NOTICE

To,
The Members, the Directors & the Auditors of
St. Jude India Child Care Centres

Notice is hereby given that the 14th Annual General Meeting of the members of St. Jude India ChildCare Centres will be held on Friday, 11 September 2020 at 10:30 a.m.

wherein participation will be mandatorily by video-conferencing – no physical presence please,
to transact the following business:

Ordinary business

1. To consider and adopt, the Audited Financial Statements of the Company for the financial year ended 31st March 2020, together with the Reports of the Board of Directors and the Auditors thereon.

2. To appoint in place of Ms. Gargi Mashruwala [DIN: 00032543], who retires by rotation and being eligible offers, herself for reappointment.

3. To appoint in place of Mr. Gopal Vittal [DIN: 02291778], who retires by rotation and being eligible offers, himself for reappointment.

4. To appoint in place of Ms. Mukeeta Prameet Jhaveri [DIN: 00709997], who retires by rotation and being eligible offers, herself for reappointment.

By order of the Board of Directors of
St. Jude India ChildCare Centres

Gargi Mashruwala
Director
[DIN: 00032543]

Dated: 7 September 2020
Place: Mumbai
Notes:

1. In the present extraordinary circumstances due to the pandemic caused by COVID-19 prevailing in the country inter alia requiring social distancing, this ensuing AGM is being convened through video conferencing pursuant to General Circulars No. 14/2020 dated 8th April 2020 and 17/2020 dated 13th April 2020.

2. Since participation in this meeting will be mandatorily by video conferencing – no physical presence, as such there is no need to mention the venue of the meeting. However, if at all necessary, the registered office of the Company be deemed to be the venue of the meeting.

3. All the members of the Company are located in the same time zone and the AGM is being held during the normal business hours.

4. Email address of all the members of the Company are registered with the Company. The Annual Report of the Company is attached herewith.

5. The AGM will be held on zoom platform which facilitates two / multiple way teleconferencing. The meeting id and password will be circulated to the members, directors and invitees of the Company through a separate email. You are requested to submit your questions in advance, latest by 8 September 2020, on the designated email address of the Company (contact@stjudechild.org) with a CC to: gargimas@gmail.com

6. The facility for joining the AGM shall be kept open 15 minutes before the time scheduled to start the AGM and shall remain open till the expiry of 15 minutes after the scheduled time.

7. Attendance of the members through video-conferencing shall be counted for the purpose of reckoning the quorum for the AGM under section 103 of the Companies Act 2013.

8. Register of directors and key managerial personnel and their shareholding and other relevant documents, if any, shall be kept open for inspection during this AGM and shall be made accessible to the members of the Company on written request made in advance, latest by 8 September 2020, to the designated email address of the Company mentioned above.

9. The Chairperson of the Board shall preside as Chairperson of the AGM. Or else, the members present at the AGM shall elect one of themselves to be the Chairman thereof on a show of hands pursuant to section 104 of the Companies Act 2013.

10. The auditor or his authorized representative who is qualified to be the auditor shall attend the AGM.

11. Since this AGM will be held through video conferencing where physical attendance of members is already dispensed with:

   a. the facility of appointment of proxy by members will not be available [Cl. VIII of 3-B of General Circulars No. 14/2020 dated 8th April 2020]

   b. the question of attendance slip and the Route map and prominent land mark for easy location of the venue of the AGM does not arise.
12. As no special business is to be transacted at the AGM, the question of annexing a statement setting out the following material facts concerning each item of special business to be transacted at the AGM does not arise.

13. The resolutions put to the vote at the AGM shall be decided on a show of hands, unless a poll is demanded by any member/s (having not < \( \frac{1}{10} \) of the total voting power in aggregate) under section 109 of the Companies Act 2013. In case a poll is required to be taken at the AGM on any resolution, the members are requested to convey their vote on contact@stjudechild.org which is the designated email address for the purpose. During the meeting held through video conferencing facility, where a poll on any item is required, the members shall cast their vote on the resolutions only by sending emails through their emails registered with the Company to the designated email address of the Company mentioned above. The result thereof shall be declared at the AGM itself.

14. In case any shareholder needs any assistance with using the technology before or during the AGM, they can call up the helpline number - 9871916608.

15. A copy of this notice shall be prominently displayed on the website of the Company.