

HBEL/BSE/2019-20/35

Date: 13<sup>th</sup> November, 2019

To,

**BSE SME Platform**  
25<sup>th</sup> Floor,  
P.J. Towers, Dalal Street,  
Fort, Mumbai – 400 001  
E-mail - corp.comm@bseindia.com

Scrip ID: HBEL (542592)

**Subject: Extra Ordinary General Meeting of the Company**

Dear Sir,

In continuation of our letter dated 04<sup>th</sup> November, 2019 intimating the date of the Extra Ordinary General Meeting (EGM) of the Company, please find herewith a copy of the Notice of the EGM to be held on Saturday, 07<sup>th</sup> December, 2019 at 12:30 P.M at Unit No. 705, 07<sup>th</sup> Floor, B-08, GD-ITL Tower, Netaji Subhash Place, Delhi-110034.

This is for your information and record.

Thanking You,

Yours faithfully,  
For **Humming Bird Education Limited**

**For HUMMING BIRD EDUCATION LTD.**



**Mayank Pratap Singh COMPANY SECRETARY**  
Company Secretary  
M. No.: A-46666

**HUMMING BIRD EDUCATION LTD.** (CIN No. U80221DL2010PLC207436)

REGD. OFFICE: 1374-1375, 2<sup>ND</sup> 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



**HUMMING BIRD EDUCATION LIMITED**  
**CIN: L80221DL2010PLC207436**  
**Regd. Off: 1374-1375, Katra Lehswan, Chandni Chowk, New Delhi-110006**  
**Email Id: [hummingbirdeducation@gmail.com](mailto:hummingbirdeducation@gmail.com), Website:**  
**[www.hummingbirdeducation.com](http://www.hummingbirdeducation.com)**

### NOTICE

**NOTICE IS HEREBY GIVEN THAT AN EXTRA ORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF HUMMING BIRD EDUCATION LIMITED TO BE HELD AT UNIT NO. 705, 7<sup>TH</sup> FLOOR, B-08, GD IITL TOWER, NETAJI SUBHASH PLACE, DELHI-110034 AT 12:30 P.M ON SATURDAY, 07<sup>TH</sup> DAY OF DECEMBER, 2019 TO TRANSACT THE FOLLOWING BUSINESS:**

#### **SPECIAL BUSINESS:**

#### **1. ALTERATION IN ARTICLES OF ASSOCIATION OF THE COMPANY:**

To consider and if thought fit, to pass, with or without modification, the following resolution as **Special Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Section 14 and other applicable provisions of the Companies Act, 2013 read with rules there under, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the consent of members be and are hereby accorded to alter articles of association by adding new Article No. 220A :

**Article No. 220A:** Notwithstanding anything contained in these Articles 209, 210, 211, 212, 218, 2019 and 220 of the Articles of Association of the Company, but subject to the provisions of the Companies Act, 2013 and all other applicable rules of the statutory authorities and the Rules framed by the Board of Directors of the Company in this behalf as amended from time to time by the Board, it shall be open for the Members of the Company who hold the equity shares in the Company to waive/forgo his/their right to receive the dividend (interim or final), fully or partially, by him/them for any financial year/ particular declaration of dividend which may be declared or recommended respectively by the Board of Directors of the Company. The waiver/forgoing by the Members, his/ their right to receive the dividend (interim or final) by him/them under this Article shall be irrevocable immediately after the record date/book closure date fixed for determining the names of Members entitled for dividend. The Company shall not be entitled to declare or pay and shall not declare or pay dividend on equity shares to such Members who have waived/forgone his/their right to receive the dividend (interim or final) by him/ them under this Article.

**RESOLVED ALSO THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorised to take all such steps and actions including delegation of power and give such directions as may be necessary and to settle any question that may arise in this regard, without being required to seek any further consent or approval of the members or otherwise to end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

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

**Sd/-  
Nitesh Jain  
Chairman & Managing Director**

**Date: 04.11.2019**

**Place: Delhi**

**Notes:**

1. 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 No. 1 as set out above is annexed hereto.
2. **A Member entitled to attend and vote at the meeting is also entitled to appoint a proxy to attend and vote on a poll instead of him, and the proxy need not be a member of the Company. The proxy form duly completed and signed should be deposited at the Registered Office of the Company not less than 48 hours before the time fixed for the meeting. Proxies submitted on behalf of limited companies, societies etc., must be supported by appropriate resolutions/ authority, as applicable.**

Pursuant to provisions of Section 105 of the Companies Act, 2013 read with rule 19 of Companies (Management and Administration) Rules, 2014, a person can act as proxy on behalf of Members not exceeding 50 (fifty) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send to the Company, a certified Copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.

During the period beginning 24 hours before the time fixed for the commencement of meeting and ending with conclusion of the meeting a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company.

