



HBEL/BSE/2021-22/21

Date: 01st October, 2021

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: Outcome of the 11th Annual General Meeting

Dear Sir/Madam,

With reference to our letter dated September 2, 2021 in respect of the Notice of the 11th (Eleventh) Annual General Meeting (“AGM”) of Humming Bird Education Limited scheduled on Thursday, September 30, 2021 at 01.30 p.m. (IST) through Video Conference (“VC”) / Other Audio Visual Means (“OAVM”), we would like to inform that the AGM was duly held and business was transacted there at as per the Notice of the AGM dated September 02, 2021 and in terms of the General Circulars 20/2020 dated May 5, 2020 and 02/2021 dated January 13, 2021, read with circulars dated April 8, 2020 and April 13, 2020 issued by the Ministry of Corporate Affairs (“MCA”) and in compliance with the provisions of the Companies Act, 2013 (“the Act”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”).

In this connection, please find enclosed, the following disclosures pursuant to the SEBI Listing Regulations and the Act:-

1. Summary of proceedings of the AGM pursuant to Regulation 30 read with Part A of the Schedule III of the SEBI Listing Regulations- **Enclosed as Annexure 1;**
2. The Scrutinizer’s Report dated 30th September, 2021 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- **Enclosed as Annexure 2;**
3. Results of Voting pursuant to Regulation 44(3) of SEBI Listing Regulations- **Enclosed as Annexure 3;**

The meeting was concluded at 01:50 P.M.

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

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

☎ +91-9999383339, +91-9953777349. ✉ info@hummingbirdeducation.com 🌐 www.hummingbirdeducation.com, www.olympiads.co.in

This is for your information and record.

Thanking You,
Yours faithfully,

For Humming Bird Education Limited

For HUMMING BIRD EDUCATION LTD.


COMPANY SECRETARY

Mayank Pratap Singh
Company Secretary and Compliance Officer

Summary of Proceedings of 11th Annual (Eleventh) Annual General Meeting of Humming Bird Education Limited

The 11th (Eleventh) Annual General Meeting (“AGM”) of the Shareholders of Humming Bird Education Limited (“the Company”) was duly convened and held on Thursday, September 30, 2021 at 01:30 p.m. (IST) through Video Conferencing (“VC”).

Mr. Savishesh Raj (Chairman) chaired the AGM.

Mr. Savishesh Raj, Chairman welcomed all the shareholders and briefed them about certain procedural and technical aspects of the AGM with respect to joining the Meeting through Video Conference and manner of asking questions by speaker shareholders.

The requisite quorum being present, the Chairman called the meeting to order.

With the consent of the Shareholders present, Mr. Nitesh Jain, Managing Director took the Notice of the Meeting and the Report of the Statutory Auditors on the Standalone and Consolidated Audited Financial Statements for the Financial Year ended March 31, 2021 and Secretarial Audit Report for Financial Year ended March 31, 2021 as read.

The Chairman then delivered his speech to the Shareholders.

The Chairman informed the Shareholders that the Company had provided to the Shareholders, the facility to cast their vote electronically through remote e-voting facility provided by Central Depository Services (India) Limited (“CDSL”) which had commenced on Monday, September 27, 2021 at 9.00 a.m. (IST) upto Wednesday, September 29, 2021 till 5.00 p.m. (IST), on all resolutions set forth in the Notice of the AGM. Shareholders who were present at the AGM and had not cast their vote electronically were provided an opportunity to cast their votes though e-voting during the Meeting.

The Shareholders were informed that the Board of Directors had appointed Mr. Prashant Kumar Gupta, Practicing Company Secretary as the Scrutinizer to supervise the remote e-voting and e-voting process during the AGM.

The Chairman also informed that the results of the voting shall be declared within 48 (Forty-eight) hours from the conclusion of the AGM and accordingly, the same forms a part of this summary of proceedings of AGM which is being submitted to the BSE Limited and will also be put up on the Company’s website, www.hummingbirdeducation.com.

The following resolutions set out in the Notice convening the AGM were put to vote by remote e-voting and remote e-voting during the Meeting:

1. To receive, consider and adopt the Audited Financial Statements of the Company (including consolidated financial statements) for the financial year ended March 31, 2021, together with the Reports of the Directors and Auditors thereon;
2. To Re-Appoint Mrs. Vaishali Jain, as a Director liable to retire by rotation, who has offered herself for re-appointment;
3. To Re-appointment of Mr. Narender Kumar Jain, as a Director, liable to retire by rotation, who has offered himself for re-appointment;
4. To Approve limits for borrowing pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013 and authorized to Board of Directors of the Company;
5. To Approval for creation of charge and creation of security pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013 and authorized to Board of Directors of the Company;

There were no queries raised by the Shareholders on the financials and performance of the Company for the Financial Year 2020-21.

The AGM ended at 01:50 p.m. (IST) with a vote of thanks by the Chairman.

The Chairman thanked the Shareholders, for attending and participating in the Meeting and also the employees of the Company and other stakeholders for their continued support. The e-voting facility was kept open for the next 30 (Thirty) minutes to enable the Members to cast their vote.

As per the Report of the Scrutinizer dated September 30, 2021 issued by Mr. Prashant Kumar Gupta, Practicing Company Secretary, all the above mentioned 5 (Five) Resolutions out of which 3 (three) Ordinary Business stand passed with requisite majority and 2 (two) Special Business has not been passed.

For Humming Bird Education Limited

For HUMMING BIRD EDUCATION LTD.



COMPANY SECRETARY

Mayank Pratap Singh
Company Secretary and Compliance Officer



Prashant Gupta & Associates
Company Secretary

**COMBINED SCRUTINIZER'S REPORT ON REMOTE E-VOTING & E-VOTING CONDUCTED DURING 11TH
ANNUAL GENERAL MEETING OF HUMMING BIRD EDUCATION LIMITED HELD ON THURSDAY,
SEPTEMBER 30, 2021 AT 01.30 P.M.**

**(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 Annual General Meeting of Members of Humming Bird Education Limited held on September 30, 2021 at 01:30 P.M. by means of Video Conferencing/Other Audio Visual Means (OAVM).

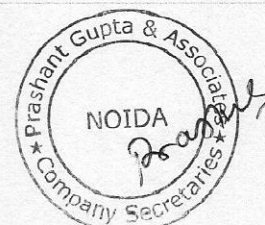
Dear Sir,

Sub: Passing of Resolution(s) through Electronic Voting pursuant to Section 108 of the Companies Act, 2013 read with rule 20 of the Companies (Management and Administration) Rules, 2014 as amended, the General Circulars 20/2020 dated May 5, 2020 and 02/2021 dated January 13, 2021, read with circulars dated April 8, 2020 and April 13, 2020 issued by the Ministry of Corporate Affairs and in accordance with Circular dated May 12, 2020 issued by the Securities and Exchange Board of India (SEBI) (collectively referred to as "Applicable Circulars")

1. I, Prashant Kumar Gupta, Company Secretary in Whole-time Practice, have been appointed by the Board of Directors of Humming Bird Education Limited (*hereinafter referred to as the "Company"*) at its meeting held on 02nd September, 2021, as the scrutinizer for the purpose of scrutinizing the process of remote e-voting and e-voting conducted during the 11th annual general meeting, 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') and in accordance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 as amended by the Applicable circulars issued in this connection both by MCA and SEBI, providing relaxation for manner in which AGM shall be held and conducted through VC or OAVM.

The Applicable Circulars provide for relaxation in the manner in which the AGM will be held including the manner of sending the Notices and Annual Reports to the Shareholders and the manner of voting at the meeting, which was necessitated on account of the outbreak of COVID-19 pandemic.

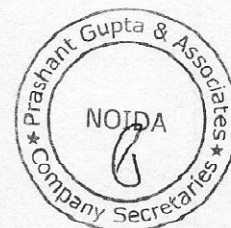
Add: C- 114, H- 59, Sector- 63, Noida, UP- 201301, Mobile: 9873412790



As mentioned in the Notice, the proceedings of the 11th Annual General Meeting will be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the Annual General Meeting.

Report on Scrutiny:

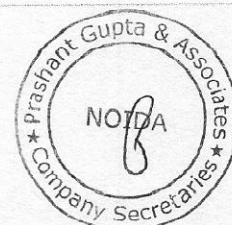
- The Company had appointed Central Depository Services (India) Limited ('CDSL') as the Service Provider, for the purpose of providing the facility of Remote E-Voting to the Members of the Company and for E-Voting during the 11th AGM.
- Bigshare Services Private Limited ('Bigshare') are the Registrar and Share Transfer Agents (RTA) of the Company.
- CDSL had provided a system for recording votes of the members electronically through Remote E-Voting as well as E-Voting conducted during the AGM on all the items of the business (both Ordinary and Special Businesses) sought to be transacted in the 11th AGM of the Company, which was held on Thursday, September 30, 2021.
- CDSL had set up electronic voting facility on their website, <https://www.evotingindia.com/>. The Company had uploaded all the items of the business to be transacted at the 11th AGM on CDSL website and also on the website of BSE Limited (Stock Exchange where the Equity Shares of the Company are listed), to facilitate their members to cast their vote through Remote E-Voting.
- The Management of the Company is responsible for ensuring compliances with requirements of the Act and the Rules there under.
- My responsibility as the Scrutinizer of the voting process (through E-Voting), was restricted to scrutinize the E-voting process (Remote E-voting and E-voting during the 11th AGM), in a fair and transparent manner and to prepare a Combined Scrutinizer's Report of the votes cast in favour and against the resolutions stated in the Notice, based on the report generated from the E-voting system provided by CDSL.
- The internal cut-off date for the dispatch of the Notice of the AGM was September 02, 2021 as on that date, there were 71 Members of the Company. As mentioned in the Applicable Circulars, Bigshare had sent the Notices of the AGM along with Annual Report for the Financial Year 2020-21 and E-voting details by email to 69 Members constituting 97.18% of the total members, whose email IDs were made available by the Depositories. For those Members whose email IDs were not available, or who had not registered their email IDs with RTA the Notices could not be



sent. The Company had advertised in newspaper, asking those members who have not provided their email IDs to do so and to the extent, details were provided by the Members were considered for sending the Notice of the 11th AGM. The Notices sent through email contained the detailed procedure to be followed by the Members who were desirous of casting their votes electronically as provided in the Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and as provided in the Applicable Circulars.

- The Cut-off date for the purpose of identifying the Members who will be entitled to vote on the resolutions placed for approval of the Members was Thursday, **September 23, 2021**.
- As prescribed in the aforesaid Rules, the Remote E-voting facility was kept open for 3 (three) days from **Monday, September 27, 2021 at 9.00 A.M. to Wednesday, September 29, 2021 at 5.00 P.M.**
- As prescribed in **Clause IV of the Circular dated May 5, 2020 issued by MCA**, which is forming part of applicable circulars, the Company had released an advertisement prior to sending Notices to the Shareholders which was published in English in 'Financial Express' on September 03, 2021, newspaper having wide circulation in the district where the Registered Office of the Company is situated and in Hindi in 'Jansatta' on September 03, 2021. The Notice contained the required information as provided under clause IV (a) to (g) of the said circular.
- The notice published in newspaper carried the required information as specified in Sub Rule 4(v) (a) to (h) of the Rule 20 of the Companies (Management and Administration) Rules, 2014.
- At the end of the voting period on **Wednesday, September 29, 2021 at 5.00 P.M.**, the voting portal of the CDSL, service provider was blocked forthwith.
- At the **11th AGM of the Company held through VC, on Thursday, September 30, 2021**, after considering all the items of businesses, the facility to vote electronically (E-voting) was provided to facilitate those members who are attending the 11th AGM through VC but could not participate in the Remote E-voting to record their votes.
- On Thursday, September 30, 2021, after tabulating the votes cast electronically by the system provided by CDSL, the votes cast through E-voting facility and E-voting during the 11th AGM were duly unblocked by me as a Scrutinizer in the presence of Mr. Vinay Kumar Singh and Mr. Anant Prakash who acted as the witness, as prescribed in Sub Rule 4(xii) of the said Rule 20. After the voting by electronic means the votes cast through Remote E-voting process was tabulated for the purpose of considering the total votes cast by the shareholders through both ways.

Thereafter, I, as a scrutinizer duly compiled details of the Remote E-voting carried out by the Members and the E-voting held during the AGM, the details of which are as follows:



The results of the Remote E-voting together with the e-voting conducted during the 11th AGM are as under:

Details	Remote E-voting	E-voting at AGM	Total voting
Number of members who cast their votes	7	1	8
Total number of shares held by them	4,91,996	7,000	4,98,996
Valid Votes	As per details provided under each one of the Resolution(s) mentioned hereunder.		
Less voted/Abstained Votes	As mentioned under each of the Resolution.		

Note: Percentage of votes cast in favour or against the resolution is calculated based on the **Valid Votes** cast through Remote E-voting and through E-voting during 11th AGM.

ORDINARY BUSINESS:

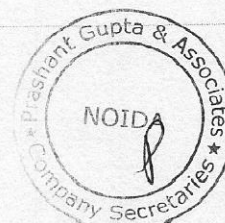
1) Item No. 1 of the Notice (As an Ordinary Resolution):

Adoption of Financial Statements for the Financial Year ended March 31, 2021:-

To consider and adopt the Audited Financial Statements (including Standalone and Consolidated Financial Statements) of the Company for the Financial Year ended March 31, 2021 and the Reports of the Board of Directors of the Company and the Statutory Auditors thereon, including Annexure(s) thereto:

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained/less voted i.e. invalid votes	
	Nos.	%age	Nos.	%age	Nos.	%age
Total votes through Remote e-voting and E-voting at meeting	4,98,996	100	-	-	-	-

Item No. 1 of the Notice stand **PASSED** with requisite majority.



2) **Item No. 2 of the Notice (As an Ordinary Resolution):**

To Re-appointment of Mrs. Vaishali Jain (DIN: 08218792) as a "Director", liable to retire by rotation, who has offered herself for re-appointment:-

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained/less voted i.e. invalid votes	
	Nos.	%age	Nos.	%age	Nos.	%age
Total votes through Remote e-voting and E-voting at meeting	4,98,996	100	-	-	-	-

Item No. 2 of the Notice stand **PASSED** with requisite majority.

3) **Item No. 3 of the Notice (As an Ordinary Resolution):**

To Re-appointment of Mr. Narender Kumar Jain (DIN: 03133942) as a "Director", liable to retire by rotation, who has offered himself for re-appointment:-

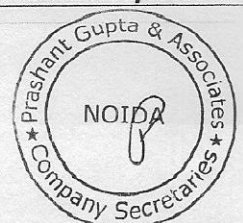
Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained/less voted i.e. invalid votes	
	Nos.	%age	Nos.	%age	Nos.	%age
Total votes through Remote e-voting and E-voting at meeting	4,98,996	100	-	-	-	-

SPECIAL BUSINESS:

4) **Item No. 4 of the Notice (As Special Resolution):**

To Approval Under Section 180(1)(c) of the Companies Act, 2013:-

Manner of Voting	Votes in favour of	Votes against the	Abstained/less
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	the resolution		resolution		voted i.e. invalid votes	
	Nos.	%age	Nos.	%age	Nos.	%age
Total votes through Remote e-voting and E-voting at meeting	32,000	6.41	4,66,996	93.59	-	-

Item No. 4 of the Notice **HAS NOT BEEN PASSED** as Special Resolution.

5) Item No. 5 of the Notice (As Special Resolution):

To Approval Under Section 180(1)(a) of the Companies Act, 2013:-

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained/less voted i.e. invalid votes	
	Nos.	%age	Nos.	%age	Nos.	%age
Total votes through Remote e-voting and E-voting at meeting	32,000	6.41	4,66,996	93.59	-	-

Item No. 5 of the Notice **HAS NOT BEEN PASSED** as Special Resolution.

All the 5 (five) resolutions mentioned in the Notice of 11th AGM dated September 02, 2021 as per the details mentioned above out of which all 3 (three) ordinary business stand **PASSED** and 2 (two) Special Business **HAS NOT BEEN PASSED** under Remote E-voting and E-voting conducted during 11th AGM with the requisite majority and hence deemed to be passed as on the date of the AGM.

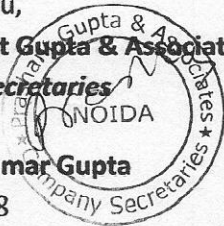
I hereby confirm that I am maintaining the soft copy of the Registers received from the CDSL, the Service Provider in respect of the votes cast through Remote E-voting and E-voting conducted during the 11th AGM by the Members of the Company. All other relevant records relating to Remote E-voting and E-voting is under my safe custody and will be handed over to the Company Secretary for safe keeping, after the Chairman signs the Minutes.

Thanking You,

For Prashant Gupta & Associates
Company Secretaries

Prashant Kumar Gupta

M. No.: 9218



CP. NO.: 10853

Date:30.09.2021

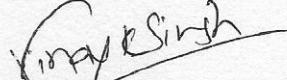
Place: Noida UP

UDIN: F009218C001056363

The Following were the witness to the unblocking the votes cast through Remote E-voting and E-voting at the AGM.



1. Anant Prakash

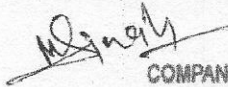


2. Vinay Kumar Singh

I have received the report:

For Humming Bird Education Limited

For HUMMING BIRD EDUCATION LTD.



Signature:

COMPANY SECRETARY

Name: MayankPratap Singh

Designation: Company Secretary

Date: 30.09.2021

Place: New Delhi

Annexure-3

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 e-voting in the AGM in the prescribed format:

Name of the Company	Humming Bird Education Limited
CIN	L80221DL2010PLC207436
Book Closure Date	24 th September, 2021 to 30 th September, 2021
Total number of Shareholders on Cut-off Date	72

- Cut-off date for the purpose of determining the shareholders eligible to vote was 23rd September, 2021.

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

Shareholder	In Person or through proxy	Total
Promoter and Promoter Group	0	0
Public Shareholders	0	0

No. of shareholders attended the meeting through Video Conferencing:

Promoter and Promoter Group	2
Public Shareholders	6

Details Agenda wise:

Ordinary Business:

S. No.	Particulars	Type of Resolution
1.	To receive, consider and adopt the Audited Financial Statements of the Company (including consolidated financial statements) for the financial year ended March 31, 2021, together with the Reports of the Directors and Auditors thereon;	Ordinary Resolution

1. Resolution No. 1: To receive, consider and adopt the Audited Financial Statements of the Company (including consolidated financial statements) for the financial year ended March 31, 2021, together with the Reports of the Directors and Auditors 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	4,58,999	4,58,996	99.99	4,58,996	0.00	100	0.00
	E-voting in AGM		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		4,58,999	4,58,996	99.99	4,58,996	0.00	100
Public-Institutions (B)	E-Voting	-	-	-	-	-	-	-
	E-voting in AGM		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		-	-	-	-	-	-

Public-Non Institutions (C)	E-Voting	1,54,001	40,000	25.97	40,000	0.00	100	0.00
	E-voting in AGM		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		15,4,001	40,000	25.97	40,000	0.00	100
Total (A+B+C)		6,13,000	4,98,996	81.40	4,98,996	0.00	100	0.00
Whether resolution is passed or not		Yes						

S. No.	Particulars	Type of Resolution
2	To Re-Appoint Mrs. Vaishali Jain, as a Director liable to retire by rotation, who has offered herself for re-appointment	Ordinary Resolution

2. Resolution No. 2: To Re-Appoint Mrs. Vaishali Jain, as a Director liable to retire by rotation, who has offered herself for re-appointment;

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- 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	4,58,999	4,58,996	99.99	4,58,996	0.00	100	0.00
	E-voting in AGM		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		4,58,999	4,58,996	99.99	4,58,996	0.00	100
Public-Institutions (B)	E-Voting	-	-	-	-	-	-	-
	E-voting in AGM		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public-Non Institutions (C)	E-Voting	1,54,001	40,000	25.97	40,000	0.00	100	0.00
	E-voting in AGM		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		15,4,001	40,000	25.97	40,000	0.00	100
Total (A+B+C)		6,13,000	4,98,996	81.40	4,98,996	0.00	100	0.00
Whether resolution is passed or not		Yes						

S. No.	Particulars	Type of Resolution
3	To Re-appointment of Mr. Narender Kumar Jain, as a Director, liable to retire by rotation, who has offered himself for re-appointment	Ordinary Resolution

3. Resolution No. 3: To Re-appointment of Mr. Narender Kumar Jain, as a Director, liable to retire by rotation, who has offered himself for re-appointment;

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- 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	4,58,999	4,58,996	99.99	4,58,996	0.00	100	0.00
	E-voting in AGM		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		4,58,999	4,58,996	99.99	4,58,996	0.00	100
Public-Institutions (B)	E-Voting	-	-	-	-	-	-	-
	E-voting AGM		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public-Non Institutions (C)	E-Voting	1,54,001	40,000	25.97	40,000	0.00	100	0.00
	E-voting in AGM		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		15,4,001	40,000	25.97	40,000	0.00	100
Total (A+B+C)		6,13,000	4,98,996	81.40	4,98,996	0.00	100	0.00
Whether resolution is passed or not		Yes						

Special Business:

S. No.	Particulars	Type of Resolution
4	To Approve limits for borrowing pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013 and authorized to Board of Directors of the Company	Special Resolution

4. Resolution No. 4: To Approve limits for borrowing pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013 and authorized to Board of Directors 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 Group (A)	E-Voting	4,58,999	4,58,996	99.99	0	4,58,996	0	100
	E-voting in AGM		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		4,58,999	4,58,996	99.99	0	4,58,996	0
Public-Institutions	E-Voting	-	-	-	-	-	-	-
	E-voting AGM		-	-	-	-	-	-

(B)	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	-	-	-	-	-	-	-
Public-Non Institutions (C)	E-Voting	1,54,001	40,000	25.97	32,000	8,000	80	20
	E-voting in AGM		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		15,4,001	40,000	25.97	32,000	8,000	80
Total (A+B+C)		6,13,000	4,98,996	81.40	32,000	4,66,996	6.41	93.59
Whether resolution is passed or not		No						

S. No.	Particulars	Type of Resolution
5	To Approval for creation of charge and creation of security pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013 and authorized to Board of Directors of the Company;	Special Resolution

5. Resolution No. 5: To Approval for creation of charge and creation of security pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013 and authorized to Board of Directors 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 Group (A)	E-Voting	4,58,999	4,58,996	99.99	0	4,58,996	0	100
	E-voting in AGM		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		4,58,999	4,58,996	99.99	0	4,58,996	0
Public-Institutions (B)	E-Voting	-	-	-	-	-	-	-
	E-voting in AGM		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public-Non Institutions (C)	E-Voting	1,54,001	40,000	25.97	32,000	8,000	80	20
	E-voting in AGM		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		15,4,001	40,000	25.97	32,000	8,000	80
Total (A+B+C)		6,13,000	4,98,996	81.40	32,000	4,66,996	6.41	93.59
Whether resolution is passed or not		No						

For HUMMING BIRD EDUCATION LTD.


