospitals.in/investors-relations/stock-exchange-disclosures/schedule-of-analyst-and-institutional-investor-meeting (II) https://www.rainbowhospitals.in/investors-relations/quarterly-results
oa) Audio or video recordings and transcripts of post earnings/quarterly calls	Yes	https://www.rainbowhospitals.in/investors-relations/quarterly-results
p) New name and the old name of the listed entity	NA	Not Applicable
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 obtained by the entity for all its outstanding instruments	Yes	https://www.rainbowhospitals.in/investors-relations/credit-rating
s) Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes	https://www.rainbowhospitals.in/investors-relations/subsidiary-financials
t) Secretarial Compliance report	Yes	https://www.rainbowhospitals.in/investors-relations/stock-exchange-disclosures/annual-secretarial-compliance-report
u) Materiality Policy as per Regulation 30(4)	Yes	https://d31scedd5hpubp.cloudfront.net/investor_files/Policy_on_Determination_of_Materiality_for_disclosure_of_events_or_InformationFEB2025.pdf
v) disclosure of contact details of KMP who are authorised for the purpose of determining materiality as required under regulation 30(5)	Yes	https://d31scedd5hpubp.cloudfront.net/investor_files/Policy_on_Determination_of_Materiality_for_disclosure_of_events_or_InformationFEB2025.pdf
w) Disclosures under regulation 30(8)	Yes	https://www.rainbowhospitals.in/investors-relations/stock-exchange-disclosures
x) statements of deviation(s) or variation(s) as specified in regulation 32 of these regulations	Yes	https://www.rainbowhospitals.in/investors-relations/stock-exchange-disclosures/statement-of-deviations-or-variations
y) Dividend Distribution policy as per Regulation 43A (as applicable)	Yes	https://d31scedd5hpubp.cloudfront.net/investor_files/Dividend_Distribution_Policy.pdf

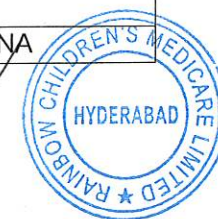
z) annual return as provided under section 92 of the Companies Act, 2013	Yes	https://www.rainbowhospitals.in/investors-relations/shareholder-information/annual-returns
za) Employee Benefit scheme documents framed in terms of SEBI (SBEB) Regulations, 2021	Yes	https://www.rainbowhospitals.in/investors-relations/shareholder-information
Confirmation that the above disclosures are in a separate section as specified in regulation 46(2)	Yes	https://www.rainbowhospitals.in/investors-relations
Compliance with regulation 46(3) with respect to accuracy on the website and timely updating	Yes	https://www.rainbowhospitals.in/investors-relations
It is certified that these contents on the website of the listed entity are correct.		

I. AFFIRMATIONS W.R.T. COMPLIANCE WITH CORPORATE GOVERNANCE PROVISIONS

II. Annual Affirmations			
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)	Yes
2.	Board composition	17(1), 17(1A), 17(1C), 17(1D) & 17 (1E)	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.	Role of Audit Committee and information to be reviewed by the audit committee	18(3)	Yes
18.	Composition of Nomination & Remuneration Committee	19(1) & (2)	Yes
19.	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes
20.	Meeting of Nomination & Remuneration Committee	19(3A)	Yes
21.	Role of Nomination & Remuneration Committee	19(4)	Yes
22.	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes
23.	Meeting of Stakeholder Relationship Committee	20(3A)	Yes
24.	Role of Stakeholder Relationship Committee	20(4)	Yes
25.	Composition and role of risk management committee	21(1),(2),(3),(4)	Yes
26.	Meeting of Risk Management Committee	21(3A)	Yes
27.	Quorum of Risk Management Committee	21(3B)	Yes
28.	Gap between the meetings of the Risk Management Committee	21(3C)	Yes
29.	Vigil Mechanism	22	Yes
30.	Policy for related party Transaction	23(1),(1A),(5),(6) & (8)	Yes
31.	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2) & (3)	Yes
32.	Approval for material related party transactions	23(4)	NA
33.	Disclosure of related party transactions on consolidated basis	23(9)	Yes
34.	Composition of Board of Directors of unlisted material Subsidiary*	24(1)	NA
35.	Other Corporate Governance requirements with respect to subsidiary of listed entity**	24(2),(3),(4),(5) & (6)	Yes
36.	Alternate Director to Independent Director	25(1)	NA
37.	Maximum Tenure	25 (2)	Yes
38.	Appointment, Re-appointment or removal of an Independent Director through special resolution or the alternate mechanism	25(2A)	NA
39.	Meeting of independent directors	25(3) & (4)	Yes
40.	Familiarization of Independent Directors	25(7)	Yes
41.	Declaration from Independent Director	25(8) & (9)	Yes
42.	Directors and Officers insurance	25(10)	Yes
43.	Confirmation with respect to appointment of Independent Directors who resigned from the Listed entity	25(11)	NA
44.	Memberships in Committees	26(1)	Yes
45.	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
46.	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes
47.	Approval of the Board and shareholders for compensation or profit sharing in connection with dealings in the securities of the listed entity	26(6)	NA
48.	Vacancies in respect Key Managerial Personnel	26A(1) & 26A(2), 26A(3)	NA




Any other information to be provided	<p>* The Company does not have any material subsidiary Company.</p> <p>**(a) Regulations 24(5) & (6) are not applicable to the Company</p> <p>(b)The financial statements for the year ended March 31, 2025 of the unlisted subsidiaries of the Company, including investments made by such subsidiaries, will be placed for review of the Audit Committee in due course.</p>
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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 subsidiaries of the Company have been complied.	Yes

For Rainbow Children's Medicare Limited


Shreya Mitra

Company Secretary and Compliance Officer



Date: April 29, 2025

Place: Hyderabad