

HBEL/BSE/2019-20/25

Date: 01st October, 2019

To,

BSE SME Platform

25th Floor, P.J. Towers, Dalal Street,
Fort, Mumbai - 400 001
E-mail - corp.comm@bseindia.com

Scrip ID: HBEL (542592)

SUBJECT: SUBMISSION OF PROCEEDINGS AND VOTING RESULTS OF THE 09TH ANNUAL GENERAL MEETING OF THE HUMMING BIRD EDUCATION LIMITED HELD ON 30TH SEPTEMBER, 2019.

Dear Sir,

We hereby inform that the 09th Annual General Meeting of the Company was held on 30th September, 2019 at 1:00 P.M. at 705, 7th Floor, B-08, GD-ITL Tower, Netaji Subhash Place, Pitampura, New Delhi-110034. All the items of the business contained in the Notice of the Annual General Meeting were transacted and passed by the Members.

In this regard, please find enclosed the followings:

1. Consolidated Voting Results of the business transacted at the AGM, as required under Regulation 44(3) of the Listing Relulations- *Annexure A*
2. The Scrutinizer's Report dated 01st October, 2019 pursuant to Section 108 and 109 of the Companies Act, 2013 read with Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014- *Annexure-B*

The meeting was concluded at 1:45 P.M.

The Voting results along with the Scrutinizer Report shall be available on the Company's website at www.hummingbirdeducation.com.

This is for your information and record.

Thanking You,
Yours faithfully,

For Humming Bird Education Limited


Mayank Pratap Singh

For HUMMING BIRD EDUCATION LTD.

COMPANY SECRETARY

Company Secretary and Compliance Officer

HUMMING BIRD EDUCATION LTD, (CIN No. U80221DL2010PLC207436)

REGD. OFFICE: 1374-1375, 2ND FLOOR, KATRA LEHSWAN, CHANDNI CHOWK, DELHI - 06

Unit No. 705, 7th Floor, GD-ITL Tower, Plot No. B-08, Netaji Subhash Place, Pitampura, New Delhi - 110034

Annexure-A

In terms of Regulation 44 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, we furnish herein below the details of the consolidated results of remote e-voting and voting through ballot papers at 09th Annual General Meeting in the prescribed format:

Name of the Company	Humming Bird Education Limited
CIN	L80221DL2010PLC207436
Book Closure Date	20 th September, 2019 to 30 th September, 2019
Total number of Shareholders on Cut off Date	85

- Cut off date for the purpose of determining the shareholders eligible to vote was 20th September, 2019.

No. of shareholders present in the meeting either in person or through proxy:

Shareholder	In Person or through proxy	Total
Promoter and Promoter Group	3	3
Public Shareholders	3	3

No. of shareholders attended the meeting through Video Conferencing:

Promoter and Promoter Group	Nil
Public Shareholders	Nil

Details Agenda wise:

Ordinary Business:

S. No.	Particulars	Type of Resolution
1.	Adoption of the Audited Balance Sheet, Statement of Profit and Loss for the year ended 31 st March, 2019 along with Director's Report and Auditor's Report thereon:	Ordinary Resolution
2.	Appointment of Mr. Narender Kumar Jain (DIN: 03133942), who retires by rotation and being eligible, offers himself for re-appointment.	Ordinary Resolution
3.	Appointment of Statutory Auditor	Ordinary Resolution

Special Business:

S. No.	Particulars	Type of Resolution
4.	Authorization to Board of Directors to borrow money as per Section 180(1)(c)	Special Resolution

For HUMMING BIRD EDUCATION LTD.