COMPANY SECRETARY

Humming Bird

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ANNUAL 2020-2021

REPORT

The First And Only Listed
Olympiad Company



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HUMMING BIRD

H M O

Mathematics Olympiad

SpellBee

≡ Humming Bird ≡
Spelling Competition

HUMMING BIRD

H S O

Science Olympiad

HUMMING BIRD

H T O

தமிழ் ஒலிம்பியாட்

HUMMING BIRD

H H O

Hindi Olympiad

HUMMING BIRD

H C C

Commerce Competency

HUMMING BIRD

H E O

English Olympiad

HUMMING BIRD

A R O

Aptitude & Reasoning

HUMMING BIRD

H C O

Cyber Olympiad

HUMMING BIRD

H G O

G. K. Olympiad

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CORPORATE INFORMATION

Management Team:

Mr. Savishesh Raj
Mr. Nitesh Jain
Ms. Vaishali Jain
Mr. Narender Kumar Jain
Mr. Arihant Jain
Ms. Teena Jain
Ms. Sonam Mangla
Mr. Vipul Khandelwal
Mr. Raja Amitabh
Mr. Piyush Khatri
Mr. Mayank Pratap Singh

Chairman (Non-Executive)
Managing Director
Executive Director & Chief Financial Officer
Non-Executive Director
Independent Director
Independent Director
Independent Director
Independent Director
Independent Director
Chief Executive Officer
Company Secretary & Compliance Officer

Statutory Auditor

M/s. V C A N & Co.
Chartered Accountants
1105A, Pearls Best Height-1
Netaji Subhash Place, New Delhi-110034

Secretarial Auditor

M/s. Prashant Gupta and Associates
Company Secretaries
F-07, B-127, Sector-2, Noida
Uttar Pradesh-201301

Registered Office

1374-1375, 2nd Floor, Katra Lehswan
Chandni Chowk, Delhi-110006

Corporate Office

A-95/3, Second Floor, Wazirpur
Industrial Area, Delhi-110052

Registrar & Share Transfer Agent

Bigshare Services Private Limited
1st Floor, Bharat Tin Works Building
Opp. Vasant Oasis, Makwana Road
Marol, Andheri (East), Mumbai-400059

Bankers

HDFC Bank Limited

Investor Relations

Cheiron Capital
(Raj Nagpal & Co. LLP)

Board of Director

Mr. Savishesh Raj

Non-Executive Chairman

Mr. Savishesh Raj has around 15 years' experience in Corporate Finance, Project Finance, Equity and Debt funding, Transaction advisory, Company Ratings, and Risk management products in leading multinational companies. He has worked in different industries in various countries around the world. He is Chartered Accountant by qualification. He has worked in different industries in various countries around the world. He is Chartered Accountant by qualification.

Mr. Nitesh Jain

Managing Director

In the year 2010, Mr. Nitesh Jain laid foundation stone of Humming Bird Education- A Private Limited Company, engaged in the business of conducting Olympiads for school students. Humming Bird Education under the leadership and hard work of Mr. Nitesh Jain has achieved substantial place in the market.

Ms. Vaishali Jain

Executive Director & Chief Financial Officer

Mrs. Vaishali Jain, aged 29 Years is Executive Director and chief Financial officer of the Company. She is B.SC graduate from Chaudhary Charan Singh University, Meerut and MCA Post Graduate from Gautam Buddha Technical University and M.Tech from U. P. Technical University, Lucknow. She has good skills of Software Development, Software testing, Graphic designing, Accounts, Team Management and having experience of 2.5 Years in this business.

Mr. Narender Kumar Jain

Non-Executive Director

Mr. Narender Kumar Jain, aged 56 Years is a Director of the Company since inception. He has a rich experience of more than 41 years in Business strategies and implementation. He has professional experience and significant executive leadership accomplishments in business and philanthropy. He has strong diplomatic skills and a natural affinity for cultivating relationships and persuading, convening, facilitating, and building consensus among diverse individuals. His contribution is immense in creating a strong team for Humming Bird all throughout India and abroad. His experience also helped Humming Bird Education in meeting the requirements of people of every age and region. The diversification of Humming Bird Education to all parts of India and then abroad is majorly planned by and implemented by him with whom Humming Bird Education is now known as an International Brand. The skill set in monitoring, evaluation and organizational strategy helped Humming Bird Education in proper strategic planning and process innovations time to time. The financial planning and management of Humming Bird Education also got its roots from him.

Mr. Arihant Jain
Independent Director

Mr. Arihant Jain is a finance graduate with a rich experience & knowledge of the current market trends.

He is an entrepreneur with good business skills and amazing customer relations. He has helped small 'loss making' business to turn into profitable ventures. At an age of 22, he is decade ahead of his counterparts.

Ms. Teena Jain
Independent Director

Ms. Teena Jain have a wide experience of teaching in schools of various boards for more than 5 years, Ms. Teena Jain has found her expertise in content creation and delivery of the educational content in the right way to the students. She has worked as a freelancer on many projects of Educational content for many years.

She has completed her Post Graduation from M.D.U Rohtak.

Ms. Sonam Mangla
Independent Director

Ms. Sonam Mangla is known for her accounting skills and has a expertise in Accounts & GST. She is running her own accounting institute in collaboration with the Industry experts for many years now.

Ms. Sonam Mangla has complete her professional accounting course after completing B.Com from VIPS, Delhi.

Mr. Vipul Khandelwal
Independent Director

Mr. Vipul Khandelwal holds a Bachelor's Degree in Commerce and is Chartered Accountant and Company Secretary having experience of more than 12 years in financial reporting, accounting techniques, treasury, banking and analytical research. He has got good corporate exposure while working with companies like Vedanta, Essar & Lava International. Currently he is heading a financial consultancy firm which provides financial consultancy and wealth management services to individuals and HNI's.

Mr. Raja Amitabh
Independent Director

Mr. Raja Amitabh has rich experience over 12 years working in various multi-national companies at senior management positions. He has worked in product designing and marketing for companies like Raymonds, Mafatlal Industries etc.

Key Managerial Personnel

Mr. Piyush Khatri Chief Executive Officer

Mr. Piyush Khatri is a seasoned professional with more than 15+ years of experience across multiple domains & have handled both Sales & Business Operational profile in his earlier endeavors.

Born & brought up in Delhi, he had completed his basic education from Delhi University & is an alumni of National Institute of Sales (NIIT Group Company) from where he had completed PGDCM.

Started from the grass root level he understands the actual problem & had managed the assigned role at all stages efficiently.

He associated with Humming Bird in 2017 as a Franchise Consultant & helped us develop and launch our franchise business model which had expanded our reach in India & abroad. He is already well-aware about our business & processes, which will help to accelerate our growth at a much faster pace.

Mr. Mayank Pratap Singh Company Secretary & Compliance Officer

Mr. Mayank Pratap Singh is a commerce graduate from Dr. Bhimrao University, Agra and an associate member of the Institute of Company Secretaries of India. He is a dynamic professional and has more than 3 years of experience in secretarial and legal compliance. He responsible for the legal and compliance related issues of the Company.

Managing Director Message

Dear Fellow Shareholders

I hope you and your families are safe and healthy.

Financial Year 2020-21 was one of the toughest years due to the COVID-19 pandemic and has led to many challenges for the corporate sector. It forced companies to run differently along with testing the resilience of the business to the unprecedented disruptions. However, your Company swiftly adapted to changing situations and executed operations ensuring limited interruptions.

It is my privilege to present the Annual Report of your Company for the year ended 31st March, 2021. The various challenges existing in outside environment may have lead to a decline in revenue however your Company has strengthened its roots in almost all key areas.

Earlier on, the company was restricted to only B2B segment, whereas the company has now opened its market to B2B, B2C, B2B2C, Retail, Corporate, Franchising and even Network Marketing. The new products and services, revised existing product line, product distribution plan and the competitive advantage gain due to the change in the dynamics of the market has strengthened the roots of the company through which we are confident of gaining the exponential growth in the market in the successive years.

We at Humming Bird are swiftly adapting to the changes and working towards serving our customers in the most efficient way.

We at Humming Bird are fully committed to support our nation, customers, business partners and employees. I would like to convey my sincere appreciation to the Board of Directors for their guidance. I would also like to express my heartiest gratitude to all our stakeholders for their enduring faith in Humming Bird. We look forward for your long term association with the Company.

Yours Sincerely

Nitesh Jain
Managing Director

Notice

Notice is hereby given that the 11th Annual General Meeting of the members of Humming Bird Education Limited will be held on Thursday, the 30th day of September, 2021 at 01.30 P.M. Indian Standard Time (IST) through Video Conferencing(VC)/Other Audio Visual Means, to transact the following business:

Ordinary Business

Item No. 1 Adoption of Financial Statements for the Financial Year ended March 31, 2021:-

To consider and adopt the Audited Financial Statements (including Standalone and Consolidated Financial Statements) of the Company for the Financial Year ended March 31, 2021 and the Reports of the Board of Directors of the Company and the Statutory Auditors thereon, including Annexure(s) thereto.

Item No. 2 Re-appointment of Mrs. Vaishali Jain (DIN: 08218792) as a "Director", liable to retire by rotation, who has offered herself for re-appointment:-

To appoint a Director in place of Mrs. Vaishali Jain (DIN: 08218792), Director, who retires by rotation and being eligible, offers herself for re-appointment, as a "Director" of the Company:

The Shareholders are requested to consider and if thought fit, to pass the following resolution as an **ORDINARY RESOLUTION**:-

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act 2013, the approval of the Shareholders of the Company, be and is hereby accorded to the re-appointment of Mrs. Vaishali Jain [Director Identification Number (DIN): 08218792] as a "Director", who shall be liable to retire by rotation."

Item No. 3 Re-appointment of Mr. Narender Kumar Jain (DIN: 03133942) as a "Director", liable to retire by rotation, who has offered himself for re-appointment:-

To appoint a Director in place of Mr. Narender Kumar Jain (DIN: 03133942), Director, who retires by rotation and being eligible, offers himself for re-appointment, as a "Director" of the Company:

The Shareholders are requested to consider and if thought fit, to pass the following resolution as an **ORDINARY RESOLUTION**:-

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act 2013, the approval of the Shareholders of the Company, be and is hereby accorded to the re-appointment of Mr. Narender Kumar Jain [Director Identification Number (DIN): 03133942] as a "Director", who shall be liable to retire by rotation."

Special Business

Item No. 4 To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, and the Articles of Association of the Company, consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee of the Board), to borrow any sum or sums of money from time to time at its discretion, for the purpose of the business of the Company, from any one or more Banks, Financial Institutions and other Persons, Firms, Bodies Corporate, notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) may, at any time, exceed the aggregate of the paid-up share capital of the Company and its free reserves (that is to say reserves not set apart for any specific purpose), subject to such aggregate borrowings not exceeding the amount which is Rs. 1 Crore (Rupees One Crore only) over and above the aggregate of the paid-up share capital of the Company and its free reserves (that is to say reserves not set apart for any specific purpose) and that the Board be and is hereby empowered and authorized to arrange or fix the terms and conditions of all such monies to be borrowed from time to time as to interest, repayment, security or otherwise as it may, in its absolute discretion, think fit.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper, or desirable and to settle any question, difficulty, doubt that may arise in respect of the borrowing(s) aforesaid and further to do all such acts, deeds and things and to execute all documents and writings as may be necessary, proper, desirable or expedient to give effect to this resolution."

Item No. 5 To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the Companies (Meetings of Board and its Powers) Rules, 2014 including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, and the Articles of Association of the Company, consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee of the Board) for creation of charge / mortgage / pledge / hypothecation / security in addition to existing charge / mortgage / pledge / hypothecation / security, in such form and manner and with such ranking and at such time and on such terms as the Board may determine, on all or any of the moveable and / or immovable properties, tangible or intangible assets of the Company, both present and future and / or the whole or any part of the undertaking(s) of the Company, as the case may be in favor of the Lender(s), Agent(s) and Trustee(s), for securing the borrowings availed / to be availed by the Company by way of loan(s) (in foreign currency and / or rupee currency), from time to time, subject to the limits approved under Section 180(1)(c) of the Act together with interest at the respective agreed rates, additional interest, compound interest in case of default, accumulated interest, liquidated damages, commitment charges, premium on prepayment, all other costs, charges and expenses, including any increase as a result of devaluation / revaluation/ fluctuation in the rates of exchange and all other monies payable by the Company in terms of the Loan Agreement(s), Debenture Trust Deed(s) or any other document, entered into / to be entered into between the Company and the Lender(s) / Agent(s) / Trustee(s) / State Government(s) / Agency(ies) representing various state government and/or other agencies etc. in respect of the said loans / borrowings / debentures / securities / deferred sales tax loans and containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board and the Lender(s) / Agent(s) / Trustee(s) / State Government(s) / Agency(ies), etc.

RESOLVED FURTHER THAT the securities to be created by the Company as aforesaid may rank prior / pari passu / subservient with / to the mortgages and /or charges already created or to be created in future by the Company or in such other manner and ranking as may be thought expedient by the Board and as may be agreed to between the concerned parties.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to finalize, settle, and execute such documents / deeds / writings / papers / agreements as may be required and to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to creating mortgages / charges as aforesaid.”

By order of the Board of Directors
For Humming Bird Education Limited

Mayank Pratap Singh
Company Secretary

Date: 02.09.2021
Place: New Delhi

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Notes:

- The relevant Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, setting out the material facts in respect of the special business under Item Nos. 4 to 5 set out above is annexed hereto.
- In view of the outbreak of COVID-19 pandemic and its continuation in the current year, the Ministry of Corporate Affairs (the "MCA"), Government of India, has vide its General Circular No. 14/ 2020 dated 8th April 2020, General Circular No. 17/ 2020 dated 13th April 2020, in relation to "Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made there-under on account of the threat posed by Covid-19", General Circular No. 20/ 2020 dated 5th May 2020, in relation to "Clarification on holding of annual general meeting (AGM) through video conferencing (VC) or other audio visual means (OAVM)" and General Circular No. 02/ 2021 dated 13th January 2021, in relation to "Clarification on holding of annual general meeting (AGM) through video conferencing (VC) or other audio visual means (OAVM)" (collectively referred to as "MCA Circulars") and Securities and Exchange Board of India vide Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May 2020, in relation to "Additional relaxation in relation to compliance with certain provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 - Covid-19 pandemic" and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January 2021, in relation to "Relaxation from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 due to the CoVID -19 pandemic" (collectively referred to as "SEBI Circulars") have permitted the holding of the Annual General Meeting ("AGM") through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM"), without the physical presence of the Members at a common venue. In compliance with the applicable provisions of the Companies Act, 2013 (the "Act") (including any statutory modification or re-enactment thereof for the time being in force) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (the "Rules"), as amended from time to time, read with the MCA Circulars, SEBI Circulars and pursuant to Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the Annual General Meeting ("AGM") of the Company is scheduled to be held on Thursday, 30th September 2021, at 1:30 p.m. (IST) through VC/OAVM and the voting for items to be transacted in the Notice to this AGM is only through remote electronic voting process ("e-Voting"). The deemed venue for the 11th AGM will be A-95/3, Second Floor, Wazirpur Industrial Area, Delhi-110052.
- As per the provisions of Clause 3.A.II. of the General Circular No. 20/2020 dated 5th May 2020, the matters of Special Business as appearing at Item Nos. 4 to 5 of the accompanying Notice, are considered to be unavoidable by the Board and hence, form part of this Notice.
- Since this AGM is being held pursuant to the MCA Circulars through VC/ OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice.

- Institutional Investors, who are Members of the Company and Corporate Members intending to attend the AGM through VC or OAVM and to vote there at through remote e-Voting are requested to send a certified copy of the Board Resolution to the Scrutinizer by e-mail at csprashantgupta@gmail.com with a copy marked to mayank@hummingbirdeducation.com.
- In case of joint holders attending the AGM, only such joint holder who is higher in the order of names will be entitled to vote.
- 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.
- The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.
- Any request for inspection of the Register of Directors and Key Managerial Personnel and their Shareholding, maintained under Section 170 of the Act, Register of Contracts and Arrangements in which the Directors and Key Managerial Personnel are interested, maintained under Section 189 of the Act and Certificate from the Statutory Auditors of the Company in accordance with the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, may please be sent to mayank@hummingbirdeducation.com.
- Members are requested to support "Green Initiative" by registering / updating their e-mail address(es) with the Depository Participant(s) (in case of Shares held in dematerialized form) or with Bigshare (in case of Shares held in physical form). Pursuant to Sections 101 and 136 of the Companies Act, 2013 read with the relevant Rules framed thereunder, companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their e-mail address either with the Company or with the Depository Participant(s). Members holding shares in dematerialized form are requested to register (or update, in case of any change) their e-mail address with their Depository Participant(s), if not already registered / updated and Members holding shares in physical form are requested to register (or update, in case of any change) their e-mail address with Bigshare, to enable the Company to send electronic communications.
- The Register of Members and Share Transfer Books of the Company will remain closed from Friday September 24, 2021 to Thursday September 30, 2021 (both days inclusive) for annual book closing and cut-off date shall be as on Thursday, September 23, 2021 to determine the shareholders entitled to avail the facility of remote e-voting.
- Members desiring of any information as Regards to the Accounts are requested to write to the registered office of the Company at least 7 days before the date of the meeting so as to enable the management to keep the information ready at the Annual General Meeting.

- Any request for inspection of the Register of Directors and Key Managerial Personnel and their Shareholding, maintained under Section 170 of the Act, Register of Contracts and Arrangements in which the Directors and Key Managerial Personnel are interested, maintained under Section 189 of the Act and Certificate from the Statutory Auditors of the Company in accordance with the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, may please be sent to mayank@hummingbirdeducation.com.
- Nomination: Pursuant to Section 72 of the Companies Act, 2013, Members holding Shares in Physical Form are advised to file Nomination in the prescribed Form SH-13 with the Company's Share Transfer Agent. In respect of the Shares held in Dematerialised form, Members may please contact their respective Depository Participant
- Shareholders are requested to send in their queries at least a week in advance to the Company Secretary at mayank@hummingbirdeducation.com to facilitate clarifications during the AGM.

THE INSTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING AGM/EGM AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER

- (i) The voting period begins on Monday, September 27, 2021 (at 9.00 a.m. IST) and ends on Wednesday, September 29, 2021 (at 5.00 p.m. IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Thursday, September 23, 2021 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

(iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual share holders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned web-site.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

(v) Login method for e-Voting and joining virtual meeting for shareholders other than individual shareholders holding in Demat form & physical shareholders.

- 1) The shareholders should log on to the e-voting website www.evotingindia.com
- 2) Click on "Shareholders" module.
- 3) Now enter your User ID
 - a) For CDSL: 16 digits beneficiary ID,
 - b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c) Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For Shareholders holding shares in Demat Form other than individual and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Humming Bird Education Limited> on which you choose to vote.
- (x) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xvi) Facility for Non – Individual Shareholders and Custodians –Remote Voting

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cDSLindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cDSLindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; mayank@hummingbirdeducation.com (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM/EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 5 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The share holders who do not wish to speak during the AGM but have queries may send their queries in advance 5 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

- For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company/RTA email id.
- For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
- For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

Date: 02.09.2021

Place: New Delhi

**By order of the Board of Directors
For Humming Bird Education Limited**

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:

Item No. 4 & 5 Keeping in view the Company's existing and future financial requirements for expansion spree of the Company, the Company needs additional funds. For this purpose, the Company is desirous of raising finance from various Banks and/or Financial Institutions and/or any other lending institutions and/or Bodies Corporate and/or such other persons/ individuals as may be considered fit, which, together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) is exceeding the aggregate of the paid-up capital and the free reserves of the Company. Hence, it is proposed to increase the maximum borrowing limits upto Rs. 1 Crores (Rupees One Crores only) over and above paid up and Free Reserves of the Company. Pursuant to Section 180(1)(c) of the Companies Act, 2013, the Board of Directors cannot borrow more than the aggregate amount of the paid-up capital of the Company and its free reserves at any one time except with the consent of the members of the Company in a general meeting. Further in order to facilitate securing the borrowing made by the Company, it would be necessary to create charge on the assets or whole of the undertaking of the Company. Section 180(1)(a) of the Companies Act, 2013 provides for the power to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company subject to the prior approval of members in the General Meeting by way of **Special Resolution**.

