

RAILWAY CHILDREN INDIA

Regd. Office- B-1, 1st Floor, Arjun Nagar, Harsukh Marg, New Delhi-110029

CIN: U85100DL2013NPL260371

E-mail: secretarial@railwaychildren.org.in; Contact: 8800216194

NOTICE FOR THE SEVENTH ANNUAL GENERAL MEETING

Notice is hereby given that the Seventh Annual General Meeting of the Members of Railway Children India will be held on Saturday, 26th September, 2020 through video conference hosting at B-1, 1st Floor, Arjun Nagar, Harsukh Marg, New Delhi-110029 at 11:00 A.M. IST in accordance with the applicable provisions of the Companies Act, 2013 read with MCA General Circular No. 20/2020, 14/2020 and 17/2020 dated 5th May, 2020, 8th April, 2020 and 13th April, 2020 respectively to consider and if thought fit to pass with or without modification the following resolution as an ordinary resolutions:

ORDINARY BUSINESS

1. To consider and adopt the audited Balance Sheet as on 31st March, 2020, audited Statement of Income & Expenditure and the schedules and annexure thereto for the financial year ended on that date, together with Report of Auditors and Directors thereon.
2. To take note of the re-appointment of Auditors M/s Jagdish Chand & Co., Chartered Accountants, (Firm Reg. No. 000129 N) for 5 years in the Annual General Meeting held in 2019.

SPECIAL BUSINESS

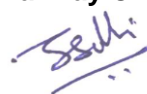
3. To Regularize the appointment of/ to re-appoint Mr. Harbhajan Singh (DIN: 07483105) as a Director of the Company.

To consider and if thought fit to pass with or without modification(s) the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 161 read with section 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, Mr. Harbhajan Singh (DIN: 07483105), who was appointed as an Additional Director by the Board of Directors of the Company w.e.f. 01.04.2020 pursuant to Section 161(1) of the Companies Act, 2013 and who holds office upto the conclusion date of this AGM, be and is, hereby, appointed as a Director of the Company.”

“RESOLVED FURTHER THAT any of the Director be and is hereby authorized to do all such act(s), thing(s), deed(s) including filing of e-forms with the concerned Registrar of Companies as may be necessary to give effect to the above mentioned resolution.”

**By the order of Board of Directors of
Railway Children India**



**Date: 05.09.2020
Place: New Delhi**

**Navin Sellaraju Sukumar
CEO**

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Notes:

1. Explanatory Statement setting out the material facts concerning each item of Special Businesses to be transacted at the General Meeting pursuant to Section 102 of the Companies Act, 2013, is annexed hereto and forms part of the Notice.
2. In view of the COVID 19 pandemic, considering social distancing to be a pre-requisite physical attendance of the Members to the AGM venue is not required. In accordance with the same, the Ministry of Corporate Affairs vide its Circular dated 5th May, 2020 read with Circulars dated 8th April, 2020 and 13th April, 2020 (collectively referred to as 'Circulars'), has introduced certain measures enabling companies to convene their Annual General Meetings (AGM/ Meeting) through Video Conferencing (VC) or Other Audio Visual Means (OAVM) and also send notice of the Meeting and other correspondences related thereto, through electronic mode. In compliance with the said requirements of the MCA Circulars, electronic copy of the Notice along with the Annual Report for the financial year ended 31st March, 2020 consisting of Financial Statements including Board's Report, Auditors' Report and other documents required to be attached therewith (Collectively referred to as Notice) have been sent only to those members whose e-mail ids are registered with the Company through electronic means and no physical copy of the Notice has been sent by the Company to any member.
3. The Notice for this Meeting along with requisite documents and the Annual Report for the financial year ended 2019-20 shall also be placed on the Company's website www.railwaychildren.org.in.
4. The copy of Financial Statements along with the Auditors Report for the year ending 31st March 2020 is enclosed with the notice in terms of the provisions of Section 136 of the Companies Act, 2013.
5. The members who have not yet registered their e-mail ids with the Company may contact on secretarial@railwaychildren.org.in for registering their e-mail Ids. The Company shall send the Notice to such members whose e-mail Ids get registered within a week from the date of notice, enabling them to participate in the meeting and cast their votes.
6. If there is any change in the e-mail ID already registered with the Company, members are requested to immediately notify such change to the Company.
7. In view of the aforesaid MCA Circulars, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, members are required to send to the Company, a certified true copy of the Board Resolution, pursuant to section 113 of the Companies Act 2013, authorizing their representative to attend and vote on their behalf at the Meeting through VC.
8. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
9. The Statutory Registers of the Company maintained in accordance with the Companies Act, 2013 shall be made available only in electronic form for inspection during the Meeting through VC. All other relevant documents referred to in the accompanying

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notice/ explanatory statement shall be made open for inspection by the members only in

electronic form at the Meeting on all working days, except Saturdays, from 11:00 a.m. to 1:00 p.m. up to the date of the ensuing Meeting which can be accessed through advance request sent to secretarial@railwaychildren.org.in

- 10.**In accordance with the MCA Circulars, the Company shall be providing the VC facility to the members for participating in the Meeting. The members are requested to follow the following instructions in order to participate in the Meeting through VC mechanism:
- a. The login-id and password/ link for joining the meeting shall be separately provided to the members on their registered e-mail IDs;
 - b. The facility for joining the Meeting shall be kept open 15 minutes before the time scheduled to start the meeting and 15 minutes after the expiry of the said scheduled time;
 - c. Queries on the accounts and operations of the Company or the businesses covered under the Notice may be sent to secretarial@railwaychildren.org.in at least seven days in advance of the meeting so that the answers may be made readily available at the meeting However, the Members will be allowed to pose questions during the course of the Meeting;
 - d. Members are requested to e-mail at secretarial@railwaychildren.org.in in case of any technical assistance required at the time of log in/ assessing/ voting at the Meeting through VC;

**By the order of Board of Directors of
Railway Children India**



**Navin Sellaraju Sukumar
CEO**

Date: 05.09.2020

Place: New Delhi

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Explanatory Statement under section 102 of the Companies Act, 2013

Item no. 3

Mr. Harbhajan Singh (DIN: 07483105), on the recommendation of the Board of Directors was appointed as an Additional Director with effect from 01.04.2020 by the Board under section 161 of the Act. Mr. Harbhajan Singh shall hold office upto the date of the ensuing AGM and liable to retire by rotation in the following third AGM after this AGM. He has consented to the proposed appointment and declared qualified.

Mr. Singh possess requisite knowledge, experience and skill set for the position of Director. The Board subject to approval of members in the ensuing AGM, has accorded its consent to appoint Mr. Harbhajan Singh as Non-Executive Director. He will not be entitled for any remuneration as per the Company Policy for non-executive directors except sitting fees for attending Board meetings.

Further, except Mr. Harbhajan Singh, being an appointee, none other Director and their relatives are concerned or interested, financially or otherwise, in the resolution set out at item no. 3.

**By the order of Board of Directors of
Railway Children India**



**Date: 05.09.2020
Place: New Delhi**

**Navin Sellaraju Sukumar
CEO**

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Route Map of AGM's hosting venue