COMPANY SECRETARY

5.	Authorization to sell, lease or otherwise dispose off the whole or substantially the whole of the undertaking as per Section 180(1)(a)	Special Resolution
6.	To Appoint Mr. Vipul Khandelwal (DIN: 08215156) as an Independent Director	Special Resolution
7.	To Appoint Mr. Raja Amitabh (DIN: 08547127) as an Independent Director	Special Resolution
8.	To Appoint Ms. Sonam Mangla (DIN: 08545524) as an Independent Director	Special Resolution
9.	To Appoint Ms. Teena Jain (DIN: 08545452) as an Independent Director	Special Resolution

Resolution No. 1: Adoption of the Audited Balance Sheet, Statement of Profit and Loss for the year ended 31st March, 2019 along with Director's Report and Auditor's Report thereon:

Resolution required: Ordinary/Special				Ordinary					
Whether promoter/promoter group are interested in agenda/resolution?				NO					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes Polled on outstanding shares	No. of Votes-favour	No. of Votes-against	% of votes in favour on votes polled	% of votes against on votes polled	
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	
Promoter and Promoter Group (A)	E-Voting	3,59,996	-	-	-	-	-	-	
	Poll/Ballot Paper		359,996	100	359,996	0.00	100	0.00	
	Postal Ballot (if applicable)		-	-	-	-	-	-	
	Total		359,996	359,996	100	359,996	0.00	100	0.00
Public-Institutions (B)	E-Voting	-	-	-	-	-	-	-	
	Poll/Ballot Paper		-	-	-	-	-	-	
	Postal Ballot (if applicable)		-	-	-	-	-	-	
	Total		-	-	-	-	-	-	
Public-Non Institutions (C)	E-Voting	31,000	-	-	-	-	-	-	
	Poll/Ballot Paper		31,000	100	31,000	0.00	100	0.00	
	Postal Ballot (if applicable)		-	-	-	-	-	-	
	Total		31,000	31,000	100	31,000	0.00	100	0.00
Total (A+B+C)		390,996	390,996	100	390,996	0.00	100	0.00	
Whether resolution is passed or not				Yes					

Resolution No. 2: Appointment of Mr. Narender Kumar Jain (DIN: 03133942), who retires by rotation and being eligible, offers himself for re-appointment.

For HUMMING BIRD EDUCATION LTD.

N. Singh
COMPANY SECRETARY

Resolution required: Ordinary/Special				Ordinary				
Whether promoter/promoter group are interested in agenda/resolution?				Yes				
Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes Polled on outstanding shares	No. of Votes-favour	No. of Votes-against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group (A)	E-Voting	3,59,996	-	-	-	-	-	-
	Poll/Ballot Paper		359,996	100	359,996	0.00	100	0.00
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		359,996	359,996	100	359,996	0.00	100
Public-Institutions (B)	E-Voting	-	-	-	-	-	-	-
	Poll/Ballot Paper		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public-Non Institutions (C)	E-Voting	31,000	-	-	-	-	-	-
	Poll/Ballot Paper		31,000	100	31,000	0.00	100	0.00
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		31,000	31,000	100	31,000	0.00	100
Total (A+B+C)		390,996	390,996	100	390,996	0.00	100	0.00
Whether resolution is passed or not				Yes				

Resolution No. 3: Appointment of Statutory Auditor

Resolution required: Ordinary/Special				Ordinary				
Whether promoter/promoter group are interested in agenda/resolution?				NA				
Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes Polled on outstanding shares	No. of Votes-favour	No. of Votes-against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group (A)	E-Voting	3,59,996	-	-	-	-	-	-
	Poll/Ballot Paper		359,996	100	359,996	0.00	100	0.00
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		359,996	359,996	100	359,996	0.00	100
Public-Institutions (B)	E-Voting	-	-	-	-	-	-	-
	Poll/Ballot Paper		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		-	-	-	-	-	-

For HUMMING BIRD EDUCATION LTD.

 COMPANY SECRETARY

Public-Non Institutions (C)	E-Voting	31,000	-	-	-	-	-	-
	Poll/Ballot Paper		31,000	100	31,000	0.00	100	0.00
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		31,000	31,000	100	31,000	0.00	100
Total (A+B+C)		390,996	390,996	100	390,996	0.00	100	0.00
Whether resolution is passed or not		Yes						

Resolution No. 4: Authorization to Board of Directors to borrow money as per Section 180(1)(c)