None of the Directors or the Key Managerial Personnel of the Company including their relatives are in any way concerned or interested in the resolutions. The Board commends the Special Resolutions set out at Item Nos. 4 & 5 for the approval of Members.

By order of the Board of Directors
For Humming Bird Education Limited

Mayank Pratap Singh
Company Secretary

Date: 02.09.2021
Place: New Delhi

Annexure-1

DETAILS OF DIRECTORS SEEKING RE-APPOINTMENT AT THE FORTHCOMING ANNUAL GENERAL MEETING (PURSUANT TO REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015)

Name of Director	Narender Kumar Jain	Vaishali Jain
Director Identification Number (DIN)	03133942	08218792
Date of Birth	07.09.1962	07.08.1989
Age (in years)	58 Years	31 years
Nationality	Indian	Indian
Date of Appointment	23.08.2010	18.09.2018
Expertise in Specific Functional Area	Finance	Finance and IT
Qualifications	12th	MCA and M.Tech
Number of Equity Shares held in the Company	80,000	1,00,000
Directorship held in other Companies*	NA	Sibil Education Private Limited
Chairmanships of Committees in other Companies**	NA	NA
Memberships of Committees in other companies**	NA	NA
Relationships between Directors of the Company inter-se	Father of Mr. Nitesh Jain, Managing Director of the Company	Wife of Mr. Nitesh Jain, Managing Director of the Company
Terms and	Terms and Conditions of	Terms and Conditions of

<p>conditions of appointment / re-appointment along with details of remuneration sought to be paid and remuneration last drawn by such person</p>	<p>appointment or re-appointment are as per the Nomination and Remuneration Policy of the Company as displayed on the Company's website, i.e. www.hummingbirdeducation.com.</p>	<p>appointment or re-appointment are as per the Nomination and Remuneration Policy of the Company as displayed on the Company's website, i.e. www.hummingbirdeducation.com.</p>
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(*) Includes names of other Listed Companies in which the person holds Directorship.

(**) Includes names of other Listed Companies in which the person holds Chairmanship and Membership of Committees of the Board of Directors.



BOARD'S REPORT

Dear Shareholders,

Your Directors have pleasure in presenting the 11th Annual Report on the business and operations of the Company together with the Audited Financial Statement for the financial year ended on 31st March, 2021.

FINANCIAL SUMMARY

Your Company's Standalone and Consolidated performance during the Financial Year 2020-21 as compared with that of the previous Financial Year 2019-20 is summarized below:-

(Amount in INR)

Particulars	Standalone		Consolidated	
	2020-21	2019-20	2020-21	2019-20
Revenue from operations (Net)	2,461,454	23,691,968	7,061,417	23,908,716
Other Income	1,341,813	1,575,365	1,369,749	1,575,365
Total Income	3,803,267	25,267,333	8,431,166	25,484,081
Earnings Before Tax	(10,236,023)	(3,225,335)	(10,000,938)	3,170,347
Less: Current Tax	-	1,081,269	45,516	1,081,578
Less: Deferred Tax	(578,441)	(155,127)	(578,441)	(155,127)
Less: Income Tax of Previous Years	58,932	-	58,932	-
Less: Interest on Income Tax/ TDS/ TCS/ Sales Tax	-	-	-	-
Earnings After Tax	(9,716,514)	2,299,193	(9,528,774)	2,243,465
Earnings Per Share (Basic)	(15.85)	6.71	(15.54)	3.66
Earnings Per Share (Diluted)	(15.85)	6.71	(15.54)	3.66

REVIEW OF OPERATIONS / STATE OF AFFAIRS OF THE COMPANY, ITS SUBSIDIARIES & JOINT VENTURES & OTHER ASSOCIATES:

During the year under review, the Company has earned a total revenue of Rs. 3,803,267/- through against Rs. 25,267,333/- in the previous year, registering a decrease of 84% Approx. Your Company's current year net loss Rs. 9,716,514/- from net profit Rs. 2,299,193/- in the previous year.

Review of Operations / State of Affairs of Subsidiaries, Joint Ventures & Other Associates:

Pursuant to the provisions of Section 129(3) of the Companies Act, 2013 read with Rule 5 of the Companies (Accounts) Rules, 2014, a statement containing the salient features of the Financial Statements of your Company's Subsidiaries, Associates and Joint Ventures in the Form AOC-1 is annexed and forms part of the Financial Statement. The Statement provides the details of performance and financial position of each of the Subsidiaries, Associates and Joint Ventures. In accordance with Section 136 of the Companies Act, 2013, the Audited Financial Statements, including the Consolidated Financial Statements, audited accounts of all the subsidiaries and other documents attached thereto are available on your Company's website: www.hummingbirdeducation.com.

Your Directors present herewith a broad overview of the operations and financials of Subsidiaries, Joint Venture and other Associates of your Company:

Review of Operations / State of Affairs of the Subsidiaries and other Associates of the Company:

1. Sibil Education Private Limited:

Sibil Education Private Limited ("Sibil") is wholly owned subsidiary of your Company, incorporated in financial year 2019-20. During the financial year 2020-21, Sibil recorded net profit after tax Rs. 1,86,878 as compared to net loss of Rs. 56,176 in previous year.

2. Onmouseclick.com Private Limited:

Onmouseclick.com Private Limited ("Onmouse") is subsidiary of your Company, incorporated in financial year 2019-20. During the financial year 2020-21, Onmouse recorded profit after tax Rs. 1,690 as compared to net profit of Rs. 879.

CAPITAL STRUCTURE

At present, the Company has only one class of share – Equity shares of face value of Rs. 10 each. The authorized share capital of the company is Rs. 7,500,000/- divided into 750,000 equity shares of Rs. 10 each. The paid up share capital of the company is Rs. 6,130,000/- divided into 613,000 equity shares of Rs. 10 each.

DIVIDEND

After careful assessment of the available profit during the financial year ended 31st March, 2021, your Directors have not recommended any dividend for the financial year ended 31st March, 2021.

PUBLIC DEPOSITS

Your Company has neither invited nor accepted any deposits from public within the meaning of Section 73 of the Companies Act, 2013 read with Companies (Acceptance of Deposits) Rules 2014 during the financial year ended 31st March, 2021.

TRANSFER TO RESERVES

During the year under review your Company has not transferred any amount to General Reserve.

EXTRACT OF ANNUAL RETURN

As required pursuant to section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014 an extract of the Annual Return will be placed on the website of the Company www.hummingbirdeducation.com.

DETAILS OF SUBSIDIARY/ JOINT VENTURES/ ASSOCIATE COMPANIES

Your Company had the following subsidiaries [as defined under Section 2(87) of the Companies Act, 2013], during the Financial Year 2020-21:

- I. **Sibil Education Private Limited:**
(A Wholly-Owned Subsidiary of your Company throughout the Financial Year 2020-21)
- II. **Onmouseclick.com Private Limited:**
(A Subsidiary of your Company throughout the Financial Year 2020-21)

CHANGE IN THE NATURE OF BUSINESS

During the Financial Year 2020-21, there is no change in the nature of business of the company.

DETAIL OF DIRECTORS OR KMP APPOINTED/ RESIGNED DURING THE YEAR

In accordance with the provisions of the Companies Act, 2013 and Articles of Association of the Company, Shri Narender Kumar Jain and Ms. Vaishali Jain retires by rotation at the ensuing Annual General Meeting and being eligible, offers for reappointment.

There were no change in the Directors and KMP of the Company.

DECLARATION GIVEN BY INDEPENDENT DIRECTOR

All the Independent Directors, Mr. Arihant Jain, Mr. Vipul Khandelwal, Mr. Raja Amitabh, Ms. Sonam Mangla and Ms. Teena Jain have given their declarations that they meet the criteria of Independence as laid down under Section 149(6) of the Companies Act, 2013.

POLICY ON DIRECTOR'S APPOINTMENT AND POLICY ON REMUNERATION

In adherence to section 178(1) of the Companies Act, 2013, the Board of Directors of the Company regularly review the policy on Director's Appointment and Remuneration including criteria for determining qualifications, positive attributes, independence of a director and other matters provided under section 178(3), based on the recommendations of the Nomination and Remuneration Committee.

COMMITTEES OF THE BOARD

There are currently three Committees of the Board, as follows:

1. Audit Committee
2. Nomination and Remuneration Committee
3. Stakeholders' Relationship Committee

Details of Composition of all the Committees are as follows:

A. Audit Committee

Our Audit Committee was constituted to have proper checks and balances on the various financial activities of the Company and to guide as well as assist the Board in various matters of the utmost importance. The Committee has its Charter for functioning. The primary objective of the Committee is to monitor and provide effective supervision of the Management's financial reporting process, to ensure accurate and timely disclosures, with the highest levels of transparency, integrity and quality of financial reporting.

As on the date of this report, the Committee is comprised of:

S. No.	Name	Designation
1.	Mr. Vipul Khandelwal	Chairperson
2.	Mr. Arihant Jain	Member
3.	Mr. Nitesh Jain	Member

B. Nomination and Remuneration Committee

The primary objective of the Committee is to recommend suggestions to the Board of Directors pertaining to the Remuneration Policy for Directors, KMP and all other employees of the Company.

As on the date of this report, the Committee is comprised of:

S. No.	Name	Designation
1.	Mr. Arihant Jain	Chairperson
2.	Ms. Sonam Mangla	Member
3.	Mr. Savishesh Raj	Member

C. Stakeholders Relationship Committee

Our Stakeholder Relationship Committee has its Charter for its functioning. The Committee members, personally looking forward the issues if any, related to the stakeholders. The primary objective of the Committee is to consider and resolve the grievances of Security Holders of the Company.

As on the date of this report, the Committee is comprised of:

S. No.	Name	Designation
1.	Mr. Arihant Jain	Chairperson
2.	Mr. Raja Amitabh	Member
3.	Mr. Savishesh Raj	Member

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Management Discussion and Analysis Report for the year under review as stipulated under Regulation 34(2)(e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) is presented in a separate section forming part of this Annual Report. (Refer Annexure 2)

MATERIAL CHANGES AND COMMITMENT, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY

There were no material changes and commitments affecting the financial position of your Company which have occurred between the end of the financial year 2020-21 and the date of this Report. Other than the effects of global pandemic on business. As you are aware due to the nation-wide lockdown owing to Covid 19 global pandemic, businesses have been impacted adversely during the lockdown period. Your Company not being an exception to the distress situation caused by global pandemic, is also affected adversely to some extent. However the impact is not substantial or material in nature.

BOARD EVALUATION

Pursuant to the provisions of the Companies Act, 2013 the Board has carried out an annual performance evaluation of its own performance, the directors individually as well as the evaluation of the working of its Audit, Nomination & Remuneration and Stakeholders Relationship Committees.

CLASSES OF SHARES

As on date, the Company has only one class of share capital i.e. Equity Shares of Rs. 10/- each.

MEETING OF THE BOARD AND COMMITTEES

I. Board Meeting

There were 6 (Six) Meetings held by the Board of Directors.

II. Audit Committee Meetings

There were 04 (Four) Meetings held by the members of Audit Committee Board of Directors.

III. Nomination and Remuneration Committee Meetings

There were 02 (Two) Meetings held by the members of Nomination and Remuneration Committee of Board of Directors.

IV. Stakeholders Relationship Committee Meetings

There were 02 (Two) Meetings held by the members of Stakeholders Relationship Committee of Board of Directors.

CORPORATE GOVERNANCE REPORT

As per the provisions of Regulation 15(2)(b) of the SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015, Compliance with the corporate governance provisions as specified in regulations 17, 18, 19, 20, 21, 22, 23, 24, 25, 26, 27 and clauses (b) to (i) of sub regulation (2) of regulation 46 and Para C, D and E of Schedule V shall not apply to the Company.

DIRECTORS' RESPONSIBILITY STATEMENT

In accordance with the provisions of Section 134(3)(c) read with Section 134(5) of the Companies Act, 2013 the Board hereby submits its responsibility Statement:

- a) in the preparation of the annual accounts for the year ended March 31, 2021, the applicable accounting standards read with requirements set out under Schedule III to the Act, have been followed and there are no material departures from the same;
- b) the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2021 and of the profit/loss of the Company for the year ended on that date;
- c) the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) the Directors have prepared the annual accounts on a 'going concern' basis;
- e) the Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively; and
- f) the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

RELATED PARTY TRANSACTIONS

There are no materially significant related party transactions made by the Company with related parties which may have a potential conflict with the Interest of the Company. For Further details, your attention is drawn to the Related Party Disclosures set out in the Financial Statements.

SIGNIFICANT/ MATERIAL ORDERS PASSED BY THE REGULATORS

There are no significant/material orders passed by the Regulators or Courts or Tribunals impacting the going concern Status of your Company and its operations in future.

AUDITORS

At the Annual General Meeting held 30th September, 2020, M/s. V C A N & Co, Chartered Accountants (Firm Registration No. 125172W), were appointed as auditors to hold office till the conclusion of the ensuing Annual General Meeting to be held in the calendar year 2025.

The Board received an eligibility certificate form M/s. V C A N & Co., Chartered Accountants (Firm Registration No. 125172W) as prescribed under Section 141 of the Companies Act, 2013.

AUDITOR'S REPORT

Auditor's Report is without any qualification. Further, the observations of the Auditors in their report read together with the Notes on Accounts are self explanatory and therefore, in the opinion of the Directors, do not call for any further explanation.

Further, since the Auditors have not reported any instances involving Fraud in their Audit Report, the particulars as prescribed under Section 134 (3) (ca) of the Companies Act, 2013 have not provided.

SECRETARIAL AUDITOR'S REPORT

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board of Directors has appointed M/s Prashant Gupta & Associates, Practicing Company Secretaries to undertake the Secretarial Audit of the Company.

A Secretarial Audit Report in Form MR-3 given by M/s Prashant Gupta & Associates, Practicing Company Secretaries has been provided in an Annexure-"3" which forms part of the Director's Report. There is no qualification, reservation or adverse remark made in their Secretarial Audit Report submitted to the Company. (Refer Annexure 3)

As per the requirements of the Listing Regulations, Practicing Company Secretaries of the material unlisted subsidiary of the Company have undertaken secretarial audit for FY21. The Audit Report of such material unlisted subsidiary confirms that they have complied with the provisions of the Act, Rules, Regulations, and Guidelines and that there were no deviations or non-compliances.

The Secretarial Audit Report of the unlisted material subsidiaries viz. Sibil Education Private Limited and Onmouseclick.com Private Limited have been annexed along with the report of the Company.

CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING

Your Company's Code of Conduct for prevention of Insider Trading covers all the Directors, senior management personnel, persons forming part of promoter(s)/ promoter group(s) and such other designated employees of the Company, who are expected to have access to unpolished price sensitive information relating to the Company. The Directors, their relatives senior management personnel, persons forming part of promoter(s)/ promoter group(s), designated employees etc. are restricted in purchasing, selling and dealing in the shares of the Company while in possession of unpublished price sensitive information about the Company as well as during the course of trading window.

PARTICULARS OF EMPLOYEES

There are no employees who are in receipt of remuneration in excess of the limits prescribed under Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. Accordingly, details as required under Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 have not been provided.

The details forming part of top ten employees in terms of remuneration of the Company is annexed herewith as "Annexure-4"

The Statement containing particulars of employees as required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are given below:

Rule 5	Particulars	Name of Director	Designation	Remuneration	Ratio to the Median
(i)	The ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year	Nitesh Jain	Managing Director	540,000	0.53
		Vaishali Jain	Executive Director and Chief Financial Officer	520,000	0.53
(ii)	The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary in the Financial year.	Name	Designation	% of Increase	
		Nitesh Jain	Managing Director	Nil	
		Vaishali Jain	Director & CFO	Nil	
		Piyush Khatri	CEO	Nil	
		Mayank Pratap Singh	Company Secretary	Nil	

COST AUDITOR

As per the requirement of the Central Government and pursuant to section 148 of the Companies Act, 2013, read with Companies (Cost Records and Audit) Rules, 2014 as amended from time to time, maintenance of Cost records and appointment of cost Auditors are not applicable on your Company.

LOANS, GUARANTEES AND INVESTMENTS

The details of loans, guarantees and investments under Section 186 of the Companies Act, 2013, if any, read with the Companies (Meetings of Board and its Powers) Rules, 2014 are given in the notes to the Financial Statements.

INTERNAL FINANCIAL CONTROLS RELATED TO FINANCIAL STATEMENTS

The Internal Financial Controls with reference to financial statements as designed and implemented by the Company are proper, adequate and operating effectively. The Board has accounting policies which are in line with the Accounting Standards prescribed in the Companies (Accounting Standards) Rules, 2006 that continue to apply under Section 133 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014 and relevant provisions of the Companies Act, 2013, to the extent applicable. These are in accordance with generally accepted accounting principles in India.

VIGIL MECHANISM/ WHISTLE BLOWER POLICY

Your Company is committed to highest standards of ethical, moral and legal business conduct. Accordingly, the Board of Directors have formulated a Whistle Blower Policy which is in compliance with the provisions of Section 177(10) of the Companies Act, 2013. The policy provides for a framework and process whereby concerns can be raised by its employees against any kind of discrimination, harassment, victimization or any other unfair practice being adopted against them. More details on the vigil mechanism and the Whistle Blower Policy of your Company is placed on the website of the Company at hummingbirdeducation.com.

DISCLOSURES AS PER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

Company has not yet constituted any Committee under the SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013. However, The Company has zero tolerance for sexual harassment at workplace and has adopted a Policy on prevention, prohibition and redressal of sexual harassment at workplace in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules there under for prevention and redressal of complaints of sexual harassment at workplace.

Company has not received any complaint on sexual harassment during the financial year 2020-21.

CORPORATE SOCIAL RESPONSIBILITY

The Board of Directors of your company hereby confirms that the provisions of section 135(1) of the Companies Act, 2013 and Rule 9 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 is not applicable to our company for the financial year 2019- 2020.

CONSERVATION OF ENERGY AND TECHNOLOGY ABSORPTION

Even though operations of the Company are not energy intensive, the management has been highly conscious of the importance of conservation of energy and technology absorption at all operational levels and efforts are made in this direction on a continuous basis.

In view of the nature of activities which are being carried on by the Company, the particulars as prescribed under section 134(3)(m) of the Companies Act, 2013 read with rule 8 of the Companies (Accounts) Rules, 2014 regarding Conservation of Energy and Technology Absorption are not applicable to the Company and hence have not been provided.

FOREIGN EXCHANGE EARNINGS & OUTGO

The particulars regarding foreign exchange earnings and outgo appear are as follows:

Foreign Exchange Earnings/ Outgo:	
Earnings	Nil
Outgo	Nil

ACKNOWLEDGEMENT

Your Directors express their sincere appreciation for the cooperation and assistance received from customers, suppliers, employees, shareholders, bankers, Government agencies, financial institutions, regulatory bodies and other business constituents during the year under review. The Directors express their sincere thanks to the lenders of the Company for continuous support during the year. Your Directors also wish to place on record their deep sense of appreciation for the commitment displayed by all executives, officers and staff, resulting in the successful performance of the Company during the year.

By order of the Board of Directors
For Humming Bird Education Limited

Date: 02.09.2021
Place: New Delhi

Nitesh Jain
Managing Director

Vaishali Jain
Director & Chief Financial Officer

FORM NO. AOC-1

Statement containing salient features of the financial statements of Subsidiaries/associate companies/joint venture

(Pursuant to first proviso to sub section (3) of Section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

PART "A": Subsidiaries

Name of Subsidiary	Sibil Education Private Limited	Onmouseclick.com Private Limited
Reporting period for the subsidiary concerned, if different from the holding company's reporting period	31.03.2021	31.03.2021
Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries.	INR	INR
Share capital (Rs.)	1,00,000	1,00,000
Reserves & surplus	1,30,702	2,569
Total assets	4,29,959	3,47,760
Total Liabilities	4,29,959	3,47,760
Investments	Nil	Nil
Turnover	24,86,250	23,03,204
Profit before taxation	232,800	2,284
Provision for taxation	45,922	594
Profit after taxation	1,86,878	1,690
Proposed Dividend	NA	NA
% of shareholding	100%	51%

The following information shall be furnished:-

- Names of subsidiaries which are yet to commence operations – NA
- Names of subsidiaries which have been liquidated or sold during the year- NA

By order of the Board of Directors
For Humming Bird Education Limited

Nitesh Jain
Managing Director

Vaishali Jain
Director & Chief Financial Officer

MANAGEMENT DISCUSSION & ANALYSIS

Industry structure and developments:

India's Education sector offers a great opportunity for Olympiads with approximately 23.9 per cent of India's population being in between the age group of 4-17 years. The Olympiads are conducted at International level and in many other countries apart from India. Considering the similar age groups in other countries & the rapidly increasing interest in Olympiads among the school going children, the future scope of the business is amazing.

