

HBEL/BSE/2019-20/45

Date: 09<sup>th</sup> December, 2019

To,

**BSE SME Platform**

25<sup>th</sup> 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 EXTRA ORDINARY GENERAL MEETING OF THE HUMMING BIRD EDUCATION LIMITED HELD ON 07<sup>TH</sup> DECEMBER, 2019.**

Dear Sir,

We hereby inform that the Extra Ordinary General Meeting of the Company was held on 07<sup>th</sup> December, 2019 at 12:30 P.M. at 705, 7<sup>th</sup> 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 Extra Ordinary 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 EGM, as required under Regulation 44(3) of the Listing Regulations- *Annexure A*
2. The Scrutinizer's Report dated 09<sup>th</sup> December, 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 03:30 P.M.

The Voting results along with the Scrutinizer Report shall be available on the Company's website at [www.hummingbirdeducation.com](http://www.hummingbirdeducation.com).

This is for your information and record.

Thanking You,  
Yours faithfully,

For Humming Bird Education Limited

For HUMMING BIRD EDUCATION LTD.



Mayank Pratap Singh  
Company Secretary and Compliance Officer

COMPANY SECRETARY

## 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 Extra Ordinary General Meeting in the prescribed format:

Name of the Company	Humming Bird Education Limited
CIN	L80221DL2010PLC207436
Book Closure Date	01 <sup>st</sup> December, 2019 to 07 <sup>th</sup> December, 2019
Total number of Shareholders on Cut off Date	81

- Cut off date for the purpose of determining the shareholders eligible to vote was 02<sup>nd</sup> December, 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	4	4
Public Shareholders	3	3

**No. of shareholders attended the meeting through Video Conferencing:**

Promoter and Promoter Group	Nil
Public Shareholders	Nil

**Details Agenda wise:**

**Special Business:**

S. No.	Particulars	Type of Resolution
1.	Alteration in Articles of Association of the Company	Special Resolution

**Resolution No. 1: Alteration of Articles of Association of the Company:**

Resolution required: Ordinary/Special				Special					
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- 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		449,996	100	449,996	0.00	100	0.00	

Group (A)	Postal Ballot (if applicable)	449,996	-	-	-	-	-	-
	<b>Total</b>	449,996	449,996	100	449,996	0.00	100	0.00
Public-Institutions (B)	E-Voting	-	-	-	-	-	-	-
	Poll/Ballot Paper	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	<b>Total</b>	-	-	-	-	-	-	-
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)	31,000	-	-	-	-	-	-
	<b>Total</b>	31,000	31,000	100	31,000	0.00	100	0.00
<b>Total (A+B+C)</b>		480,996	480,996	100	480,996	0.00	100	0.00
<b>Whether resolution is passed or not</b>		<b>Yes</b>						

**For HUMMING BIRD EDUCATION LTD.**  
  
**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)**

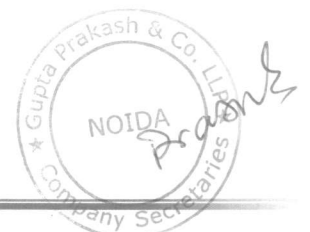
To

The Chairman of Extra Ordinary General Meeting of Members of Humming Bird Education Limited held on December 7, 2019 at 12:30 P.M. at the 705, 07<sup>th</sup> 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 Extra Ordinary 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) contained in the notice to the Extra Ordinary General Meeting (EGM) of the Company, held on Saturday, December 7, 2019 at 12:30 P.M. at the 705, 07<sup>th</sup> 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 Extra Ordinary General Meeting of the members of the Company. My responsibility as a scrutiner 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 Extra Ordinary General Meeting::
  - (i) The remote e-voting period remained open from Wednesday, 04<sup>th</sup> December, 2019 (9:00 A.M.) to Friday, 06<sup>th</sup> December, 2019 (5:00 P.M.).



- (ii) The members of the Company as on the “cut-off” date i.e., 02<sup>nd</sup> December, 2019 were entitled to vote on the resolutions (Item No. 1) as set out in the notice of the Extra Ordinary 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 09<sup>th</sup> December, 2019 during working hours in the presence of two witnesses, Mr. Anant Prakash and Mr. Vinay Kumar Singh, who are not in employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence:



Anant Prakash



Vinay Kumar Singh

- (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 06<sup>th</sup> December, 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 Mr. Vinay Kumar Singh, who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

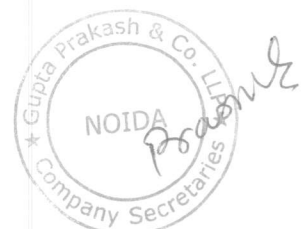


Anant Prakash



Vinay Kumar Singh

- (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-191106004) and ballot papers received at the Extra Ordinary General Meeting are as under:

**a) Resolution No. 1: Ordinary Resolution**

**To Alter Articles of Association of the Company.**

- (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	07	4,80,996

- (ii) Voted in favour of the resolution:

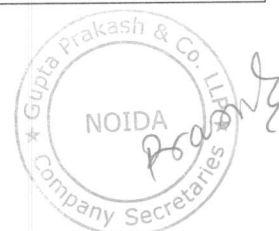
Mode of Voting	Number of members voted	Numbers of valid votes cast by them	% of total number of valid votes casts
E-Voting	0	0	0
Ballot at AGM	07	4,80,996	100

- (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

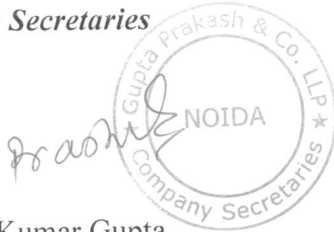


**RESULT: The Resolution No. 1 is passed as Special Resolution.**

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: 09.12.2019

Place: Noida UP

UDIN: F009218A000373551