Resolution required: Ordinary/Special				Special				
Whether promoter/promoter group are interested in agenda/resolution?				NA				
Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes Polled on outstanding shares	No. of Votes-favour	No. of Votes-against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group (A)	E-Voting	3,59,996	-	-	-	-	-	-
	Poll/Ballot Paper		359,996	100	359,996	0.00	100	0.00
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		359,996	359,996	100	359,996	0.00	100
Public-Institutions (B)	E-Voting	-	-	-	-	-	-	-
	Poll/Ballot Paper		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public-Non Institutions (C)	E-Voting	31,000	-	-	-	-	-	-
	Poll/Ballot Paper		31,000	100	31,000	0.00	100	0.00
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		31,000	31,000	100	31,000	0.00	100
Total (A+B+C)		390,996	390,996	100	390,996	0.00	100	0.00
Whether resolution is passed or not		Yes						

Resolution No. 5: Authorization to sell, lease or otherwise dispose off the whole or substantially the whole of the undertaking as per Section 180(1)(a)

Resolution required: Ordinary/Special				Special				
Whether promoter/promoter group are interested in agenda/resolution?				NA				
Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes Polled on outstanding shares	No. of Votes-favour	No. of Votes-against	% of votes in favour on votes polled	% of votes against on votes polled

For HUMMING BIRD EDUCATION LTD.

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		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group (A)	E-Voting	3,59,996	-	-	-	-	-	-
	Poll/Ballot Paper		359,996	100	359,996	0.00	100	0.00
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		359,996	359,996	100	359,996	0.00	100
Public-Institutions (B)	E-Voting	-	-	-	-	-	-	-
	Poll/Ballot Paper		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public-Non Institutions (C)	E-Voting	31,000	-	-	-	-	-	-
	Poll/Ballot Paper		31,000	100	31,000	0.00	100	0.00
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		31,000	31,000	100	31,000	0.00	100
Total (A+B+C)		390,996	390,996	100	390,996	0.00	100	0.00
Whether resolution is passed or not		Yes						

Resolution No. 6: To Appoint Mr. Vipul Khandelwal (DIN: 08215156) as an Independent Director

Resolution required: Ordinary/Special				Special				
Whether promoter/promoter group are interested in agenda/resolution?				NA				
Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes Polled on outstanding shares	No. of Votes-favour	No. of Votes-against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group (A)	E-Voting	3,59,996	-	-	-	-	-	-
	Poll/Ballot Paper		359,996	100	359,996	0.00	100	0.00
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		359,996	359,996	100	359,996	0.00	100
Public-Institutions (B)	E-Voting	-	-	-	-	-	-	-
	Poll/Ballot Paper		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public-Non Institutions (C)	E-Voting	31,000	-	-	-	-	-	-
	Poll/Ballot Paper		31,000	100	31,000	0.00	100	0.00
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		31,000	31,000	100	31,000	0.00	100

For HUMMING BIRD EDUCATION LTD.


COMPANY SECRETARY

Total (A+B+C)	390,996	390,996	100	390,996	0.00	100	0.00
Whether resolution is passed or not	Yes						

Resolution No. 7: To Appoint Mr. Raja Amitabh (DIN: 08547127) as an Independent Director

Resolution required: Ordinary/Special				Special				
Whether promoter/promoter group are interested in agenda/resolution?				NA				
Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes Polled on outstanding shares	No. of Votes- in favour	No. of Votes- against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group (A)	E-Voting	3,59,996	-	-	-	-	-	-
	Poll/Ballot Paper		359,996	100	359,996	0.00	100	0.00
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		359,996	359,996	100	359,996	0.00	100
Public-Institutions (B)	E-Voting	-	-	-	-	-	-	-
	Poll/Ballot Paper		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public-Non Institutions (C)	E-Voting	31,000	-	-	-	-	-	-
	Poll/Ballot Paper		31,000	100	31,000	0.00	100	0.00
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		31,000	31,000	100	31,000	0.00	100
Total (A+B+C)		390,996	390,996	100	390,996	0.00	100	0.00
Whether resolution is passed or not	Yes							

Resolution No. 8: To Appoint Ms. Sonam Mangla (DIN: 08545524) as an Independent Director

Resolution required: Ordinary/Special				Special				
Whether promoter/promoter group are interested in agenda/resolution?				NA				
Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes Polled on outstanding shares	No. of Votes- in favour	No. of Votes- against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter	E-Voting		-	-	-	-	-	-
	Poll/Ballot Paper		359,996	100	359,996	0.00	100	0.00

For HUMMING BIRD EDUCATION LTD.