Humming Bird is spreading its wings in India and other countries as well so as to steadily capture the market considering the potential and the huge market size. The Education sector in India is biggest and has the roots in every hook and corner however the Olympiads have never got that deep till now due to language differences. Humming Bird broke the language barrier and is now also conducting Olympiads in regional languages for the students of schools with regional languages as their primary language of education.

Considering the increasing population of Education hungry people and the boost of technology enabling the outreach even simpler, Humming Bird through its subsidiaries has now opened up its avenues for all age groups. Humming Bird will now have a wide product range selling to a wider population and not just getting restricted to 4-17 years age group. Though the company is sailing on FIRST MOVER ADVANTAGE in its segment, the company is also focusing on FAST MOVER ADVANTAGE for creating an everlasting impact on B2C sales.

Opportunity and Threats:

Opportunities:

- A. Increase in demand of educational support services and assessments.
- B. Growing role of private sector in education industry.
- C. Recent government efforts to promote the quality in education.
- D. The Implementation of National Education Policy 2020 in all the Schools of India.
- E. The role & enthusiasm of parents in promotion of Olympiads for their ward/s.
- F. The Higher demand of School Software and Online payment related services
- G. The exponential rise people's interest & involvement in promotion of Education related products.

Threats:

- A. Panic created by the rise of Pandemic wave disturbs the consumer behavior.
- B. Cash burning Startups taking the opportunity to get into Education sector.

Segment-wise or product-wise performance:

Humming Bird has worked on each of the Olympiad as a different segment altogether. The Olympiads are now divided in different segments and the promotion of each of the segment is happening separately. For eg. Regional language Olympiads are kept under one segment, Scientific subjects like Mathematics and Science to be kept under another segment etc. This is to assure that each of the segments is placed and marketed appropriately and generate more sales. Humming Bird is now working as an Internal Ecosystem and External Ecosystem with its subsidiaries. The Internal Ecosystem assures efficient management of the clients, reduced hiring, increase in efficiency of the employees leading and efficient use of team of all companies working together. The External Ecosystem makes sure of the entry of the client through any company and retaining the client for sales in other companies as well leading to increases in sales for Humming Bird and its subsidiaries altogether. Whereas earlier on, the company's education initiatives were only for the students, Now, Humming Bird and its subsidiaries are opening avenues for all age groups through our different product line and segments to increase the consumer base thus increasing the revenues.

Outlook:

The Company has terminated various non-productive franchises in India and recreating the network of productive franchise with a refined, detailed and commercially attractive franchise distribution plan. The outlook of coming year would be to add more franchise offices in the other parts of India so as to increase the direct interaction with the clients. The company also looks forward to increase the International presence. The company is positive with the future developments and endeavors to do its best to capitalize the opportunities in this sector.

Internal Control Systems and their Adequacy:

There are well established procedures for internal controls for operations of the company. The IT infrastructure and the finance & audit functions are well equipped with professionally experienced qualified personnel & play important roles in implementing the statutory obligations. The company's audit committee constituted last year is providing guidance and in proper control of affairs of the company.

Material Development in Human Resources:

The efforts for development of human resources have been continued with greater emphasis on training and development programs. The company enjoyed healthy and cordial relations with the employees of the company. A detailed performance evaluation system is in place and remuneration and rewards are strongly linked to performance indicators.

The company has laid down various plans to attract and retain skill manpower at all levels. Your directors' place on record their sincere appreciation in respect of the services rendered by the employees of the company at all levels.

Cautionary Statements

The report may contain forward looking statements which may identified by their use of words like 'plans', 'expects', 'will', 'anticipates', 'believes', 'intends', 'projects', 'estimates', or other words of similar meaning. All statements that address expectations and projections about the future, including but not limited to statements about the company's strategy for growth, product development, market position, expenditures and financial results, are forward looking statements.

Forward looking statements are based on certain assumptions and expectations of future events. The company assumes no responsibility to publicly amend, modify or revise any forward looking statements, on the basis of any subsequent developments, information or events. Actual results could differ materially from those express or implied.

Form No. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31st MARCH, 2021
[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies
(Appointment and Remuneration Personnel) Rules, 2014]

To

The Members,
HUMMING BIRD EDUCATION LIMITED
(CIN: L80221DL2010PLC207436)
1374-1375, 2nd Floor, Katra Lehsuan,
Chandni Chowk, Delhi-110006

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **HUMMING BIRD EDUCATION LIMITED** (hereinafter called 'the Company'). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2021 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by **HUMMING BIRD EDUCATION LIMITED** ("the Company") for the financial year ended on 31st March, 2021 according to the provisions of:

1. The Companies Act, 2013 ('the Act') and Rules made there under;
2. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and rules made thereunder;
3. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
4. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; (External Commercial Borrowings Not Applicable to the Company during the Audit Period);
5. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

- (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; (Not Applicable to the Company during the Audit Period);
- (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not Applicable to the Company during the Audit Period)
- (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; (Not applicable to the Company during the Audit period)
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (Not applicable to the Company during the Audit period)
- (i) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

We have also examined the compliance of the applicable Secretarial Standards issued by The Institute of Company Secretaries of India.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards etc. mentioned above.

We further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. During the period under review, there are changes in the composition of the Board of Directors and duly complied with the provisions of the Act and Rules made there under.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance. Further, a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions at Board Meetings and Committee Meetings are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliances with applicable laws, rules, regulations and guidelines.

For Prashant Gupta & Associates
Company Secretaries

Prashant Gupta

Partner

M. No.: F-9218

C.P. No. 10853

Date: 31.08.2021

Place: Noida

Note: This report is to be read with our letter of even date which is annexed as 'ANNEXURE A' and forms an integral part of this report.

'Annexure A'

To

The Members,
HUMMING BIRD EDUCATION LIMITED
(CIN: L80221DL2010PLC207436)
1374-1375, 2nd Floor, Katra Lehswan,
Chandni Chowk, Delhi-110006

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For Prashant Gupta & Associates
Company Secretaries

Prashant Gupta
Proprietor
M. No.: F-9218
C.P. No. 10853

Date: 31.08.2021
Place: Noida

Form No. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31st MARCH, 2021
[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies
(Appointment and Remuneration Personnel) Rules, 2014]

To

The Members,
SIBIL EDUCATION PRIVATE LIMITED
(CIN: U80904DL2019PTC358568)
A-95/3, Second Floor, Wazirpur Industrial Are
Delhi-110052

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **SIBIL EDUCATION PRIVATE LIMITED** (hereinafter called 'the Company'). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2021 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:
We have examined the books, papers, minute books, forms and returns filed and other records maintained by **SIBIL EDUCATION PRIVATE LIMITED** ("the Company") for the financial year ended on 31st March, 2021 according to the provisions of:

1. The Companies Act, 2013 ('the Act') and Rules made there under;
2. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and rules made thereunder;(Not Applicable to the Company during the Audit Period);
3. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;(Not Applicable to the Company during the Audit Period);
4. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; (**The Company has complied with the provisions, rules & regulations of FEMA to the extent applicable. The Company is not having any FDI, ODI and ECB**);
5. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') including any statutory modification or re-enactment thereof: -
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; (Not Applicable to the Company during the Audit Period);
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; (Not Applicable to the Company during the Audit Period)

- (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; (Not Applicable to the Company during the Audit Period)
- (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; (Not Applicable to the Company during the Audit Period);
- (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not Applicable to the Company during the Audit Period)
- (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; (Not Applicable to the Company during the Audit Period)
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; (Not applicable to the Company during the Audit period)
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (Not applicable to the Company during the Audit period)
- (i) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Not Applicable to the Company during the Audit Period)

We have also examined the compliance of the applicable Secretarial Standards issued by The Institute of Company Secretaries of India.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards etc. mentioned above.

We further report that:

The Board of Directors of the Company is duly constituted with proper balance of Non-Executive Directors, Women Directors and Independent Directors. There were no changes in the composition of the Board of Directors during the period under review.

Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting. Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

All decisions at Board Meetings and Committee Meetings are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliances with applicable laws, rules, regulations and guidelines.

**For Anant & Associates
Company Secretaries**

Anant Prakash

Proprietor

M. No.: F-9095

C.P. No. 16900

Date: 31.08.2021

Place: Noida

Note: This report is to be read with our letter of even date which is annexed as 'ANNEXURE A' and forms an integral part of this report.

'Annexure A'

To

The Members,
SIBIL EDUCATION PRIVATE LIMITED
(CIN: U80904DL2019PTC358568)
A-95/3, Second Floor, Wazirpur Industrial Area
Delhi-110052

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For Anant & Associates
Company Secretaries

Anant Prakash
Proprietor
M. No.: F-9095
C.P. No. 16900

Date: 31.08.2021
Place: Noida

Form No. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31st MARCH, 2021
[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies
(Appointment and Remuneration Personnel) Rules, 2014]

To

The Members,
ONMOUSECLICK.COM PRIVATE LIMITED
(CIN: U72200DL2019PTC358569)
A-95/3, Second Floor, Wazirpur Industrial Are
Delhi-110052

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **ONMOUSECLICK.COM PRIVATE LIMITED** (hereinafter called 'the Company'). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2021 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by **ONMOUSECLICK.COM PRIVATE LIMITED** ("the Company") for the financial year ended on 31st March, 2021 according to the provisions of:

1. The Companies Act, 2013 ('the Act') and Rules made there under;
2. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and rules made thereunder; (Not Applicable to the Company during the Audit Period);
3. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder; (Not Applicable to the Company during the Audit Period);
4. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; (The Company has complied with the provisions, rules & regulations of FEMA to the extent applicable. The Company is not having any FDI, ODI and ECB);
5. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') including any statutory modification or re-enactment thereof: -
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; (Not Applicable to the Company during the Audit Period);
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; (Not Applicable to the Company during the Audit Period)

- (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **(Not Applicable to the Company during the Audit Period)**
- (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **(Not Applicable to the Company during the Audit Period);**
- (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not Applicable to the Company during the Audit Period)**
- (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; **(Not Applicable to the Company during the Audit Period)**
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **(Not applicable to the Company during the Audit period)**
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **(Not applicable to the Company during the Audit period)**
- (i) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 **(Not Applicable to the Company during the Audit Period)**

We have also examined the compliance of the applicable Secretarial Standards issued by The Institute of Company Secretaries of India.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards etc. mentioned above.

We further report that:

The Board of Directors of the Company is duly constituted with proper balance of Non-Executive Directors, Women Directors and Independent Directors. There were no changes in the composition of the Board of Directors during the period under review.

Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting. Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

All decisions at Board Meetings and Committee Meetings are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliances with applicable laws, rules, regulations and guidelines.

**For Anant & Associates
Company Secretaries**

Anant Prakash
Proprietor
M. No.: F-9095
C.P. No. 16900

Date: 31.08.2021
Place: Noida

Note: This report is to be read with our letter of even date which is annexed as 'ANNEXURE A' and forms an integral part of this report.

'Annexure A'

To

The Members,
ONMOUSECLICK.COM PRIVATE LIMITED
(CIN: U72200DL2019PTC358569)
A-95/3, Second Floor, Wazirpur Industrial Area
Delhi-110052

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For Anant & Associates
Company Secretaries

Anant Prakash
Proprietor
M. No.: F-9095
C.P. No. 16900

Date: 31.08.2021
Place: Noida

V C A N & CO. Chartered Accountants

8th Floor, H. B. Twin Tower
Netaji Subhash Place,
New Delhi -110034, India
Email: vcancadelhi@gmail.com

Independent Auditor's Report
To the Members Humming Bird Education Limited
Report on the Audit of the Standalone Financial Statements

Opinion

1. We have audited the accompanying Standalone financial statements of Humming Bird Education Limited ('the Company'), which comprise the Standalone Balance Sheet as at 31 March 2021, the Standalone Statement of Profit and Loss and the Standalone Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.
2. In our opinion and to the best of our information and according to the explanations given to us, except for the effects, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ('Act') in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India including the Accounting Standards prescribed under section 133 of the Act, read with rule 7 of the Companies (Accounts) Rules, 2014 (as amended), of the state of affairs of the Company as at 31 March 2021, and its Profit and its cash flows for the year ended on that date

Basis for Opinion

3. We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ('ICAI') together with the ethical requirements that are relevant to our audit of the Standalone financial statements under the provisions of the Act and the rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion

Emphasis of Matter

4. We draw attention to Note 27 to the accompanying standalone audited financial statements, with regard to the management's evaluation of uncertainty due to the outbreak of COVID-19 and its impact on the future performance operations of the Company. Our opinion is not modified in respect of this matter

Key Audit Matters

5. Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

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6. We have determined that there are no key audit matters to communicate in our report.

Information other than the Standalone Financial Statements and Auditor's Report thereon

7. The Company's Board of Directors is responsible for the other information. Other information does not include the standalone financial statements and our auditor's report thereon. Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon. In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed on the other information obtained prior to the date of this auditor's report, we conclude that there is a material misstatement of this other information, we are required to report that fact. Reporting under this section is not applicable as no other information is obtained at the date of this auditor's report.

Responsibilities of Management and Those Charged With Governance for the Standalone Financial Statements

8. The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these Standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards prescribed under section 133 of the Act, read with rule 7 of the Companies (Accounts) Rules, 2014 (as amended). This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.
9. In preparing the standalone financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.
10. Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Standalone Financial Statements

11. Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to

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issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Standards on Auditing will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

12. As part of an audit in accordance with Standards on Auditing, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:
- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
 - Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to standalone financial statements and the operating effectiveness of such controls
 - Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
 - Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
 - Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
13. We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.
14. We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

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Report on Other Legal and Regulatory Requirements

15. As required by section 197(16) of the Act, based on our audit, we report that the Company has paid remuneration to its directors during the year in accordance with the provisions of and limits laid down under section 197 read with Schedule V to the Act.
16. This As required by the Companies (Auditor's Report) Order, 2016 ('the Order') issued by the Central Government of India in terms of section 143(11) of the Act, we give in the Annexure A a statement on the matters specified in paragraphs 3 and 4 of the Order.

17. As required by section 143(3) of the Act, we report that:

- a) we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
- b) in our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
- c) the standalone financial statements dealt with by this report are in agreement with the books of account;
- d) in our opinion, the aforesaid standalone financial statements comply with the Accounting Standards prescribed under section 133 of the Act, read with rule 7 of the Companies (Accounts) Rules, 2014 (as amended);
- e) on the basis of the written representations received from the directors and taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2021 from being appointed as a director in terms of section 164(2) of the Act;
- f) we have also audited the internal financial controls with reference to financial statements of the Company as on 31 March 2021 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date and our report dated 29 June 2021 as per "Annexure B" expressed.
- g) with respect to the other matters to be included in the Auditor's Report in accordance with rule 11 of the Companies (Audit and Auditors) Rules, 2014 (as amended), in our opinion and to the best of our information and according to the explanations given to us:
 - i. the Company does not have any pending litigation which would impact its financial position as at 31 March 2021
 - ii. the Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses as at 31 March 2021;
 - iii. there were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company during the year ended 31 March 2021;
 - iv. the disclosure requirements relating to holdings as well as dealings in specified bank notes were applicable for the period from 8 November 2016 to 30 December 2016, which are not

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relevant to these standalone financial statements. Hence, reporting under this clause is not applicable.

For V C A N & Co.
Chartered Accountants
Firm Registration No. 125172W

per **Abhishek Jain**
Partner
Membership No.: 0535564

Place: New Delhi
Date: 29 June 2021
UDIN: 21535564AAAACC8074

Based on the audit procedures performed for the purpose of reporting a true and fair view on the standalone financial statements of the Company and taking into consideration the information and explanations given to us and the books of account and other records examined by us in the normal course of audit, and to the best of our knowledge and belief, we report that:

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets
- (b) The Company has a regular program of physical verification of its fixed assets under which fixed assets are verified in a phased manner over a period of three years, which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. In accordance with this program and no material discrepancies were noticed on such verification.
- (c) The Company does not hold any immovable property (in the nature of 'fixed assets'). Accordingly, the provisions of clause 3(i) (c) of the Order are not applicable.
- (ii) The Company does not have any inventory. Accordingly, the provisions of clause 3(ii) of the Order are not applicable.
- (iii) The Company has not granted any loan, secured or unsecured to companies, firms, Limited Liability Partnerships (LLPs) or other parties covered in the register maintained under Section 189 of the Act. Accordingly, the provisions of clauses 3(iii)(a), 3(iii)(b) and 3(iii)(c) of the Order are not applicable.
- (iv) In our opinion, the Company has complied with the provisions of Sections 185 and 186 of the Act in respect of loans, investments, guarantees and security.
- (v) In our opinion, the Company has not accepted any deposits within the meaning of Sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended). Accordingly, the provisions of clause 3(v) of the Order are not applicable.
- (vi) The Central Government has not specified maintenance of cost records under sub section (1) of Section 148 of the Act, in respect of Company's services. Accordingly, the provisions of clause 3(vi) of the Order are not applicable
- (vii)(a) Undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues, as applicable, have generally been regularly deposited to the appropriate authorities, though there has been a slight delay in a few cases. Further, no undisputed amounts payable in respect thereof were outstanding at the year-end for a period of more than six months from the date they became payable.
- (b) There are no dues in respect of income-tax, sales-tax, service tax, duty of customs, duty of excise and value added tax that have not been deposited with the appropriate authorities on account of any dispute.
- (viii) The Company has not defaulted in repayment of loans or borrowings to any financial institution or a bank or government or any dues to debenture-holders during the year.
- (ix) In our opinion, the Company has applied moneys raised by way of initial public offer for the purposes for which these were raised. The Company did not raise moneys by way of further public offer (including debt instruments)/ did not have any term loans outstanding during the year.
- (x) No fraud by the Company or on the company by its officers or employees has been noticed or reported during the period covered by our audit.

- (xi) In our opinion and according to the information and explanations given to us and based on examination of the records of the Company, the Company has paid/provided managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act
- (xii) In our opinion, the Company is not a Nidhi Company. Accordingly, provisions of clause 3(xii) of the Order are not applicable.
- (xiii) In our opinion all transactions with the related parties are in compliance with Sections 177 and 188 of Act, where applicable, and the requisite details have been disclosed in the standalone financial statements etc., as required by the applicable AS.
- (xiv) During the year, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures.
- (xv) In our opinion, the company has not entered into any non-cash transactions with the directors or persons connected with them covered under Section 192 of the Act.
- (xvi) The company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934.

Independent Auditor's Report on the internal financial controls with reference to the standalone financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ('the Act')

- I. In conjunction with our audit of the standalone financial statements of Humming Bird Education Limited ('the Company') as at and for the year ended 31 March 2021, we have audited the internal financial controls with reference to financial statements of the Company as at that date

Responsibilities of Management and Those Charged with Governance for Internal Financial Controls

- II. The Company's Board of Directors is responsible for establishing and maintaining internal financial controls based on the internal financial controls with reference to standalone financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of the Company's business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act

Auditor's Responsibility for the Audit of the Internal Financial Controls with Reference to Financial Statements

- III. Our responsibility is to express an opinion on the Company's internal financial controls with reference to standalone financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India ('ICAI') prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to standalone financial statements, and the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting ('the Guidance Note') issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to standalone financial statements were established and maintained and if such controls operated effectively in all material respects
- IV. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to standalone financial statements and their operating effectiveness. Our audit of internal financial controls with reference to standalone financial statements includes obtaining an understanding of such internal financial controls,

Locations: Delhi | Gurugram | Noida | Ahmedabad | Vadodara | Mumbai | Raipur | Bhilwara assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error

- V. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls with reference to financial statements.

Meaning of Internal Financial Controls with Reference to Standalone Financial Statements

- VI. A company's internal financial controls with reference to standalone financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of standalone financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to standalone financial statements include those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of standalone financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the standalone financial statements

Inherent Limitations of Internal Financial Controls with Reference to Standalone Financial Statements

VII. Because of the inherent limitations of internal financial controls with reference to standalone financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to standalone financial statements to future periods are subject to the risk that the internal financial controls with reference to standalone financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

VIII. In our opinion, the Company has, in all material respects, adequate internal financial controls with reference to standalone financial statements and such controls were operating effectively as at 31 March 2021, based on the internal financial controls with reference to standalone financial statements criteria established by the Company

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considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India

For **V C A N & Co.**
Chartered Accountants
Firm Registration No. 125172W

per **Abhishek Jain**
Partner
Membership No.: 0535564

Place: New Delhi
Date: 29 June 2021

Humming Bird Education Limited
1374-1375, 2nd Floor, Katra Lehsuan, Chandni Chowk, New Delhi - 110006, India
CIN: U80221DL2010PTC207436
Standalone Balance sheet as at 31 March 2021
(Unless otherwise stated, all amounts are in Indian Rupees)

Particulars		Note No.	As at 31st March 2021	As at 31st March 2020
A	EQUITY AND LIABILITIES			
1	Shareholder's Funds			
	a) Share Capital	3	6,130,000	6,130,000
	b) Reserves & Surplus	4	15,245,000	25,346,524
			21,375,000	31,476,524
2	Share Application money Pending Allotment		-	-
3	Non Current Liabilities			
	a) Long Term Borrowings		-	-
	b) Deffered Tax Liabilities(net)	5	-	578,441
	c) Other long term Liabilities		-	-
	d) Long Term Provisions		-	-
			-	578,441
4	Current Liabilities			
	a) Short Term Borrowings		-	-
	b) Trade Payables	6	53,607	9,000
	c) Other Current Liabilities	7	1,248,888	1,373,624
	d) Short Term Provisions	8	-	533,388
			1,302,495	1,916,012
	TOTAL		22,677,494	33,970,977
B	ASSETS			
1	Non Current Assets			
	a) Property, Plant & Equipments			
	(i) Tangible Assets	9	261,796	477,083
	(ii) Intangible Assets	9	1,845,571	2,718,911
	(iii) Capital Work In Progress		-	-
	(iv) Intangible Assets under development		-	-
	(v) Fixed Assets held for sale		-	-
			2,107,367	3,195,994
	b) Non Current Investments	10	151,000	151,000
	c) Deffered Tax Asset(net)		-	-
	d) Long-Term Loans & Advances		-	-
	e) Other non Current Assets	11	20,000	20,000
			171,000	171,000
2	Current Assets			
	a) Current Investments		-	-
	b) Inventories		-	-
	c) Trade Receivables	12	-	-
	d) Cash & Cash Equivalent	13	18,943,306	28,264,866
	e) Short Term Loans and Advances	14	1,206,181	2,228,974
	f) Other Current assets	15	249,641	110,143
			20,399,128	30,603,983
	TOTAL		22,677,494	33,970,977

Summary of significant accounting policies and other explanatory information.

1-28

This is the balance sheet referred to in our report of even date.

For V C A N & Co.
Chartered Accountants
FRN 125172W

For and on behalf of the Board of Directors
Humming Bird Education Limited

CA Abhishek Jain
Partner
M.No 0535564

Nitesh Jain **Vaishali Jain**
Director Director & CFO
(DIN 03150675) (DIN 08218972)

Mayank Singh
Company Secretary

Place : Delhi
Date : 29 June 2021

Place : Delhi
Date : 29 June 2021

UDIN : 21535564AAAACC8074

Humming Bird Education Limited
1374-1375, 2nd Floor, Katra Lehsuan, Chandni Chowk, New Delhi - 110006, India
CIN: U80221DL2010PTC207436
Standalone Statement of Profit and Loss for the year ended 31 March 2021
(Unless otherwise stated, all amounts are in Indian Rupees)

Particulars	Note No.	For the year ended	For the year ended
1 Revenue from operations	16	2,461,454	23,691,968
2 Other Income	17	1,341,813	1,575,365
3 Total Revenue (1+2)		3,803,267	25,267,333
4 Expenses:			
a) Cost of material consumed		-	-
b) Expenses Related to Olympiad Exams		1,281,052	3,409,521
c) Changes in inventories of finished goods, work-in-progress and Stock-in-Trade		-	-
d) Employee benefit expense	18	3,472,424	4,229,963
e) Financial costs		-	-
f) Depreciation and amortization expense	9	1,102,610	1,224,338
g) Other expenses	19	4,306,596	12,872,176
Total Expenses		10,162,683	21,735,998
5 Profit before exceptional and extraordinary items and tax		-6,359,416	3,531,335
6 Exceptional items			
Prior Period Expenses		2,265,336	306,000
GST expenses written off		1,611,272	-
7 Profit before extraordinary items and tax (5-6)		-10,236,023	3,225,335
8 Extraordinary Items		-	-
9 Profit before tax (7-8)		-10,236,023	3,225,335
10 Tax expense:			
a) Current tax		-	1,081,269
b) Tax related to earlier year		58,932	-
c) Deferred tax	5	-578,441	(155,127)
		-519,509	926,142
11 Profit(Loss) from the period from continuing operations		-9,716,514	2,299,193
Balance Carried to Balance Sheet		-9,716,514	2,299,193
12 Profit/(Loss) for the period (11)		-9,716,514	2,299,193
13 Earning per equity share:			
(1) Basic	21	-15.85	6.71
(2) Diluted	21	-15.85	6.71

Summary of significant accounting policies and other explanatory information.

1-28

This is the statement of profit and loss referred to in our report of even date

For V C A N & Co.
Chartered Accountants
FRN 125172W

For and on behalf of the Board of Directors
Humming Bird Education Limited

CA Abhishek Jain
Partner
M.No 0535564

Nitesh Jain **Vaishali Jain**
Director Director & CFO
(DIN 03150675) (DIN 08218972)

Mayank Singh
Company Secretary

Place : Delhi
Date : 29 June 2021

Place : Delhi
Date : 29 June 2021

UDIN : 21535564AAAACC8074

Humming Bird Education Limited
1374-1375, 2nd Floor, Katra Lehswan, Chandni Chowk, New Delhi - 110006, India
CIN: U80221DL2010PTC207436

Standalone Cash Flow Statement for the year ended 31 March 2021

(Unless otherwise stated, all amounts are in Indian Rupees)

	For the year ended 31 March 2021		For the year ended 31 March 2020	
(A) CASH FLOW FROM OPERATING ACTIVITIES:				
Net Profit before Tax as per Statement of Profit & Loss		-10,236,023		3,225,335
Add back:				
(a) Depreciation and Amortisation	1,102,610		1,224,338	
(b) Finance Costs	-		-	
(c) Loss on sale of Assets (Net)	-	1,102,610	-	1,224,338
		-9,133,413		4,449,673
Deduct:				
(a) Interest Income	1,248,869		1,575,365	
(b) Profit on sale of Assets (Net)	-	1,248,869	-	1,575,365
		-10,382,282		2,874,308
Operating Profit before Working Capital Changes				
(a) (Increase)/Decrease in Inventories	-		-	
(b) (Increase)/Decrease in Trade Receivables	-		106,587	
(c) (Increase)/Decrease in Loans and Advances (including other assets)	883,295		-323,970	
(d) Increase/(Decrease) in Trade Payables, Other Liabilities & Provisions	-613,517	269,778	654,370	436,987
Cash Generated from Operations		-10,112,504		3,311,295
Deduct:				
Tax Paid		58,932		1,146,051
CASH INFLOW / (OUTFLOW) FROM OPERATING ACTIVITIES	"A"	-10,171,436	2,165,244	
(B) CASH FLOW FROM INVESTING ACTIVITIES:				
Outflow:				
Purchase of Fixed Assets (including Capital W.I.P.)		-13,983		-939,877
Investments		-		-151,000
		-13,983		-1,090,877
Inflow:				
(a) Sale/Transfer of Fixed Assets		-		-
(b) Interest Received	1,248,869	1,248,869	1,575,365	1,575,365
NET CASH USED IN INVESTING ACTIVITIES	"B"	1,234,886	484,488	
(C) CASH FLOW FROM FINANCING ACTIVITIES:				
Outflow:				
(a) Finance Costs		-		-
(b) Dividend Paid (including Tax on Dividend)	385,011	-385,011	-	-
NET CASH USED IN FINANCING ACTIVITIES	"C"	-385,011	-	
NET INC./(DEC.) IN CASH AND CASH EQUIVALENTS "A+B+C"		-9,321,560		2,649,732
CASH AND CASH EQUIVALENTS AS AT BEGINING OF PERIOD (Note 1)		28,264,866		25,615,134
CASH AND CASH EQUIVALENTS AS AT END OF PERIOD (Note2)		18,943,306		28,264,866

Notes:

1. **Cash and Cash Equivalents:**

Cash on hand and balances with banks	18,943,306	28,264,866
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Summary of significant accounting policies and other explanatory inform: 1-28

This is the cash flow statement referred to in our report of even date

For V C A N & Co.
Chartered Accountants
FRN 125172W

For and on behalf of the Board of Directors
Humming Bird Education Limited

CA Abhishek Jain
Partner
M.No 0535564

Nitesh Jain **Vaishali Jain** **Mayank Singh**
Director Director & CFO Company Secretary
(DIN 03150675) (DIN 08218972)

Place : Delhi
Date : 29 June 2021

Place : Delhi
Date : 29 June 2021

UDIN : 21535564AAAACC8074

Humming Bird Education Limited

1374-1375, 2nd Floor, Katra Lehsuan, Chandni Chowk, New Delhi - 110006, India

CIN: U80221DL2010PTC207436

Standalone Summary of significant accounting policies and other explanatory information for the year
(Unless otherwise stated, all amounts are in Indian Rupees)

Particulars	As at 31st March 2021		As at 31st March 2020	
	Number	Amount	Number	Amount
3 Share Capital				
Authorised share capital	750,000	7,500,000	750,000	7,500,000
Equity shares of Rs.10/- each (31 March 2019: 7,50,000) Equity Shares of Rs.10/- each)				
	<u>750,000</u>	<u>7,500,000</u>	<u>750,000</u>	<u>7,500,000</u>
Issued, Subscribed and Paid up				
(31 March 2019: 6,13,000) Equity shares of Rs. 10/- each	613,000	6,130,000	613,000	6,130,000
	<u>613,000</u>	<u>6,130,000</u>	<u>613,000</u>	<u>6,130,000</u>

a) Reconciliation of the equity shares outstanding at the beginning and at the end of reporting period

	Number	Amount	Number	Amount
<u>Equity Shares</u>				
At the beginning of the year	613,000	6,130,000	613,000	6,130,000
Add: Shares issued during the year	-	-	-	-
Balance as at the end of the year	<u>613,000</u>	<u>6,130,000</u>	<u>613,000</u>	<u>6,130,000</u>

b) Rights, preferences and restrictions attached to shares

Equity shares: The company has one class of equity shares having par value of Rs.10 per share. Each Shareholder for one vote per share held. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the company after distribution of all preferential amounts in proportion to their shareholding.

c) Details of shares held by shareholders holding more than 5% of the aggregate shares in the company

Name	No. of Shares	%age	No. of Shares	%age
Narender Kumar Jain	80,000	13%	80,000	13%
Nitesh Jain	179,996	29%	179,996	29%
Vaishali Jain	100,000	16%	100,000	16%
Madhu Jain	99,000	16%	90,000	15%

d) Company has allotted 1,50,000 shares as bonus shares during the financial year 2018-19 from the surplus in reserve and surplus account, no shares bought back over the last five years immediately preceding the

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Humming Bird Education Limited

1374-1375, 2nd Floor, Katra Lehsuan, Chandni Chowk, New Delhi - 110006, India

CIN: U80221DL2010PTC207436

Standalone Summary of significant accounting policies and other explanatory information for the year
(Unless otherwise stated, all amounts are in Indian Rupees)

	As at 31st March	As at 31st March
4 Reserves and Surplus		
Surplus in Statement of Profit & Loss		
Balance at the beginning of the year	5,460,524	3,381,240
Add: Profit for the year	-9,716,514	2,299,193
Less: Income Tax for the previous Year W/off		219,909
Less: Dividend paid*	-385,011	-
Balance at the end of the year	-4,641,000	5,460,524
Securities Premium		
Balance at the beginning of the year	19,886,000	19,886,000
Addition during the year	-	-
Balance at the end of the year	19,886,000	19,886,000
Balance carried to balance sheet	15,245,000	25,346,524
* Dividend is paid for year ended 31 March 2020 for all shareholders except those are in promoter group		
5 Deferred tax liabilities		
Incremental Deferred tax Liability on account of Property, Plant and Equipment and Intangible Assets*	-	578,441
	-	578,441
* As per the Accounting Standard 22 on 'Accounting for Taxes on Income', the Company has not recognized Deferred Tax Asset in the current financial statement		
6 Trade Payables		
Total outstanding dues of micro enterprises and small enterprises (refer note below)	-	-
Total outstanding dues of creditors other than to micro enterprises and small enterprises	53,607	9,000
	53,607	9,000
The Company has not received any information from "suppliers" regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006 and hence disclosures, if any, relating to amounts unpaid as at the year end together with interest paid/payable as required under the said Act have been determined based on		
7 Other Current Liabilities		
Audit Fees Payable	115,000	115,000
TDS Payable	4,324	27,372
Security deposit from franchisee*	800,202	743,002
Expenses Payable	43,112	-
Salaries Payable	274,000	378,000
Stipend Payable	12,250	110,250
	1,248,888	1,373,624
* This security deposit is non-refundable in nature and is adjustable from the franchisee owner		
8 Short Term Provisions		
Provision for Taxation (Net of Taxes paid)	-	533,388
	-	533,388

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Standalone Summary of significant accounting policies and other explanatory information for the year
(Unless otherwise stated, all amounts are in Indian Rupees)

	As at 31st March		As at 31st March	
#	Number	Amount	Number	Amount
# Non current investments				
Investments in equity shares of subsidiary companies (Unquoted, fully paid up)				
SIBIL Education Private Limited	10,000	100,000	10,000	100,000
Onmouseclick.com Private Limited	5,100	51,000	5,100	51,000
		151,000		151,000
# Other Non Current Assets				
Security Deposit		20,000		20,000
		20,000		20,000
# Trade Receivables				
Exceeding six months		-		-
Less than six months				
Unsecured, considered good		-		-
		-		-
# Cash and cash equivalents				
Cash in Hand		499,924		1,318,298
Balance with Bank				
-Current Account		253,676		551,560
-Deposit Account		#####		26,395,008
		#####		28,264,866
# Short-term loans and advances				
Unsecured (considered good unless otherwise stated)				
Prepaid expenses		1,964		2,140
Imprest balance		81,501		53,510
Other advances		494,450		233,734
Security Deposit		217,160		365,160
TDS Receivable		96,120		-
Balance with revenue authorities		314,986		1,574,430
		1,206,181		2,228,974
# Other Current Assets				
Interest accrued on fixed deposit		249,641		110,143
		249,641		110,143

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Humming Bird Education Limited
1374-1375, 2nd Floor, Katra Lehsuan, Chandni Chowk, New Delhi - 110006, India
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Standalone Summary of significant accounting policies and other explanatory information for the year ended 31 March 2021
(Unless otherwise stated, all amounts are in Indian Rupees)

9 Property Plant & Equipments

Gross block	Furniture and fixtures	Computer	Car	Mobile	Office equipment	Total Tangible	Software	IPO Expenses	Total Intangible
Balance as at 31 March 2019	45,000	65,000	977,978	152,390	9,130	1,249,498	14,407	3,952,878	3,967,285
Additions during the year	-	411,630	-	8,880	105,544	526,054	130,000	283,823	413,823
Any Deduction/ adjustment	-	-	-	-	-	-	-	-	-
Balance as at 31 March 2020	45,000	476,630	977,978	161,270	114,674	1,775,552	144,407	4,236,701	4,381,108
Additions during the year	-	-	-	-	13,983	13,983	-	-	-
Any Deduction/ adjustment	-	-	-	-	-	-	-	-	-
Balance as at 31 March 2021	45,000	476,630	977,978	161,270	128,657	1,789,535	144,407	4,236,701	4,381,108
Accumulated depreciation/ amortisation									
Balance as at 31 March 2019	26,684	55,924	743,502	115,029	2,101	943,240	2,512	790,576	793,088
Depreciation/ amortisation charge for the year	4,742	214,485	73,227	15,752	47,023	355,229	21,769	847,340	869,109
Reversal on disposal of assets	-	-	-	-	-	-	-	-	-
Balance as at 31 March 2020	31,426	270,409	816,729	130,781	49,124	1,298,469	24,281	1,637,916	1,662,197
Depreciation/ amortisation charge for the year	3,514	128,231	50,358	11,321	35,846	229,270	26,000	847,340	873,340
Reversal on disposal of assets	-	-	-	-	-	-	-	-	-
Balance as at 31 March 2021	34,940	398,640	867,087	142,102	84,970	1,527,739	50,281	2,485,256	2,535,537
Net block									
Balance as at 31 March 2020	13,574	206,221	161,249	30,489	65,550	477,083	120,126	2,598,785	2,718,911
Balance as at 31 March 2021	10,060	77,990	110,891	19,168	43,687	261,796	94,127	1,751,445	1,845,571

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Humming Bird Education Limited

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Standalone Summary of significant accounting policies and other explanatory information for the year ended 31 March 2021

(Unless otherwise stated, all amounts are in Indian Rupees)

	For the year ended 31 March 2021	For the year ended 31 March 2020
16 Revenue from Operations		
Sale of Books (including ebooks)	1,954,837	20,020,529
Sale of Services	506,617	3,671,439
	2,461,454	23,691,968
17 Other income		
Interest income	1,248,869	1,575,365
Others	92,944	-
	1,341,813	1,575,365
18 Employee Benefit expenses		
Salaries & allowances *	3,235,880	3,959,200
Staff welfare expenses	222,044	198,763
Bonus	14,500	72,000
	3,472,424	4,229,963
* Includes Director Remuneration of Rs 15,48,000 (Previous year 22,59,000)		
19 Other Expenses		
Accounting expenses	34,200	165,300
Advertisement expenses	213,279	127,500
Author expenses	-	18,733
Bank charges	-	1,887
Business promotion expenses	279,051	907,475
Commission	694,776	3,125,975
Electricity	109,373	212,852
Exchange and Depository Expenses	48,091	97,300
GST Expense	17,156	-
GST Late Filing Fees	-	500
Insurance expenses	12,975	15,184
Interest on Delay Deposit TDS	646	3,361
IT and Internet Expenses	280,548	505,576
Late Fee BSE	20,750	14,160
Legal & professional charges	195,500	140,000
Miscellaneous expenses	12,316	-
Office Expenses	-	54,858
Payment to auditors (refer note 19a)	115,000	115,000
Postage and courier expenses	361,326	2,909,174
Prize distribution	698,602	795,020
Recruitment Expenses	-	4,150
Fee & Subscription	27,168	-
Repair and maintainance		
- Car	112,329	263,553
- Computer	54,000	6,348
- Office	282,600	138,103
Rental expenses		
- Office	346,000	877,200
- Computer	-	43,200
Sponsorship Expenses	-	50,000
Stipend Expenses	372,600	1,240,734
Telecallers & App Developers Expenses	-	591,918
Tour & travelling expenses	18,309	447,115
	4,306,596	12,872,176
19a Payment to auditors		
Audit fees	115,000	75,000
Tax audit fees	-	40,000
	115,000	115,000

Humming Bird Education Limited

1374-1375, 2nd Floor, Katra Lehsuan, Chandni Chowk, New Delhi - 110006, India

CIN: U80221DL2010PTC207436

Standalone Summary of significant accounting policies and other explanatory information for the year ended 31 March 2021

(Unless otherwise stated, all amounts are in Indian Rupees)

21 Earnings per share (EPS)

Basic earnings per share

The calculation of basic earning per share for the year ended 31 March 2021 is based on the profit attributable to the equity shareholders and the weighted average number of equity shares.

Diluted earnings per share

The calculation of diluted earnings / (loss) per share for the year ended 31 March 2021 is based on the profit attributable to the equity shareholders and the weighted average number of equity shares outstanding after adjustment for the effect of all dilutive potential equity shares.

The following reflects the Profit and share data used in the basic and diluted EPS computations:

Net profit available to equity shareholders	-9,716,514	2,299,193
Weighted average number of equity shares in calculating basic EPS	613,000	342,750
Weighted average number of equity shares in calculating diluted EPS	613,000	342,750
Nominal value of equity share (Rs)	10	10
Basic earning per share (Rs)	-15.85	6.71
Diluted earning per share (Rs)	-15.85	6.71

22 Earnings in foreign currency

Export sales (in INR)	-	117,219
Export sales (in USD)	-	1,717

23 The Company has not incurred any expenditure in foreign currency

24 The Company has no unhedged foreign currency exposure as at the end of year.

25 As per AS 17, Segment Reporting, Company has only single reportable segment i.e. Income from Education and allied services

26 Contingent liabilities and capital commitments

There are no pending litigations against the Company and by the Company as at period end. There are no contingent liabilities or capital commitment at period end.

27 The outbreak of Coronavirus disease (COVID-19) pandemic globally and in India has caused significant disturbance and slowdown of economic activity. The nationwide lockdown ordered by the Respective State Governments has resulted into significant reduction in economic activities and also the business operation of the Company in terms of revenue generating activities. The management has considered the possible effects of the pandemic over the carrying amount of the assets of the Company.

Based on the current indicators of future economic conditions, the management of the Company expects to recover the carrying amount of these assets. However, the management will continue to closely monitor any material changes in future economic conditions.

28 Prior period comparatives

Previous year's figures have been regrouped / reclassified where necessary, to confirm to current year's classification.

This is the Summary of Significant accounting policies and other explanatory information as referred to in our report of even date.

For V C A N & Co.