 COMPANY SECRETARY

Group (A)	Postal Ballot (if applicable)	3,59,996	-	-	-	-	-	-
	Total	359,996	359,996	100	359,996	0.00	100	0.00
Public-Institutions (B)	E-Voting	-	-	-	-	-	-	-
	Poll/Ballot Paper	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	-	-	-	-	-	-	-
Public-Non Institutions (C)	E-Voting	-	-	-	-	-	-	-
	Poll/Ballot Paper	31,000	31,000	100	31,000	0.00	100	0.00
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	31,000	31,000	100	31,000	0.00	100	0.00
Total (A+B+C)		390,996	390,996	100	390,996	0.00	100	0.00
Whether resolution is passed or not		Yes						

Resolution No. 9: To Appoint Ms. Teena Jain (DIN: 08545452) as an Independent Director

Resolution required: Ordinary/Special				Special				
Whether promoter/promoter group are interested in agenda/resolution?				NA				
Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes Polled on outstanding shares	No. of Votes-favour	No. of Votes-against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group (A)	E-Voting	3,59,996	-	-	-	-	-	-
	Poll/Ballot Paper		359,996	100	359,996	0.00	100	0.00
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		359,996	359,996	100	359,996	0.00	100
Public-Institutions (B)	E-Voting	-	-	-	-	-	-	-
	Poll/Ballot Paper		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public-Non Institutions (C)	E-Voting	31,000	-	-	-	-	-	-
	Poll/Ballot Paper		31,000	100	31,000	0.00	100	0.00
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		31,000	31,000	100	31,000	0.00	100
Total (A+B+C)		390,996	390,996	100	390,996	0.00	100	0.00
Whether resolution is passed or not		Yes						

For HUMMING BIRD EDUCATION LTD.

(Signature)
COMPANY SECRETARY



REPORT OF SCRUTINIZER

(Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(4)(xii) of the Companies (Management and Administration) Rules, 2014)

To

The Chairman of 9th Annual General Meeting of Members of Humming Bird Education Limited held on September 30, 2019 at 1:00 P.M. at the 705, 07th Floor, B-08, GD-ITL Tower, Netaji Subhash Place, Pitampura, Delhi-110034, India.

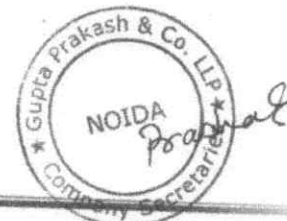
Dear Sir,

Sub: Consolidated Scrutinizer's Report on remote e-voting and ballot papers received from the shareholders pertaining to the 9th Annual General Meeting of Humming Bird Education Limited

1. I, Prashant Kumar Gupta, Company Secretary in Whole-time Practice, have been appointed by the Board of Directors of the Company as a scrutinizer for the purpose of scrutinising the process of remote e-voting and ballot papers received from shareholders, carried out as per the provisions of Section 108 and 109 of the Companies Act, 2013 read with Rule 20(4) and 21(2) of the Companies (Management and Administration) Rules, 2014 ('Rules') to ascertain the requisite majority in respect of resolutions (Item no. 1 to 9) contained in the notice to the 9th Annual General Meeting (AGM) of the Company, held on Monday, September 30, 2019 at 1:00 P.M. at the 705, 07th Floor, B-08, GD-ITL Tower, Netaji Subhash Place, Pitampura, Delhi-110034, India.
2. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means and ballot papers on the resolutions contained in the notice to the 9th Annual General Meeting of the members of the Company. My responsibility as a scrutiniser for the voting process is restricted to make a Scrutinizer's Report of the votes cast "IN FAVOUR" or "AGAINST" the resolutions stated above based on the reports generated from the process of remote e-voting and ballot paper.
3. Further to the above, I hereby submit my scrutiny report on remote e-voting and voting by ballot papers at the 9th Annual General Meeting::
 - (i) The remote e-voting period remained open from Friday, 27th September, 2019 (9:00 A.M.) to Saturday, 29th September, 2019 (5:00 P.M.).