Chartered Accountants
FRN 125172W

For and on behalf of the Board of Directors
Humming Bird Education Limited

CA Abhishek Jain

Partner
M.No 0535564

Nitesh Jain

Director
(DIN 03150675)

Vaishali Jain

Director & CFO
(DIN 08218972)

Mayank Singh

Company Secretary

Place : Delhi

Date : 29 June 2021

Place : Delhi

Date : 29 June 2021

Humming Bird Education Limited
1374-1375, 2nd Floor, Katra Lehsuan, Chandni Chowk, New Delhi - 110006, India
CIN: U80221DL2010PTC207436

Standalone Summary of significant accounting policies and other explanatory information for the year ended 31 March 2021
(Unless otherwise stated, all amounts are in Indian Rupees)

20 Related party disclosures

"Related Party Disclosures" as required under Accounting Standard-18 of Companies (Accounting Standards) Rules, 2006 are given below:

A. Name of related parties

(i) Subsidiary Companies

SIBIL Education Private Limited
Onmouseclick.com Private Limited

(ii) Key managerial personnel (KMP) and their relatives

Mr. Nitesh Jain
Mr. Piyush Khatri
Mr. Mayank Pratap Singh
Mrs. Vaishali Jain
Mrs. Madhu Jain

(III) Other enterprises under the control of Key managerial personnel and their relative

Onmouseclick.com (Firm)

B. Transactions with related parties during the period and balances in respect thereof in the ordinary course of business:

	For the year ended 31 March 2021	For the year ended 31 March 2020
a) Transactions during the period		
Reimbursement of Expenses (incurred during the year)		
Nitesh Jain	374,012	272,428
SIBIL Education Private Limited	312,653	-
Remuneration to Director:		
Nitesh Jain	540,000	540,000
Vaishali Jain (in the capacity of CFO)	520,000	540,000
Piyush Khatri (in the capacity of CEO)	488,000	1,179,000
Remuneration to Related of Director:		
Madhu Jain	520,000	540,000
Purchase of services		
Onmouseclick.com (Firm)	-	148,000
Reimbursement received		
SIBIL Education Private Limited	70,000	-
Loans given during the year		
SIBIL Education Private Limited	220,000	-
Repayment of loan received during the year		
SIBIL Education Private Limited	220,000	-
b) Year end balances		
Other current liabilities		
Employee related payable		
-Nitesh Jain	45,000	45,000
-Vaishali Jain	45,000	45,000
-Piyush Khatri	40,000	45,000
-Madhu Jain	45,000	100,000
Other Current Assets		
Imprest Balance		
-Nitesh Jain	81,501	53,510

V C A N & CO.
Chartered Accountants

8th Floor, H. B. Twin Tower
Netaji Subhash Place,
New Delhi -110034, India
Email: vcancadelhi@gmail.com

Independent Auditor's Report
To the Members Humming Bird Education Limited
Report on the Audit of the Standalone Financial Statements

Opinion

1. We have audited the accompanying consolidated financial statements of Humming Bird Education Limited ('the Holding Company') and its subsidiaries (the Holding Company and its subsidiaries together referred to as 'the Group') as listed in Annexure 1, which comprise the Consolidated Balance Sheet as at 31 March 2021, the Consolidated Statement of Profit and Loss, and the Consolidated Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.
2. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 ('Act') in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India including Accounting Standards specified under section 133 of the Act, read with rule 7 of the Companies (Accounts) Rules, 2014 (as amended), of the consolidated state of affairs of the Group, as at 31 March 2021, and their consolidated profit, and consolidated cash flows for the year ended on that date.

Basis for Opinion

3. We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ('ICAI') together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Emphasis of Matter

4. We draw attention to Note 28 to the accompanying consolidated audited financial statements, with regard to the management's evaluation of uncertainty due to the outbreak of COVID-19 and its impact on the future performance operations of the Company. Our opinion is not modified in respect of this matter

Key Audit Matters

5. Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.
We have determined that there are no key audit matters to communicate in our report.

Information other than the Consolidated Financial Statements and Auditor's Report thereon

6. The Holding Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual Report, Management Discussion and Analysis, Report on Corporate Governance, Directors' Report, etc, but does not include the consolidated financial statements and our auditor's report thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially in consistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged With Governance for the Consolidated Financial Statements

7. The accompanying consolidated financial statements have been approved by the Holding Company's Board of Directors. The Holding Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act, read with rule 7 of the Companies (Accounts) Rules, 2014 (as amended). The respective Board of Directors/management of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

8. In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group are responsible for assessing the ability of the Group to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intend to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

9. Those Board of Directors are also responsible for overseeing the financial reporting process of the companies included in the Group.

Auditor's Responsibilities for the Audit of the Financial Statements

10. Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Standards on Auditing will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

11. As part of an audit in accordance with Standards on Auditing, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:
- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control;
 - Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Holding Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls
 - Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.;
 - Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern; and
 - Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
12. We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.
13. We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

Report on Other Legal and Regulatory Requirements

14. As required by section 197(16) of the Act, based on our audit, on separate financial statements of the subsidiaries, we report that the Holding Company, its subsidiary companies, under the Act paid remuneration to their respective directors during the year in accordance with the provisions of and limits laid down under section 197 read with Schedule V to the Act.
15. As required by section 143 (3) of the Act, based on our audit on separate financial statements and other financial information of the subsidiaries, we report, to the extent applicable, that:
- a) we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit of the aforesaid consoli

- b) in our opinion, proper books of account as required by law relating to preparation of the afore said consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors;
- c) the consolidated financial statements dealt with by this report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements;
- d) in our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under section 133 of the Act, read with rule 7 of the Companies (Accounts) Rules, 2014 (as amended);
- e) the matter(s) described in paragraph 4 of the Emphasis of Matter section, in our opinion, may have an adverse effect on the functioning of the Holding Company;
- f) on the basis of the written representations received from the directors of the Holding Company and taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary companies, companies covered under the Act, none of the directors of the Group companies, covered under the Act, are disqualified as on 31 March 2021 from being appointed as a director in terms of section 164(2) of the Act.
- g) with respect to the adequacy of the internal financial controls with reference to financial statements of the Holding Company, covered under the Act, and the operating effectiveness of such controls, refer to our separate report in 'Annexure A'. In our opinion and to the best of our information and according to the explanations given to us, the provisions of section 143(3)(i) for reporting on the adequacy of internal financial controls with reference to financial statements and the operating effectiveness of such controls of the subsidiary companies covered under the Act, are not applicable; and
- h) with respect to the other matters to be included in the Auditor's Report in accordance with rule 11 of the Companies (Audit and Auditors) Rules, 2014 (as amended), in our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the report of the other auditors on separate financial statements as also the other financial information of the subsidiaries:
- there were no pending litigations as at 31 March 2021 which would impact the consolidated financial position of the Group;
 - the Holding Company, its subsidiaries did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses as at 31 March 2021;
 - there were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Holding Company, and its subsidiary companies covered under the Act, during the year ended 31 March 2021; and
 - the disclosure requirements relating to holdings as well as dealings in specified bank notes were applicable for the period from 8 November 2016 to 30 December 2016, which are not relevant to these consolidated financial statements. Hence, reporting under this clause is not applicable.

For **V C A N & Co.**
Chartered Accountants
Firm Registration No. 125172W

per **Abhishek Jain**
Partner
Membership No.: 0535564

Place: New Delhi
Date: 29 June 2021
UDIN: 21535564AAAACD3262

Independent Auditor's Report on the internal financial controls with reference to the Consolidated financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ('the Act')

I. In conjunction with our audit of the consolidated financial statements of Humming Bird Education Limited ('the Holding Company') and its subsidiaries (the Holding Company and its subsidiaries together referred to as 'the Group'), as at and for the year ended 31 March 2021, we have audited the internal financial controls with reference to financial statements of the Holding Company, which are companies covered under the Act, as at that date.

Responsibilities of Management and Those Charged with Governance for Internal Financial Controls

II. The respective Board of Directors of the Holding Company, which are companies covered under the Act, are responsible for establishing and maintaining internal financial controls based on the internal financial controls with reference to consolidated financial statements criteria established by the respective Companies considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of the Company's business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor's Responsibility for the Audit of the Internal Financial Controls with Reference to Consolidated Financial Statements

- III. Our responsibility is to express an opinion on the internal financial controls with reference to financial statements of the Holding Company, as aforesaid, based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India ('ICAI') prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to financial statements, and the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting ('the Guidance Note') issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements were established and maintained and if such controls operated effectively in all material respects.
- IV. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements includes obtaining an understanding of such internal financial controls, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error
- V. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls with reference to financial statements of the Holding Company, as aforesaid.

Meaning of Internal Financial Controls with Reference to Consolidated Financial Statements

VI. A company's internal financial controls with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to financial statements include those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls with Reference to Consolidated Financial Statements

VII. Because of the inherent limitations of internal financial controls with reference to financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to financial statements to future periods are subject to the risk that the internal financial controls with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

VIII. In our opinion, the Holding Company, which are companies covered under the Act, have in all material respects, adequate internal financial controls with reference to financial statements and such controls were operating effectively as at 31 March 2021, based on the internal financial controls with reference to consolidated financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **V C A N & Co.**
Chartered Accountants
Firm Registration No. 125172W

per **Abhishek Jain**
Partner
Membership No.: 0535564

Place: New Delhi
Date: 29 June 2021

Humming Bird Education Limited
1374-1375, 2nd Floor, Katra Lehswan, Chandni Chowk, New Delhi - 110006, India
CIN: U80221DL2010PTC207436
Consolidated Balance sheet as at 31 March 2021
(Unless otherwise stated, all amounts are in Indian Rupees)

Particulars		Note No.	As at 31st March 2021	As at 31st March 2020
A EQUITY AND LIABILITIES				
1 Shareholder's Funds				
a) Share Capital		3	6,130,000	6,130,000
b) Reserves & Surplus		4	15,377,012	25,290,797
			21,507,012	31,420,797
2 Share Application money Pending Allotment				
3 Non Current Liabilities				
a) Long Term Borrowings			-	-
b) Deferred Tax Liabilities(net)		5	-	578,441
c) Other long term Liabilities			-	-
d) Long Term Provisions			-	-
e) Minority Interest			50,259	49,431
			50,259	627,872
4 Current Liabilities				
a) Short Term Borrowings		6	-	-
b) Trade Payables		7	120,685	9,000
c) Other Current Liabilities		8	1,557,333	1,571,761
d) Short Term Provisions			46,825	772,235
			1,724,843	2,352,996
TOTAL			23,282,114	34,401,664
B ASSETS				
1 Non Current Assets				
a) Property, Plant & Equipments				
(i) Tangible Assets		9	270,419	477,083
(ii) Intangible Assets		9	1,845,571	2,718,911
(iii) Capital Work In Progress			-	-
(iv) Intangible Assets under development			-	-
(v) Fixed Assets held for sale			-	-
			2,115,990	3,195,994
b) Non Current Investments			-	-
c) Deffered Tax Asset(net)			-	-
d) Long-Term Loans & Advances			-	-
e) Other non Current Assets		10	20,000	20,000
			20,000	20,000
2 Current Assets				
a) Current Investments			-	-
b) Inventories			-	-
c) Trade Receivables		11	15,645	172,502
d) Cash & Cash Equivalents		12	19,295,280	28,435,513
e) Short Term Loans and Advances		13	1,585,558	2,467,512
f) Other Current assets		14	249,641	110,143
			21,146,125	31,185,670
TOTAL			23,282,114	34,401,664

Summary of significant accounting policies and other explanatory information.

1-29

This is the balance sheet referred to in our report of even date.

For V C A N & Co.
Chartered Accountants
FRN 125172W

For and on behalf of the Board of Directors
Humming Bird Education Limited

CA Abhishek Jain
Partner
M.No 0535564

Nitesh Jain Director
(DIN 03150675)

Vaishali Jain Director & CFO
(DIN 08218972)

Mayank Singh
Company Secretary

Place : Delhi
Date : 29 June 2021

Place : Delhi
Date : 29 June 2021

UDIN : 21535564AAAACD3262

Humming Bird Education Limited
1374-1375, 2nd Floor, Katra Lehsuan, Chandni Chowk, New Delhi - 110006, India
CIN: U80221DL2010PTC207436
Consolidated Statement of Profit and Loss for the year ended 31 March 2021
(Unless otherwise stated, all amounts are in Indian Rupees)

Particulars	Note No.	For the year ended	For the year ended
1 Revenue from operations	15	7,061,417	23,908,716
2 Other Income	16	1,369,749	1,575,365
3 Total Revenue (1+2)		8,431,166	25,484,081
4 Expenses:			
a) Cost of material consumed		-	-
b) Expenses Related to Olympiad Exams		1,281,052	3,409,521
c) Changes in inventories of finished goods, work-in-progress and Stock-in-Trade		-	-
d) Employee benefit expense	17	4,918,475	4,390,963
e) Financial costs		-	-
f) Depreciation and amortization expense	9	1,106,233	1,224,338
g) Other expenses	18	7,249,737	12,982,912
Total Expenses		14,555,497	22,007,734
5 Profit before exceptional and extraordinary items and tax		-6,124,331	3,476,347
6 Exceptional items			
Prior Period Expenses		2,265,336	306,000
GST expenses written off		1,611,272	-
7 Profit before extraordinary items and tax (5-6)		-10,000,938	3,170,347
8 Extraordinary Items		-	-
9 Profit before tax (7-8)		-10,000,938	3,170,347
10 Tax expense:			
a) Current tax		46,516	1,081,578
b) Tax related to earlier year		58,932	-
c) Deferred tax	5	-578,441	-155,127
		-472,993	926,451
11 Profit(Loss) from the period from continuing operations		-9,527,946	2,243,896
Profit for the year attributable to			
- Owners of Parent		-9,528,774	2,243,465
- Minority Interest		828	431
Balance Carried to Balance Sheet		-9,528,774	2,243,465
12 Profit/(Loss) for the period (11)		-9,528,774	2,243,465
13 Earning per equity share:			
(1) Basic	22	-15.54	3.66
(2) Diluted	22	-15.54	3.66

Summary of significant accounting policies and other explanatory information.

1-29

This is the statement of profit and loss referred to in our report of even date

For V C A N & Co.
Chartered Accountants
FRN 125172W

For and on behalf of the Board of Directors
Humming Bird Education Limited

CA Abhishek Jain
Partner
M.No 0535564

Nitesh Jain **Vaishali Jain**
Director Director & CFO
(DIN 03150675) (DIN 08218972)

Mayank Singh
Company Secretary

Place : Delhi
Date : 29 June 2021

Place : Delhi
Date : 29 June 2021

UDIN : 21535564AAAACD3262

Humming Bird Education Limited
1374-1375, 2nd Floor, Katra Lehsuan, Chandni Chowk, New Delhi - 110006, India
CIN: U80221DL2010PTC207436
Consolidated Cash Flow Statement for the year ended 31 March 2021
(Unless otherwise stated, all amounts are in Indian Rupees)

	For the year ended 31 March 2021		For the year ended 31 March 2020	
(A) CASH FLOW FROM OPERATING ACTIVITIES:				
Net Profit before Tax as per Statement of Profit & Loss		-10,000,938		3,170,347
<u>Add back:</u>				
(a) Depreciation and Amortisation	1,106,233		1,224,338	
(b) Finance Costs	-		-	
(c) Loss on sale of Assets (Net)	-	1,106,233	-	1,224,338
		-8,894,705		4,394,685
<u>Deduct:</u>				
(a) Interest Income	1,248,869		1,575,365	
(b) Profit on sale of Assets (Net)	-		-	
(c) Profit attributable to Minority Interest	828	1,249,697	431	1,575,796
		-10,144,402		2,818,889
Operating Profit before Working Capital Changes				
(a) (Increase)/Decrease in Inventories	-		-	
(b) (Increase)/Decrease in Trade Receivables	156,857		-65,915	
(c) (Increase)/Decrease in Loans and Advances (including other assets)	742,456		-323,970	
(d) Increase/(Decrease) in Trade Payables, Other Liabilities & Provisions	-628,153	271,160	902,247	512,362
Cash Generated from Operations		-9,873,243		3,331,251
<u>Deduct:</u>				
Tax Paid		104,620		1,146,360
CASH INFLOW / (OUTFLOW) FROM OPERATING ACTIVITIES		-9,977,863		2,184,891
		"A"		
(B) CASH FLOW FROM INVESTING ACTIVITIES:				
<u>Outflow:</u>				
Purchase of Fixed Assets (including Capital W.I.P.)	-26,229		-939,877	
Investments	-	-26,229	-	-939,877
<u>Inflow:</u>				
(a) Sale/Transfer of Fixed Assets	-		-	
(b) Interest Received	1,248,869	1,248,869	1,575,365	1,575,365
NET CASH USED IN INVESTING ACTIVITIES		1,222,640		635,488
		"B"		
(C) CASH FLOW FROM FINANCING ACTIVITIES:				
<u>Inflow:</u>				
(a) Increase in Share Capital	-		-	
(b) Increase in Borrowings (Net of Repayments)	-		-	
(c) Increase in Securities Premium	-		-	
<u>Outflow:</u>				
(a) Finance Costs	-		-	
(b) Dividend Paid (including Tax on Dividend)	385,011	385,011	-	-
NET CASH USED IN FINANCING ACTIVITIES		-385,011		-
NET INC./(DEC.) IN CASH AND CASH EQUIVALENTS "A+B+C"		-9,140,233		2,820,379
CASH AND CASH EQUIVALENTS AS AT BEGINING OF PERIOD (Note 1)		28,435,513		25,615,134
CASH AND CASH EQUIVALENTS AS AT END OF PERIOD (Note2)		19,295,280		28,435,513

Notes:
1. Cash and Cash Equivalents:
Cash on hand and balances with banks 19,295,280 28,435,513

Summary of significant accounting policies and other explanatory information. 1-29

This is the cash flow statement referred to in our report of even date

For V C A N & Co.
Chartered Accountants
FRN 125172W

For and on behalf of the Board of Directors
Humming Bird Education Limited

CA Abhishek Jain
Partner
M.No 0535564

Nitesh Jain **Vaishali Jain** **Mayank Singh**
Director Director & CFO Company Secretary
(DIN 03150675) (DIN 08218972)

Place : Delhi
Date : 29 June 2021
UDIN : 21535564AAAACD3262

Place : Delhi
Date : 29 June 2021

Humming Bird Education Limited

1374-1375, 2nd Floor, Katra Lehsuan, Chandni Chowk, New Delhi - 110006, India

CIN: U80221DL2010PTC207436

Consolidated Summary of significant accounting policies and other explanatory information for the year ended 31 March 2021
(Unless otherwise stated, all amounts are in Indian Rupees)

Particulars	As at 31st March 2021		As at 31st March 2020	
	Number	Amount	Number	Amount
3 Share Capital				
Authorised share capital	750,000	7,500,000	750,000	7,500,000
Equity shares of Rs.10/- each (31 March 2019: 7,50,000) Equity Shares of Rs.10/- each)				
	<u>750,000</u>	<u>7,500,000</u>	<u>750,000</u>	<u>7,500,000</u>
Issued, Subscribed and Paid up				
(31 March 2019: 6,13,000) Equity shares of Rs. 10/- each	613,000	6,130,000	613,000	6,130,000
	<u>613,000</u>	<u>6,130,000</u>	<u>613,000</u>	<u>6,130,000</u>

a) Reconciliation of the equity shares outstanding at the beginning and at the end of reporting period

	Number	Amount	Number	Amount
<u>Equity Shares</u>				
At the beginning of the year	613,000	6,130,000	613,000	6,130,000
Add: Bonus Shares issued during the year (1:15)	-	-	-	-
Add: Shares issued under Right Issue during the year	-	-	-	-
Add: Shares issued under IPO	-	-	-	-
Less: Reduction of share	-	-	-	-
Balance as at the end of the year	<u>613,000</u>	<u>6,130,000</u>	<u>613,000</u>	<u>6,130,000</u>

b) Rights, preferences and restrictions attached to shares

Equity shares: The company has one class of equity shares having par value of Rs.10 per share. Each Shareholder is eligible for one vote per share held. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the company after distribution of all preferential amounts in proportion to their shareholding.

c) Details of shares held by shareholders holding more than 5% of the aggregate shares in the company

Name	No. of Shares	%age	No. of Shares	%age
Narender Kumar Jain	80,000	13%	80,000	13%
Nitesh Jain	179,996	29%	179,996	29%
Vaishali Jain	100,000	16%	100,000	16%
Madhu Jain	99,000	16%	99,000	16%

d) Company has allotted 1,50,000 shares as bonus shares during the financial year 2018-19 from the surplus in reserve and surplus account, no shares bought back over the last five years immediately preceding the reporting date.

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Humming Bird Education Limited
1374-1375, 2nd Floor, Katra Lehswan, Chandni Chowk, New Delhi - 110006, India
CIN: U80221DL2010PTC207436

Consolidated Summary of significant accounting policies and other explanatory information for the year ended 31 March 2020
(Unless otherwise stated, all amounts are in Indian Rupees)

	As at 31st March	As at 31st March
4 Reserves and Surplus		
Surplus in Statement of Profit & Loss		
Balance at the beginning of the year	5,404,797	3,381,240
Add: Profit for the year	-9,528,774	2,243,465
Less: Income Tax for the previous Year W/off	-	219,909
Less: Dividend paid	385,011	-
Balance at the end of the year	-4,508,988	5,404,797
Securities Premium		
Balance at the beginning of the year	19,886,000	19,886,000
Addition during the year	-	-
Balance at the end of the year	19,886,000	19,886,000
Balance carried to balance sheet	15,377,012	25,290,797
* Dividend is paid for year ended 31 March 2020 for all shareholders except those are in promoter group		
5 Deferred tax liabilities		
Incremental Deferred tax Liability on account of Property, Plant and Equipment and Intangible Assets*	-	578,441
	-	578,441
* As per the Accounting Standard 22 on 'Accounting for Taxes on Income', the Company has not recognized Deferred Tax Asset in the current financial statement		
6 Trade Payables		
Total outstanding dues of micro enterprises and small enterprises (refer note below)	-	-
Total outstanding dues of creditors other than to micro enterprises and small enterprises	120,685	9,000
	120,685	9,000
The Company has not received any information from "suppliers" regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006 and hence disclosures, if any, relating to amounts unpaid as at the year end together with interest paid/payable as required under the said Act have been determined based on information available with the Company.		
7 Other Current Liabilities		
Audit Fees Payable	150,000	140,000
TDS Payable	4,324	27,372
Security deposit from franchisee*	800,202	743,002
Employee Related Payable	369,300	490,000
Stipend Payable	12,250	110,250
Duties & taxes payable	148,466	56,337
Expenses Payable	72,791	4,800
	1,557,333	1,571,761
* This security deposit is non-refundable in nature and is adjustable from the of franchisee owner		
8 Short Term Provisions		
Provision for Taxation	46,825	772,235
	46,825	772,235

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Humming Bird Education Limited
1374-1375, 2nd Floor, Katra Lehsuan, Chandni Chowk, New Delhi - 110006, India
CIN: U80221DL2010PTC207436

Consolidated Summary of significant accounting policies and other explanatory information for the year ended 31
(Unless otherwise stated, all amounts are in Indian Rupees)

	As at 31st March	As at 31st March
# Other Non Current Assets		
Security Deposit	20,000	20,000
	20,000	20,000
# Trade Receivables		
Exceeding six months	-	-
Less than six months		
Unsecured, considered good	15,645	172,502
	15,645	172,502
# Cash and cash equivalents		
Cash in Hand	499,924	1,368,298
Balance with Bank		
-Current Account	605,650	672,207
-Deposit Account	#####	#####
	#####	#####
# Short-term loans and advances		
Unsecured (considered good unless otherwise stated)		
Prepaid expenses	1,964	2,140
Imprest balance	81,501	53,510
Advance to suppliers	332,766	233,734
Security Deposit	217,160	365,160
TDS Receivable	96,120	238,538
Balance with revenue authorities	346,584	1,574,430
Other receivables	509,463	
	1,585,558	2,467,512
# Other Current Assets		
Interest accrued on fixed deposit	249,641	110,143
	249,641	110,143

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Humming Bird Education Limited
1374-1375, 2nd Floor, Katra Lehsuan, Chandni Chowk, New Delhi - 110006, India
CIN: U80221DL2010PTC207436

Consolidated Summary of significant accounting policies and other explanatory information for the year ended 31 March 2021
(Unless otherwise stated, all amounts are in Indian Rupees)

9 Property Plant & Equipments

Gross block	Furniture and fixtures	Computer	Car	Mobile	Office equipment	Total Tangible	Software	IPO Expenses	Total Intangible
Balance as at 31 March 2019	45,000	65,000	977,978	152,390	9,130	1,249,498	14,407	3,952,878	3,967,285
Additions during the year	-	411,630	-	8,880	105,544	526,054	130,000	283,823	413,823
Any Deduction/ adjustment	-	-	-	-	-	-	-	-	-
Balance as at 31 March 2020	45,000	476,630	977,978	161,270	114,674	1,775,552	144,407	4,236,701	4,381,108
Additions during the year	-	12,246	-	-	13,983	26,229	-	-	-
Any Deduction/ adjustment	-	-	-	-	-	-	-	-	-
Balance as at 31 March 2021	45,000	488,876	977,978	161,270	128,657	1,801,781	144,407	4,236,701	4,381,108
Accumulated depreciation/ amortisation									
Balance as at 31 March 2019	26,684	55,924	743,502	115,029	2,101	943,240	2,512	790,576	793,088
Depreciation/ amortisation charge for the year	4,742	214,485	73,227	15,752	47,023	355,229	21,769	847,340	869,109
Reversal on disposal of assets	-	-	-	-	-	-	-	-	-
Balance as at 31 March 2020	31,426	270,409	816,729	130,781	49,124	1,298,469	24,281	1,637,916	1,662,197
Depreciation/ amortisation charge for the year	3,514	131,854	50,358	11,321	35,846	232,893	26,000	847,340	873,340
Reversal on disposal of assets	-	-	-	-	-	-	-	-	-
Balance as at 31 March 2021	34,940	402,263	867,087	142,102	84,970	1,531,362	50,281	2,485,256	2,535,537
Net block									
Balance as at 31 March 2020	13,574	206,221	161,249	30,489	65,550	477,083	120,126	2,598,785	2,718,911
Balance as at 31 March 2021	10,060	86,613	110,891	19,168	43,687	270,419	94,127	1,751,445	1,845,571

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Humming Bird Education Limited
1374-1375, 2nd Floor, Katra Lehswan, Chandni Chowk, New Delhi - 110006, India
CIN: U80221DL2010PTC207436

Consolidated Summary of significant accounting policies and other explanatory information for the year ended 31 M
(Unless otherwise stated, all amounts are in Indian Rupees)

	For the year ended 31 March 2021	For the year ended 31 March 2020
15 Revenue from Operations		
Sale of books	1,954,837	20,020,529
Sale of software	2,113,713	-
Sale of Services	2,992,867	3,888,187
	7,061,417	23,908,716
16 Other income		
Interest income	1,248,869	1,575,365
Balances written back	27,936	-
Others	92,944	-
	1,369,749	1,575,365
17 Employee Benefit expenses		
Salaries & allowances	4,629,862	4,120,200
Staff welfare expenses	265,313	198,763
Bonus	23,300	72,000
	4,918,475	4,390,963
18 Other Expenses		
Accounting expenses	62,900	165,300
Advertisement expenses	213,279	127,500
Author expenses	-	18,733
Bank charges	53,361	1,887
Business promotion expenses	387,404	911,965
Consultancy expenses	113,881	-
Commission	743,844	3,125,975
Commission to sponsors	1,712,981	-
Electricity	109,373	212,852
Exchange and Depository Expenses	48,091	97,300
Fees & Subscription	30,561	13,246
GST Expense	17,156	-
GST Late Filing Fees	-	500
Insurance expenses	12,975	15,184
Interest on delayed payment of statutory dues	926	3,361
IT and Internet Expenses	958,095	505,576
Late Fee BSE	20,750	14,160
Legal & professional charges	212,500	208,000
Miscellaneous expenses	21,615	-
Office Expenses	-	54,858
Payment to auditors (refer note 19a)	150,000	140,000
Postage and courier expenses	365,815	2,909,174
Prize distribution	698,602	795,020
Recruitment Expenses	-	4,150
Repair and maintainance		
- Car	112,329	263,553
- Computer	54,000	6,348
- Office	282,600	138,103
Rental expenses		
- Office	346,000	877,200
- Computer	-	43,200
Software expenses	110,489	-
Sponsorship Expenses	-	50,000
Stipend Expenses	372,600	1,240,734
Telecallers & App Developers Expenses	-	591,918
Tour & travelling expenses	18,309	447,115
Website expenses	19,300	-
	7,249,737	12,982,912
18a Payment to auditors		
Audit fees	110,000	100,000
Tax audit fees	40,000	40,000
	150,000	140,000

Humming Bird Education Limited
1374-1375, 2nd Floor, Katra Lehswan, Chandni Chowk, New Delhi - 110006, India
CIN: U80221DL2010PTC207436

Consolidated Summary of significant accounting policies and other explanatory information for the year ended 31 M
(Unless otherwise stated, all amounts are in Indian Rupees)

22 Earnings per share (EPS)

Basic earnings per share

The calculation of basic earning per share for the year ended 31 March 2021 is based on the profit attributable to the equity shareholders and the weighted average number of equity shares.

Diluted earnings per share

The calculation of diluted earnings / (loss) per share for the year ended 31 March 2021 is based on the profit attributable to the equity shareholders and the weighted average number of equity shares outstanding after adjustment for the effect of all dilutive potential equity shares.

The following reflects the Profit and share data used in the basic and diluted EPS computations:

Net profit available to equity shareholders	-9,528,774	2,243,465
Weighted average number of equity shares in calculating basic EPS	613000	613,000
Weighted average number of equity shares in calculating diluted EPS	613000	613,000
Nominal value of equity share (Rs)	10	10
Basic earning per share (Rs)	-15.54	3.66
Diluted earning per share (Rs)	-15.54	3.66

23 Earnings in foreign currency

Export sales (in INR)	-	117,219
Export sales (in USD)	-	1,717

24 The Company has not incurred any expenditure in foreign currency

25 The Company has no unhedged foreign currency exposure as at the end of year.

26 As per AS 17, Segment Reporting, Company has only single reportable segment i.e. Income from Education and allied services

27 Contingent liabilities and capital commitments

There are no pending litigations against the Company and by the Company as at period end. There are no contingent liabilities or capital commitment at period end.

28 The outbreak of Coronavirus disease (COVID-19) pandemic globally and in India has caused significant disturbance and slowdown of economic activity. The nationwide lockdown ordered by the Respective State Governments has resulted into significant reduction in economic activities and also the business operation of the Company in terms of revenue generating activities. The management has considered the possible effects of the pandemic over the carrying amount of the assets of the Company. Based on the current indicators of future economic conditions, the management of the Company expects to recover the carrying amount of these assets. However, the management will continue to closely monitor any material changes in future

29 Prior period comparatives

Previous year's figures have been regrouped / reclassified where necessary, to confirm to current year's classification.

This is the Summary of Significant accounting policies and other explanatory information as referred to in our report of even date.

For V C A N & Co.
Chartered Accountants
FRN 125172W

For and on behalf of the Board of Directors
Humming Bird Education Limited

CA Abhishek Jain
Partner
M.No 0535564

Nitesh Jain
Director
(DIN 03150675)

Vaishali Jair Mayank Singh
Director & CF Company Secretary
(DIN 08218972)

Place : Delhi
Date : 29 June 2021

Place : Delhi
Date : 29 June 2021

Humming Bird Education Limited
1374-1375, 2nd Floor, Katra Lehswan, Chandni Chowk, New Delhi - 110006, India
CIN: U80221DL2010PTC207436

Consolidated Summary of significant accounting policies and other explanatory information for the year ended 31 March 20
(Unless otherwise stated, all amounts are in Indian Rupees)

19 Related party disclosures

"Related Party Disclosures" as required under Accounting Standard-18 of Companies (Accounting Standards) Rules, 2006 are given below:

A. Name of related parties

(i) Subsidiary Companies

SIBIL Education Private Limited
Onmouseclick.com Private Limited

(ii) Key managerial personnel (KMP) and their relatives

Mr. Nitesh Jain
Mr. Piyush Khatri
Mr. Mayank Pratap Singh
Mrs. Vaishali Jain
Mr. Arihant Jain
Mrs. Madhu Jain

(III) Other enterprises under the control of Key managerial personnel and their relative

Onmouseclick.com (Firm)

B. Transactions with related parties during the period and balances in respect thereof in the ordinary course of business:

	For the year ended 31 March 2021	For the year ended 31 March 2020
a) Transactions during the period		
Reimbursement of Expenses (incurred during the year)		
Nitesh Jain	508,078	272,428
Remuneration to Director:		
Nitesh Jain	540,000	540,000
Vaishali Jain (in the capacity of CFO)	520,000	540,000
Piyush Khatri (in the capacity of CEO)	488,000	1,179,000
Amit Pal	780,000	65,000
Revenue received on our behalf		
Onmouseclick.com (Firm)	500,693	-
Purchase of services		
Onmouseclick.com (Firm)	-	148,000
Remuneration to Related of Director:		
Madhu Jain	520,000	540,000
Commission to sponsors		
Nitesh Jain	88,168	-
Vaishali Jain	2,362	-
Priyanka Jain	255	-
Arihant Jain	255	-
b) Year end balances		
Other current liabilities		
Employee related payable		
-Nitesh Jain	45,000	45,000
-Vaishali Jain	45,000	45,000
-Piyush Khatri	40,000	45,000
-Madhu Jain	45,000	100,000
-Amit Pal	53,300	-
Other Current Assets		
Imprest Balance		
-Nitesh Jain	95,138	53,510
Short Term Loans & Advances		
Other receivables		
Onmouseclick.com (Firm)	15,013	-

Humming Bird Education Limited
1374-1375, 2nd Floor, Katra Lehsan, Chandni Chowk, New Delhi - 110006, India
CIN: U80221DL2010PTC207436

Consolidated Summary of significant accounting policies and other explanatory information for the year ended 31 Mar
(Unless otherwise stated, all amounts are in Indian Rupees)

20 Enterprises consolidated as subsidiary in accordance with Accounting Standard 21 - Consolidated Financial Statements

Name of the Enterprise	Country of Incorporation	Proportion of Ownership Interest
SIBIL Education Private Limited	India	100%
Onmouseclick.com Private Limited	India	51%

21 Additional Information, as required under Schedule III to the Companies Act, 2013, of enterprises consolidated as Subsidiary

Name of the Enterprise	Net Assets i.e. Total Assets less total liabilities		Share in profit & loss	
	As % of consolidated net assets	Amount (in Rs)	As % of consolidated profit & loss	Amount (in Rs)
Parent				
Humming Bird Education Limited	98.45%	21,173,741	101.97%	(9,716,514)
Subsidiary				
Indian				
SIBIL Education Private Limited	1.07%	230,702	-1.96%	186,878
Onmouseclick.com Private Limited	0.48%	102,569	-0.01%	862

Annexure A

Salient Features of Financial Statements of Subsidiaries as per the Companies Act, 2013*

Name of the Subsidiary Company	SIBIL Education Private Limited	Onmouseclick.com Private Limited
Reporting Currency	INR	INR
Share Capital**	100,000	100,000
Reserve & Surplus	130,702	2,569
Total Assets	429,959	347,760
Total Liabilities	199,257	245,191
Investments	-	-
Turnover/Total Income	2,486,250	2,303,204
Profit before taxation	232,800	2,284
Provision for taxation	45,922	594
Profit after taxation	186,878	1,690
Minority Interest	-	50,259
Proposed dividend	-	-
% of shareholding	100%	51%

* Figures mentioned in the above notes represent to the values in the standalone financials of the subsidiaries without taking into consideration, the consolidation adjustments

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Sibil Education Private Limited
A-95/3, Second Floor, Wazirpur Industrial Area, Delhi-110052, India
Balance sheet as at 31 March 2021
CIN: U80904DL2019PTC358568
(Unless otherwise stated, all amounts are in Indian Rupees)

Particulars		Note No.	As at 31st March, 2021	As at 31st March, 2020
A	EQUITY AND LIABILITIES			
	Shareholder's Funds			
	a) Share Capital	3	100,000	100,000
	b) Reserves & Surplus	4	130,702	-56,176
			230,702	43,824
	Current Liabilities			
	a) Trade Payables	5	89,179	-
	b) Other Current Liabilities	6	110,079	15,900
			199,257	15,900
	TOTAL		429,959	59,724
B	ASSETS			
	Current Assets			
	a) Cash & Cash Equivalents	7	117,306	59,724
	b) Short Term Loans and Advances	8	312,653	-
			429,959	59,724
	TOTAL		429,959	59,724

Summary of significant accounting policies and other explanatory information. 1-16

This is the balance sheet referred to in our report of even date.

For V C A N & Co.
Chartered Accountants
FRN 125172W

For and on behalf of the Board of Directors
Sibil Education Private Limited

CA Abhishek Jain
Partner
M.No 0535564

Nitesh Jain
Director
(DIN 03150675)

Vaishali Jain
Director
(DIN 08218792)

Place : Delhi
Date : 29 June 2021

Place : Delhi
Date : 29 June 2021

UDIN : 21535564AAAACE4979

Sibil Education Private Limited
A-95/3, Second Floor, Wazirpur Industrial Area, Delhi-110052, India
Statement of Profit and Loss for the period ended 31 March, 2021
CIN: U80904DL2019PTC358568

(Unless otherwise stated, all amounts are in Indian Rupees)

Particulars	Note No.	For the year ended 31 March 2021	For the period 10 December 2019 to 31 March 2020
1 Revenue from operations	9	2,486,250	-
2 Other Income		-	-
3 Total Revenue (1+2)		2,486,250	-
4 Expenses:			
a) Other expenses	10	2,253,450	56,176
Total Expenses		2,253,450	56,176
5 Profit before exceptional and extraordinary items and tax		232,800	-56,176
6 Exceptional Items		-	-
7 Profit before extraordinary items and tax (5-6)		232,800	-56,176
8 Extraordinary Items		-	-
9 Profit before tax (7-8)		232,800	-56,176
10 Tax expense:			
a) Current tax		45,922	-
b) Deferred tax		-	-
		45,922	-
11 Profit(Loss) from the period from continuing operations		186,878	-56,176
Balance Carried to Balance Sheet		186,878	-56,176
12 Profit/(Loss) for the period (11)		186,878	-56,176
13 Earning per equity share:			
(1) Basic	11	18.69	-5.62
(2) Diluted	11	18.69	-5.62

Summary of significant accounting policies and other explanatory in 1-16

This is the statement of profit and loss referred to in our report of even date

For V C A N & Co.
Chartered Accountants
FRN 125172W

For and on behalf of the Board of Directors
Sibil Education Private Limited

CA Abhishek Jain
Partner
M.No 0535564

Nitesh Jain
Director
(DIN 03150675)

Vaishali Jain
Director
(DIN 08218792)

Place : Delhi
Date : 29 June 2021

Place : Delhi
Date : 29 June 2021

UDIN : 21535564AAAACE4979

Sibil Education Private Limited
A-95/3, Second Floor, Wazirpur Industrial Area, Delhi-110052, India
Cash Flow Statement for the period ended 31 March 2021
CIN: U80904DL2019PTC358568
(Unless otherwise stated, all amounts are in Indian Rupees)

Particulars	For the year ended 31 March 2021	For the period 10 December 2019 to 31 March 2020
(A) CASH FLOW FROM OPERATING ACTIVITIES:		
Net Profit before Tax as per Statement of Profit & Loss	186,878	-56,176
<u>Add back:</u>		
(a) Depreciation and Amortisation	-	-
	186,878	-56,176
Operating Profit before Working Capital Changes		
(a) (Increase)/Decrease in Loans and Advances (including other assets)	-312,653	-
(b) Increase/(Decrease) in Trade Payables, Other Liabilities & Provisions	183,357	15,900
Cash Generated from Operations	57,582	-40,276
<u>Deduct:</u>		
Tax Paid	-	-
CASH INFLOW / (OUTFLOW) FROM OPERATING ACTIVITIES	57,582	-40,276
"A"		
(B) CASH FLOW FROM INVESTING ACTIVITIES:		
<u>Outflow:</u>		
Purchase of Fixed Assets	-	-
NET CASH USED IN INVESTING ACTIVITIES	-	-
"B"		
(C) CASH FLOW FROM FINANCING ACTIVITIES:		
<u>Inflow:</u>		
(a) Increase in Share Capital	-	100,000
NET CASH USED IN FINANCING ACTIVITIES	-	100,000
"C"		
NET INC./(DEC.) IN CASH AND CASH EQUIVALENTS "A+B+C"	57,582	59,724
CASH AND CASH EQUIVALENTS AS AT BEGINING OF PERIOD (Note 1)	59,724	-
CASH AND CASH EQUIVALENTS AS AT END OF PERIOD (Note6)	117,306	59,724

Notes:

1. Cash and Cash Equivalents:

Cash on hand and balances with banks (Note 7)

117,306

59,724

Summary of significant accounting policies and other explanatory information 1-16

This is the cash flow statement referred to in our report of even date

For V C A N & Co.
Chartered Accountants
FRN 125172W

For and on behalf of the Board of Directors
Sibil Education Private Limited

CA Abhishek Jain
Partner
M.No 0535564

Nitesh Jain
Director
(DIN 03150675)

Vaishali Jain
Director
(DIN 08218792)

Place : Delhi
Date : 29 June 2021

Place : Delhi
Date : 29 June 2021

UDIN : 21535564AAAACE4979

Sibil Education Private Limited
A-95/3, Second Floor, Wazirpur Industrial Area, Delhi-110052, India
Summary of significant accounting policies and other explanatory information for the year ended 31 March 2021
CIN: U80904DL2019PTC358568
(Unless otherwise stated, all amounts are in Indian Rupees)

Particulars	As at 31st March, 2021		As at 31st March, 2020	
	Number	Amount	Number	Amount
3 Share Capital				
Authorised share capital				
10,000 Equity shares of Rs.10/- each	10,000	100,000	10,000	100,000
	<u>10,000</u>	<u>100,000</u>	<u>10,000</u>	<u>100,000</u>
Issued, subscribed and fully paid -up				
10,000 Equity shares of Rs. 10/- each	10,000	100,000	10,000	100,000
	<u>10,000</u>	<u>100,000</u>	<u>10,000</u>	<u>100,000</u>
a) Reconciliation of the equity shares outstanding at the beginning and at the end of reporting period				
Equity shares issued, subscribed and paid up				
At the beginning of the year	10,000	100,000	-	-
Issued during the period	-	-	10,000	100,000
Balance as at the end of the year	<u>10,000</u>	<u>100,000</u>	<u>10,000</u>	<u>100,000</u>
b) Rights, preferences and restrictions attached to shares				
The Company has only one class of equity shares having the par value of Rs 10 per share. Each holder of equity share is entitled to one vote per share. In the event of liquidation of the Company, the holder of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion				
c) Details of shareholders holding more than 5% equity shares in the Company				
	As at 31 March 2021	As at 31 March 2020		
Name	Number	% of holding in the class	Number	% of holding in the class
Hummingbird Education Limited	9,900	99%	9,900	99%
Vaishali Jain*	100	1%	100	1%
* One hundred shares has been held by Mrs Vaishali Jain as a nominee shareholder				
d) Since incorporation of the Company, no shares have been bought back or issued pursuant to contract for consideration other than cash or bonus shares by capitalisation of reserves.				
		AS at 31 March 2021		AS at 31 March 2020
4 Reserves and Surplus				
Deficit in Statement of Profit & Loss				
Balance at the beginning of the period		-56,176		-
Profit/(Loss) for the period		186,878		-56,176
Balance at the end of the period		<u>130,702</u>		<u>-56,176</u>
5 Trade Payables				
Due to micro and small enterprises (Refer note below)		-		-
Other		89,179		-
		<u>89,179</u>		<u>-</u>
The Company has not received any information from "suppliers" regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006 and hence disclosures, if any, relating to amounts unpaid as at the year end together with interest paid/payable as required under the said Act have been determined based on information available with the Company.				
6 Other Current Liabilities				
Audit fees payable		15,000		10,000
Expenses payable		22,178		2,400
Duties & taxes payable		26,979		3,500
Income tax payable		45,922		-
		<u>110,079</u>		<u>15,900</u>
7 Cash and cash equivalents				
Cash in Hand		-		-
Balance with Bank		117,306		59,724
-Current Account		<u>117,306</u>		<u>59,724</u>
8 Short Term Loans and Advances				
Advances to Vendors		312,653		-
		<u>312,653</u>		<u>-</u>

Sibil Education Private Limited

A-95/3, Second Floor, Wazirpur Industrial Area, Delhi-110052, India

Summary of significant accounting policies and other explanatory information for the year ended 31 March 2021

CIN: U80904DL2019PTC358568

(Unless otherwise stated, all amounts are in Indian Rupees)

Particulars	For the year ended 31 March 2021	For the period 10 December 2019 to 31 March 2020
9 Revenue from operations		
Sale of educational content	2,486,250	-
	2,486,250	-
10 Other Expenses		
Business promotion expenses	70,000	-
Consultancy Fees	113,881	-
Commission to sponsors	1,712,981	-
Fees & Subscription	1,500	11,176
Interest on delay in deposit of statutory dues	280	-
Legal & Professional Charges	17,000	35,000
Payment processing charges	53,361	-
Payment to auditors		
-Statutory audit	15,000	10,000
Rates & taxes	185	-
Software Expenses	267,692	-
Miscellaneous expenses	1,571	-
	2,253,450	56,176
11 Earnings per share (EPS)		
Basic earnings per share		
The calculation of basic earning per share for the year ended 31 March 2021 is based on the profit attributable to the equity shareholders and the weighted average number of equity shares.		
Diluted earnings per share		
The calculation of diluted earnings / (loss) per share for the year ended 31 March 2021 is based on the profit attributable to the equity shareholders and the weighted average number of equity shares outstanding after adjustment for the effect of all		
Net Profit attributable to equity shareholders for calculation of basic EPS	186,878	(56,176)
Weighted average number of equity shares in calculating basic and diluted E	10,000	10,000
Nominal value of equity share (Rs)	10	10
Basic and diluted earning per share (Rs)	18.69	(5.62)

12 The Company has no unhedged foreign currency exposure as at the end of year.

13 Contingent liabilities and capital commitments

There are no pending litigations against the Company and by the Company as at period end. There are no contingent liabilities or capital commitment at period end.