For HUMMING BIRD EDUCATION LTD.

Prashant
MANAGING DIRECTOR



- (ii) The members of the Company as on the “cut-off” date i.e., 20th September, 2019 were entitled to vote on the resolutions (Item No. 1 to 9) as set out in the notice of the 9th Annual General Meeting of the Company.
- (iii) After declaration of poll/ voting through ballot papers by the Chairman, the ballot box kept for polling and was taken into custody and locked.
- (iv) The locked ballot box was subsequently opened by me on 1st October, 2019 during working hours in the presence of two witnesses, Mr. Anant Prakash and Ms. Kajal Rawat, who are not in employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence:

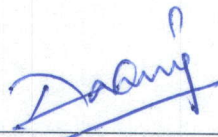


Anant Prakash

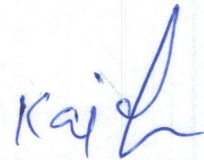


Kajal Rawat

- (v) Thereafter, the poll papers were diligently scrutinised and were reconciled with the records maintained by the Company/ Registrar and Transfer Agents (RTA) of the Company and the authorisations/ proxies lodged with the Company.
- (vi) As stated above, the remote e- voting period ended at 5:00 P.M. on 29th September, 2019. The votes cast on remote e- voting were unblocked by me during the working hours in the presence of two witnesses, Mr. Anant Prakash and Ms. Kajal Rawat, who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

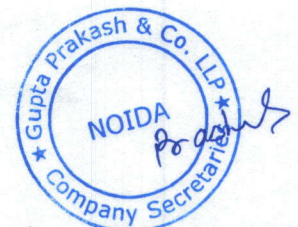


Anant Prakash



Kajal Rawat

- (vii) The voters were also scrutinized for the purpose of eliminating duplicate voting i.e. on remote e- voting and as well as on poll, if any.
- (viii) The ballot papers, which were incomplete and/ or which were otherwise found defective have been treated as invalid and kept separately, if any.



- (ix) List of Equity Shareholders, who voted electronically, “FOR” or “AGAINST”, each of the resolutions that were put to vote, were generated from the e-voting website of Central Depository Services Limited (‘CDSL’) i.e., <https://evotingindia.com>.
4. The details of remote e- voting (EVSN-190909012) and ballot papers received at the 9th Annual General Meeting are as under:

a) Resolution No. 1: Ordinary Resolution

To adopt Balance Sheet, Statement of Profit and Loss, Report of the Board of Directors and Auditors for the financial year ended March, 31, 2019.

- (i) Total Votes cast for the resolution:

Mode of Voting	Number of members voted	Numbers of votes cast by them
E-Voting	0	0
Ballot at AGM	06	3,90,996

- (ii) Voted in favour of the resolution:

Mode of Voting	Number of members voted	Numbers of valid votes cast by them	% of total number of valid votes casts
E-Voting	0	0	0
Ballot at AGM	06	3,90,996	100

- (iii) Voted against the resolution:

Mode of Voting	Number of members voted	Numbers of valid votes cast by them	% of total number of valid votes casts
E-Voting	0	0	0
Ballot at AGM	0	0	0

- (iv) Invalid Votes

Mode of Voting	Number of members whose votes were declared invalid	Number of invalid votes cast by them
E-Voting	0	0
Ballot at AGM	0	0



RESULT: The Resolution No. 1 is passed as an Ordinary Resolution.

b) Resolution No.2: Ordinary Resolution

Appointment of Director in place of Mr. Narender Kumar Jain (DIN: 03133942), who retires by rotation and, being eligible, offers himself for re-appointment.

(v) Total Votes cast for the resolution:

Mode of Voting	Number of members voted	Numbers of votes cast by them
E-Voting	0	0
Ballot at AGM	06	390,996

(i) Voted in favour of the resolution:

Mode of Voting	Number of members voted	Numbers of valid votes cast by them	% of total number of valid votes casts
E-Voting	0	0	0
Ballot at AGM	06	390,996	100

(ii) Voted against the resolution:

Mode of Voting	Number of members voted	Numbers of valid votes cast by them	% of total number of valid votes casts
E-Voting	0	0	0
Ballot at AGM	0	0	0

(iii) Invalid Votes

Mode of Voting	Number of members whose votes were declared invalid	Number of invalid votes cast by them
E-Voting	0	0
Ballot at AGM	0	0

RESULT: The Resolution No. 2 is passed as an Ordinary Resolution.