14 The outbreak of Coronavirus disease (COVID-19) pandemic globally and in India has caused significant disturbance and slowdown of economic activity. The nationwide lockdown ordered by the Respective State Governments has resulted into significant reduction in economic activities and also the business operation of the Company in terms of revenue generating activities. The management has considered the possible effects of the pandemic over the carrying amount of the assets of

Based on the current indicators of future economic conditions, the management of the Company expects to recover the carrying amount of these assets. However, the management will continue to closely monitor any material changes in future

(This space has been intentionally left blank)

16 Previous year's figures have been regrouped / reclassified where necessary, to confirm to current year's classification.

This is the Summary of Significant accounting policies and other explanatory information as referred to in our report of even date.

For V C A N & Co.
Chartered Accountants
FRN 125172W

For and on behalf of the Board of Directors
Sibil Education Private Limited

CA Abhishek Jain
Partner
M.No 0535564

Place : Delhi
Date : 29 June 2021

Nitesh Jain
Director
(DIN 03150675)

Place : Delhi
Date : 29 June 2021

Vaishali Jain
Director
(DIN 08218792)



SIBIL EDUCATION PVT LTD

A-95/3, Second Floor Wazirpur Industrial Area DELHI North West DL 110052 IN

CIN: U80904DL2019PTC358568

Summary of significant accounting policies and other explanatory information for the year ended 31 March 2021

(Unless otherwise stated, all amounts are in Indian Rupees)

15 Related party disclosures

"Related Party Disclosures" as required under Accounting Standard-18 of Companies (Accounting Standards) Rules, 2006 are given below:

A. Name of related parties

(i) Holding Company

Hummingbird Education Limited

(ii) Key managerial personnel (KMP) and their relatives

Nitesh Jain

Vaishali Jain

Priyanka Jain

Arihant Jain

(III) Other enterprises under the control of Key managerial personnel and their relative

Onmouseclick.com Private Limited

B. Transactions with related parties during the period and balances in respect thereof in the ordinary course of

	For the year ended 31 March 2021	For the period end 31 March 2020
a) Transactions during the period		
Reimbursement of Expenses (incurred during the year)		
Nitesh Jain	6,136	-
Hummingbird Education Limited	70,000	-
Purchase of software		
Onmouseclick.com Private Limited	189,491	-
Expenses paid on behalf of Company		
Hummingbird Education Limited	312,653	-
Borrowing received during the year		
Hummingbird Education Limited	220,000	-
Borrowing repaid during the year		
Hummingbird Education Limited	220,000	-
Commission to sponsors		
Nitesh Jain	88,168	-
Vaishali Jain	2,362	-
Priyanka Jain	255	-
Arihant Jain	255	-
b) Year end balances		
Trade payable		
Onmouseclick.com Private Limited	22,100	-
Other current liabilities		
Imprest Balance		
-Nitesh Jain	6,136	-

Onmouseclick.com Private Limited
A-95/3, Second Floor, Wazirpur Industrial Area, Delhi-110052, India
Balance sheet as at 31 March 2021
CIN: U72200DL2019PTC358569
(Unless otherwise stated, all amounts are in Indian Rupees)

Particulars		Note No.	As at 31st March, 2021	As at 31st March, 2020
A	EQUITY AND LIABILITIES			
	Shareholder's Funds			
	a) Share Capital	3	100,000	100,000
	b) Reserves & Surplus	4	2,569	879
			102,569	100,879
	Current Liabilities			
	a) Other Current Liabilities	5	245,191	182,546
			245,191	182,546
	TOTAL		347,760	283,425
B	ASSETS			
	Non Current Assets			
	a) Property, Plant & Equipments			
	(i) Tangible Assets	6	8,622	-
			8,622	-
	Current Assets			
	a) Trade Receivables	7	37,745	172,502
	b) Cash & Cash Equivalents	8	234,669	110,923
	c) Short Term Loans and Advances	9	66,724	-
			339,138	283,425
	TOTAL		347,760	283,425

Summary of significant accounting policies and other explanatory information.

1-19

This is the balance sheet referred to in our report of even date.

For V C A N & Co.
Chartered Accountants
FRN 125172W

For and on behalf of the Board of Directors
Onmouseclick.com Private Limited

CA Abhishek Jain
Partner
M.No 0535564

Nitesh Jain
Director
(DIN 03150675)

Amit Pal
Director
(DIN 08634098)

Place : Delhi
Date : 29 June 2021

Place : Delhi
Date : 29 June 2021

UDIN : 21535564AAAACF8375

Onmouseclick.com Private Limited
A-95/3, Second Floor, Wazirpur Industrial Area, Delhi-110052, India
Statement of Profit and Loss for the period ended 31 March, 2021
CIN: U72200DL2019PTC358569

(Unless otherwise stated, all amounts are in Indian Rupees)

Particulars		Note No.	For the year ended 31 March 2021	For the period 10 December 2019 to 31 March 2020
1	Revenue from operations	10	2,303,204	216,748
2	Other Income	11	27,936	-
3	Total Revenue (1+2)		2,331,140	216,748
4	Expenses:			
	d) Employee benefit expense	12	1,446,051	161,000
	f) Depreciation and amortization expense	6	3,623	-
	g) Other expenses	13	879,182	54,560
	Total Expenses		2,328,857	215,560
5	Profit before tax (3-4)		2,284	1,188
6	Tax expense:			
	a) Current tax		594	309
	b) Deferred tax		-	-
			594	309
7	Profit(Loss) from the period from continuing operations		1,690	879
	Balance Carried to Balance Sheet		1,690	879
8	Profit/(Loss) for the period (11)		1,690	879
9	Earning per equity share:			
	(1) Basic	14	0.17	0.09
	(2) Diluted	14	0.17	0.09

Summary of significant accounting policies and other explanatory information.

1-19

This is the statement of profit and loss referred to in our report of even date

For V C A N & Co.
Chartered Accountants
FRN 125172W

For and on behalf of the Board of Directors
Onmouseclick.com Private Limited

CA Abhishek Jain
Partner
M.No 0535564

Nitesh Jain
Director
(DIN 03150675)

Amit Pal
Director
(DIN 08634098)

Place : Delhi
Date : 29 June 2021
UDIN : 21535564AAAACF8375

Place : Delhi
Date : 29 June 2021

Onmouseclick.com Private Limited
A-95/3, Second Floor, Wazirpur Industrial Area, Delhi-110052, India
Cash Flow Statement for the period ended 31 March 2021
CIN: U72200DL2019PTC358569

(Unless otherwise stated, all amounts are in Indian Rupees)

Particulars	For the year ended 31 March 2021	10 December 2019 to 31 March 2020
(A) CASH FLOW FROM OPERATING ACTIVITIES:		
Net Profit before Tax as per Statement of Profit & Loss	2,284	1,188
<u>Add back:</u>		
(a) Depreciation and Amortisation	3,623	-
	5,907	1,188
Operating Profit before Working Capital Changes		
(a) (Increase)/Decrease in Trade Receivables	134,757	-172,502
(b) (Increase)/Decrease in Loans and Advances (including other assets)	-66,724	-
(c) Increase/(Decrease) in Trade Payables, Other Liabilities & Provisions	62,645	182,546
Cash Generated from Operations	136,585	11,232
<u>Deduct:</u>		
Tax Paid	594	309
CASH INFLOW / (OUTFLOW) FROM OPERATING ACTIVITIES	135,991	10,923
(B) CASH FLOW FROM INVESTING ACTIVITIES:		
<u>Outflow:</u>		
Purchase of Fixed Assets (including Capital W.I.P.)	-12,246	-
NET CASH USED IN INVESTING ACTIVITIES	-12,246	-
(C) CASH FLOW FROM FINANCING ACTIVITIES:		
<u>Inflow:</u>		
(a) Increase in Share Capital	-	100,000
NET CASH USED IN FINANCING ACTIVITIES	-	100,000
NET INC./(DEC.) IN CASH AND CASH EQUIVALENTS "A+B+C"	123,746	110,923
CASH AND CASH EQUIVALENTS AS AT BEGINING OF PERIOD (Note 1)	110,923	-
CASH AND CASH EQUIVALENTS AS AT END OF PERIOD (Note8)	234,669	110,923

Notes:

1. Cash and Cash Equivalents:

Cash on hand and balances with banks (Note 8) 234,669 110,923

Summary of significant accounting policies and other explanatory information 1-19

This is the cash flow statement referred to in our report of even date

For V C A N & Co.
Chartered Accountants
FRN 125172W

For and on behalf of the Board of Directors
Onmouseclick.com Private Limited

CA Abhishek Jain
Partner
M.No 0535564

Nitesh Jain
Director
(DIN 03150675)

Amit Pal
Director
(DIN 08634098)

Place : Delhi
Date : 29 June 2021
UDIN : 21535564AAAACF8375

Place : Delhi
Date : 29 June 2021

Onmouseclick.com Private Limited
A-95/3, Second Floor, Wazirpur Industrial Area, Delhi-110052, India
Summary of significant accounting policies and other explanatory information for the year ended 31 March 202
CIN: U72200DL2019PTC358569
(Unless otherwise stated, all amounts are in Indian Rupees)

Particulars	As at 31st March, 2021		As at 31st March, 2020	
	Number	Amount	Number	Amount
3 Share Capital				
Authorised share capital				
10,000 Equity shares of Rs.10/- each	10,000	100,000	10,000	100,000
	<u>10,000</u>	<u>100,000</u>	<u>10,000</u>	<u>100,000</u>
Issued, subscribed and fully paid -up				
10,000 Equity shares of Rs. 10/- each	10,000	100,000	10,000	100,000
	<u>10,000</u>	<u>100,000</u>	<u>10,000</u>	<u>100,000</u>
a) Reconciliation of the equity shares outstanding at the beginning and at the end of reporting period				
Equity shares issued, subscribed and paid up				
At the beginning of the year	10,000	100,000	-	-
Issued during the period	-	-	10,000	100,000
Balance as at the end of the year	<u>10,000</u>	<u>100,000</u>	<u>###</u>	<u>100,000</u>
b) Rights, preferences and restrictions attached to shares				
The Company has only one class of equity shares having the par value of Rs 10 per share. Each holder of equity share is entitled to one vote per share. In the event of liquidation of the Company, the holder of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in				
c) Details of shareholders holding more than 5% equity shares in the Company				
		As at 31 March 2021	As at 31 March 2020	
Name		Number	Number	% of holding in the class
		% of holding in the class	% of holding in the class	
Hummingbird Education Limited	5,100	51%	5,100	51%
Amit Pal	4,900	49%	4,900	49%
d) Since incorporation of the Company, no shares have been bought back or issued pursuant to contract for consideration other than cash or bonus shares by capitalisation of reserves.				
		As at 31 March 2021	As at 31 March 2020	
4 Reserves and Surplus				
Surplus in Statement of Profit & Loss				
Balance at the beginning of the period		879	-	
Profit for the period		1,690	879	
Balance at the end of the period		<u>2,569</u>	<u>879</u>	
5 Other Current Liabilities				
Audit fees payable		20,000	15,000	
Salary payable		95,300	112,000	
Expenses payable		7,501	2,400	
Duties & taxes payable		121,487	52,837	
Income tax payable		903	309	
		<u>245,191</u>	<u>182,546</u>	

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Onmouseclick.com Private Limited

A-95/3, Second Floor, Wazirpur Industrial Area, Delhi-110052, India

Summary of significant accounting policies and other explanatory information for the year ended 31 March 202

CIN: U72200DL2019PTC358569

(Unless otherwise stated, all amounts are in Indian Rupees)

	As at 31 March	As at 31 March
7 Trade Receivables		
Exceeding six months		
Unsecured, considered good	-	-
Less than six months		
Unsecured, considered good	37,745	172,502
	37,745	172,502
8 Cash and cash equivalents		
Cash in Hand	-	50,000
Balance with Bank	234,669	60,923
-Current Account	234,669	110,923
9 Short Term Loans & Advances		
Advances to Vendors	20,113	-
Balance with revenue authorities	31,598	-
Other receivables	15,013	-
	66,724	-

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Onmouseclick.com Private Limited

A-95/3, Second Floor, Wazirpur Industrial Area, Delhi-110052, India

**Summary of significant accounting policies and other explanatory information for
CIN: U72200DL2019PTC358569**

(Unless otherwise stated, all amounts are in Indian Rupees)

6 Property Plant & Equipments

Gross block	Computers
Balance as at 31 March 2019	-
Additions during the year	-
Any Deduction/ adjustment	-
Balance as at 31 March 2020	-
Additions during the year	12,246
Any Deduction/ adjustment	-
Balance as at 31 March 2021	12,246
Accumulated depreciation/ amortisation	
Balance as at 31 March 2019	-
Depreciation/ amortisation charge for the year	-
Reversal on disposal of assets	-
Balance as at 31 March 2020	-
Depreciation/ amortisation charge for the year	3,623
Reversal on disposal of assets	-
Balance as at 31 March 2021	3,623
Net block	
Balance as at 31 March 2020	-
Balance as at 31 March 2021	8,622

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Onmouseclick.com Private Limited
A-95/3, Second Floor, Wazirpur Industrial Area, Delhi-110052, India
Summary of significant accounting policies and other explanatory information for the year ended 31 March 2021
CIN: U72200DL2019PTC358569
(Unless otherwise stated, all amounts are in Indian Rupees)

Particulars	For the year ended 31 March 2021	For the period 10 December 2019 to 31 March 2020
10 Revenue from Operations		
Income from sale of software	2,303,204	216,748
	2,303,204	216,748
11 Other Income		
Balances Written Back	27,936	-
	27,936	-
12 Employee Benefit expenses		
Salaries & Allowances	613,982	161,000
Directors Remuneration	780,000	-
Bonus	8,800	-
Staff welfare expenses	43,269	-
	1,446,051	161,000
13 Other Expenses		
Accounting Charges	28,700	-
Business promotion expenses	38,353	4,490
Commission	49,068	-
Duties & Taxes	508	-
Fees & Subscription	1,200	2,070
Legal & Professional Charges	-	33,000
Misc Expenses	1,331	-
Payment to auditors		
-Statutory audit	20,000	15,000
Postage & Courier Charges	4,489	-
Server Charges	677,547	-
Software Charges	32,288	-
Telephone Expenses	6,397	-
Website Expenses	19,300	-
	879,182	54,560
14 Earnings per share (EPS)		
Basic earnings per share		
The calculation of basic earning per share for the year ended 31 March 2021 is based on the profit attributable to the equity shareholders and the weighted average number of equity shares.		
Diluted earnings per share		
The calculation of diluted earnings / (loss) per share for the year ended 31 March 2021 is based on the profit attributable to the equity shareholders and the weighted average number of equity shares outstanding after adjustment for the effect of all dilutive potential equity shares.		
Net Profit attributable to equity shareholders for calculation of basic EPS	1,690	879
Weighted average number of equity shares in calculating basic and diluted EPS	10,000	10,000
Nominal value of equity share (Rs)	10	10
Basic and diluted earning per share (Rs)	0.17	0.09

14 Earnings per share (EPS)

Basic earnings per share

The calculation of basic earning per share for the year ended 31 March 2021 is based on the profit attributable to the equity shareholders and the weighted average number of equity shares.

Diluted earnings per share

The calculation of diluted earnings / (loss) per share for the year ended 31 March 2021 is based on the profit attributable to the equity shareholders and the weighted average number of equity shares outstanding after adjustment for the effect of all dilutive potential equity shares.

Net Profit attributable to equity shareholders for calculation of basic EPS	1,690	879
Weighted average number of equity shares in calculating basic and diluted EPS	10,000	10,000
Nominal value of equity share (Rs)	10	10
Basic and diluted earning per share (Rs)	0.17	0.09

15 The Company has no unhedged foreign currency exposure as at the end of year.

16 Contingent liabilities and capital commitments

There are no pending litigations against the Company and by the Company as at period end. There are no contingent liabilities or capital commitment at period end.

17 The outbreak of Coronavirus disease (COVID-19) pandemic globally and in India has caused significant disturbance and slowdown of economic activity. The nationwide lockdown ordered by the Respective State Governments has resulted into significant reduction in economic activities and also the business operation of the Company in terms of revenue generating activities. The management has considered the possible effects of the pandemic over the carrying amount of the assets of the Company.

Based on the current indicators of future economic conditions, the management of the Company expects to recover the carrying amount of these assets. However, the management will continue to closely monitor any material changes in future economic conditions.

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19 Previous year's figures have been regrouped / reclassified where necessary, to confirm to current year's classification.

This is the Summary of Significant accounting policies and other explanatory information as

For V C A N & Co.
Chartered Accountants
FRN 125172W

For and on behalf of the Board of Directors
Onmouseclick.com Private Limited

CA Abhishek Jain
Partner
M.No 0535564

Place : Delhi
Date : 29 June 2021

Nitesh Jain
Director
(DIN 03150675)

Amit Pal
Director
(DIN 08634098)

Place : Delhi
Date : 29 June 2021

Humming Bird
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ONMOUSECLICK.COM PVT LTD.
A-95/3, Second Floor, Wazirpur Industrial Area, Delhi-110052, India
CIN: U72200DL2019PTC358569

Summary of significant accounting policies and other explanatory information for the year ended 31 March 2020:
(Unless otherwise stated, all amounts are in Indian Rupees)

18 Related party disclosures

"Related Party Disclosures" as required under Accounting Standard-18 of Companies (Accounting Standards) Rules, 2006 are given below:

A. Name of related parties

(i) Holding Company

Hummingbird Education Limited

(ii) Key managerial personnel (KMP) and their relatives

Mr .Nitesh Jain

Mr. Amit Pal

(III) Other enterprises under the control of Key managerial personnel and their relative

SIBIL Education Private Limited

Onmouseclick.com

B. Transactions with related parties during the period and balances in respect thereof in the ordinary course of business:

	For the year ended 31 March 2021	For the year ended 31 March 2020
a) Transactions during the period		
Reimbursement of Expenses (incurred during the year)		
Nitesh Jain	127,930	-
Remuneration to Director:		
Amit Pal	780,000	-
Revenue received on behalf of us (on due basis)		
Onmouseclick.com	500,963	-
Sale of services		
SIBIL Education Private Limited	189,491	-
b) Year end balances		
Other current liabilities		
Employee related payable		
-Amit Pal	53,300	-
Imprest Balance		
-Nitesh Jain	7,501	-
Trade Receivables		
SIBIL Education Private Limited	22,100	-
Short Term Loans & Advances		
Other receivables		
-Onmouseclick.com	15,013	-

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