**c) Resolution No. 3: Ordinary Resolution
Appointment of Statutory Auditors**

(i) Total Votes cast for the resolution:

Mode of Voting	Number of members voted	Numbers of votes cast by them
E-Voting	0	0
Ballot at AGM	06	3,90,996

(ii) Voted in favour of the resolution:

Mode of Voting	Number of members voted	Numbers of valid votes cast by them	% of total number of valid votes casts
E-Voting	0	0	0
Ballot at AGM	06	3,90,996	100

(iii) Voted against the resolution:

Mode of Voting	Number of members voted	Numbers of valid votes cast by them	% of total number of valid votes casts
E-Voting	0	0	0
Ballot at AGM	0	0	0

(iv) Invalid Votes

Mode of Voting	Number of members whose votes were declared invalid	Number of invalid votes cast by them
E-Voting	0	0
Ballot at AGM	0	0

RESULT: The Resolution No. 3 is passed as an Ordinary Resolution.

d) Resolution No. 4: Special Resolution

Authorization to Board of Directors to borrow money as per Section 180(1)(c).

(i) Total Votes cast for the resolution:

Mode of Voting	Number of members	Numbers of votes cast
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(5)

	voted	by them
E-Voting	0	0
Ballot at AGM	06	3,90,996

(ii) Voted in favour of the resolution:

Mode of Voting	Number of members voted	Numbers of valid votes cast by them	% of total number of valid votes casts
E-Voting	0	0	0
Ballot at AGM	06	3,90,996	100

(iii) Voted against the resolution:

Mode of Voting	Number of members voted	Numbers of valid votes cast by them	% of total number of valid votes casts
E-Voting	0	0	0
Ballot at AGM	0	0	0

(iv) Invalid Votes

Mode of Voting	Number of members whose votes were declared invalid	Number of invalid votes cast by them
E-Voting	0	0
Ballot at AGM	0	0

RESULT: The Resolution No. 4 is passed as Special Resolution.

e) Resolution No. 5: Special Resolution

Authorization to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking as per Section 180(1)(a).

(i) Total Votes cast for the resolution:

Mode of Voting	Number of members voted	Numbers of votes cast by them
E-Voting	0	0
Ballot at AGM	06	3,90,996

(ii) Voted in favour of the resolution:



(6)

Mode of Voting	Number of members voted	Numbers of valid votes cast by them	% of total number of valid votes casts
E-Voting	0	0	0
Ballot at AGM	06	3,90,996	100

(iii) Voted against the resolution:

Mode of Voting	Number of members voted	Numbers of valid votes cast by them	% of total number of valid votes casts
E-Voting	0	0	0
Ballot at AGM	0	0	0

(iv) Invalid Votes

Mode of Voting	Number of members whose votes were declared invalid	Number of invalid votes cast by them
E-Voting	0	0
Ballot at AGM	0	0

RESULT: The Resolution No. 5 is passed as Special Resolution.

f) Resolution No. 6: Special Resolution

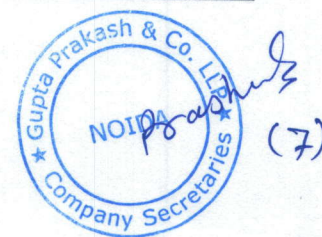
Appointment of Mr. Vipul Khandelwal (DIN: 08215156) as an Independent Director.

(i) Total Votes cast for the resolution:

Mode of Voting	Number of members voted	Numbers of votes cast by them
E-Voting	0	0
Ballot at AGM	06	3,90,996

(ii) Voted in favour of the resolution:

Mode of Voting	Number of members voted	Numbers of valid votes cast by them	% of total number of valid votes casts
E-Voting	0	0	0
Ballot at AGM	06	3,90,996	100



(iii) Voted against the resolution:

Mode of Voting	Number of members voted	Numbers of valid votes cast by them	% of total number of valid votes casts
E-Voting	0	0	0
Ballot at AGM	0	0	0

(iv) Invalid Votes

Mode of Voting	Number of members whose votes were declared invalid	Number of invalid votes cast by them
E-Voting	0	0
Ballot at AGM	0	0

RESULT: The Resolution No. 6 is passed as Special Resolution.

g) Resolution No. 7: Special Resolution

Appointment of Mr. Raja Amitabh (DIN: 08547127) as an Independent Director.

(i) Total Votes cast for the resolution:

Mode of Voting	Number of members voted	Numbers of votes cast by them
E-Voting	0	0
Ballot at AGM	06	3,90,996

(ii) Voted in favour of the resolution:

Mode of Voting	Number of members voted	Numbers of valid votes cast by them	% of total number of valid votes casts
E-Voting	0	0	0
Ballot at AGM	06	3,90,996	100

(iii) Voted against the resolution:

Mode of Voting	Number of members voted	Numbers of valid votes cast by them	% of total number of valid votes casts
E-Voting	0	0	0



Ballot at AGM	0	0	0
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(iv) Invalid Votes

Mode of Voting	Number of members whose votes were declared invalid	Number of invalid votes cast by them
E-Voting	0	0
Ballot at AGM	0	0

RESULT: The Resolution No. 7 is passed as Special Resolution.

h) Resolution No. 8: Special Resolution

Appointment of Ms. Sonam Mangla (DIN: 08545524) as an Independent Director.

(i) Total Votes cast for the resolution:

Mode of Voting	Number of members voted	Numbers of votes cast by them
E-Voting	0	0
Ballot at AGM	06	3,90,996

(ii) Voted in favour of the resolution:

Mode of Voting	Number of members voted	Numbers of valid votes cast by them	% of total number of valid votes casts
E-Voting	0	0	0
Ballot at AGM	06	3,90,996	100

(iii) Voted against the resolution:

Mode of Voting	Number of members voted	Numbers of valid votes cast by them	% of total number of valid votes casts
E-Voting	0	0	0
Ballot at AGM	0	0	0

(iv) Invalid Votes

Mode of Voting	Number of members whose	Number of invalid votes
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	votes were declared invalid	cast by them
E-Voting	0	0
Ballot at AGM	0	0

RESULT: The Resolution No. 8 is passed as Special Resolution.

i) Resolution No. 9: Special Resolution

Appointment of Ms. Teena Jain (DIN: 08545452) as an Independent Director.

(i) Total Votes cast for the resolution:

Mode of Voting	Number of members voted	Numbers of votes cast by them
E-Voting	0	0
Ballot at AGM	06	3,90,996

(ii) Voted in favour of the resolution:

Mode of Voting	Number of members voted	Numbers of valid votes cast by them	% of total number of valid votes casts
E-Voting	0	0	0
Ballot at AGM	06	3,90,996	100

(iii) Voted against the resolution:

Mode of Voting	Number of members voted	Numbers of valid votes cast by them	% of total number of valid votes casts
E-Voting	0	0	0
Ballot at AGM	0	0	0

(iv) Invalid Votes

Mode of Voting	Number of members whose votes were declared invalid	Number of invalid votes cast by them
E-Voting	0	0
Ballot at AGM	0	0

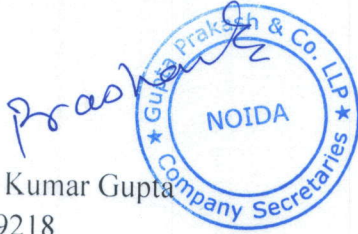
RESULT: The Resolution No. 8 is passed as Special Resolution.



5. The Register and all other papers relating to remote e- voting and physical ballot shall remain under my safe custody until the Chairman considers, approves and sign the minutes and thereafter I will return the register and other related papers to the Company.

Thanking You

For Gupta Prakash & CO. LLP
Company Secretaries



Prashant Kumar Gupta
M. No.: 9218
CP. NO.: 10853

Date: 01-10-2019
Place: Noida UP

UDIN: F009218A0021703