3. Pursuant to the provisions of Section 91 of the Companies Act 2013, Register of Members and Share Transfer Books of the Company will remain closed from 01<sup>st</sup> December, 2019 to 07<sup>th</sup> December, 2019 (both days inclusive) for the purpose of Extra Ordinary General Meeting.
4. Members holding shares in electronic form are requested to intimate all changes pertaining to their bank particulars, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers etc., to their Depository Participant. Changes intimated to the Depository Participant will then be automatically reflected in the Company's records which will help the Company and Bigshare Services Private Limited, Registrar and Transfer Agent, to provide efficient and better services.
5. In case of joint holders attending the meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
6. Members are requested to sign at the place provided on the attendance slip and handover the same at the entrance of the Meeting.
7. All documents referred to in the notice and the explanatory statement requiring the approval of the Members at the meeting and other statutory registers shall be available for inspection by the Members at the Corporate Office of the Company during normal business hours on the working days between 11.00 a.m. to 1.00 p.m. except Sunday and holiday.
8. The cut-off date for the purpose of determining the Members eligible for participation in remote e-voting (e-voting from a place other than venue of the EGM) and voting at the EGM is 02<sup>nd</sup> December, 2019. Please note that Members can opt for only one mode of voting i.e., either by voting at the meeting or remote e-voting. If Members opt for remote e-voting, then they should not vote at the Meeting and vice versa. However, once an e-vote on a resolution is cast by a Member, such Member is not permitted to change it subsequently or cast the vote again. Members who have cast their vote by remote e-voting prior to the date of the Meeting can attend the Meeting and participate in the Meeting, but shall not be entitled to cast their vote again.
9. In compliance with the provisions of Section 108 of the Companies Act, 2013 and the Rules framed there under, the members are provided with the facility to cast their votes electronically, through e- voting services provided by Central Depository Securities Limited (CDSL), on all resolutions set forth in this notice. The Members whose names appearing in the Register of Members/ list of Beneficial owners as on 02<sup>th</sup> December, 2019, are entitled to vote set forth in this Notice. The remote e-voting period will commence at 9.00 A.M. on 04<sup>th</sup> December, 2019 and will end at 5.00 P.M. on 06<sup>th</sup> December, 2019. Members attending the meeting who have not cast their vote by remote e- voting shall be able to vote at the meeting through Insta Poll. The Company has appointed M/s Gupta Prakash & Co. LLP, Company Secretaries to act as the

Scrutinizer, for conducting the scrutiny of the votes cast. The Members desiring to vote through electronic mode may refer to the detailed procedure on e- voting given hereinafter.

10. The Scrutinizer will submit its report to the Managing Director of the company after completion of scrutiny in a fair and transparent manner and the result of the e-voting will be announced by the Managing Director on or before 09<sup>th</sup> December, 2019 at the registered office of the company at 1374-1375, 2<sup>nd</sup> Floor, Katra Lehsuan, Chandni Chowk, Delhi-110006. The result of voting will be posted on the website of the company [www.hummingbirdeducation.com](http://www.hummingbirdeducation.com), besides being communicated to Stock Exchange viz. BSE Limited (the "BSE").
11. The results declared along with the Scrutinizer's Report shall be placed on the website of the Company at [www.hummingbirdeducation.com](http://www.hummingbirdeducation.com) and on the website of CDSL, Immediately after the declaration of Result by the Managing Director or any person authorized by him in writing. The results shall be forwarded to the stock exchanges where the shares of the Company are listed.

**A) Voting through e-voting:**

- (i) The shareholders should log on to the e- voting website [www.evotingindia.com](http://www.evotingindia.com)
- (ii) Click on Shareholders.
- (iii) 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) Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vi) If you are a first time user follow the steps given below:

	<b>For Members holding shares in Demat Form and Physical Form</b>
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"> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number (refer serial no. printed on the name and address sticker/Postal Ballot Form/mail) in the PAN field.</li> <li>• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. E.g. If your name is Ramesh Kumar with serial number 1 then enter RA00000001 in the PAN field.</li> </ul>
Dividend Bank	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

Details <b>OR</b> Date of Birth (DOB)	order to login. <ul style="list-style-type: none"> <li>• 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 (4).</li> </ul>
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(vii) After entering these details appropriately, click on “SUBMIT” tab.

(viii) Members holding shares in physical form will then reach directly the Company selection screen. However, members 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.

(ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xi) Click on the EVSN for the relevant Humming Bird Education Limited on which you choose to vote.

(xii) 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.

(xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

(xiv) 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.

(xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

(xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.

(xvii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password& enter the details as prompted by the system.

(xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting. The m-Voting app can be downloaded from Google Play Store, Apple and Windows phone. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xix) **Note for Non - Individual Shareholders and Custodians**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto: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](mailto: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.

(xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

(xxi) The official responsible to address the grievances connected with the e-voting or postal ballot is Mayank Pratap Singh, Company Secretary, having email Id: [mayank@hummingbirdeducation.com](mailto:mayank@hummingbirdeducation.com).

**ROUTE MAP OF VENUE OF EXTRA ORDINARY GENERAL MEETING**

**Venue: Humming Bird Education Limited**  
**705, 07<sup>th</sup> Floor, B-08, GD ITL Tower**  
**Netaji Subhash Place, New Delhi-110030**





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

**ITEM NO. 1**

The Board of Directors in its board meeting held on November 04, 2019 approved the alteration by adding new Article 220A to give option to the shareholders of the Company to waive off/forgo its dividend rights subject to the approval of members.

Accordingly, Board therefore, submits the resolution for your consideration and recommends it to be passed as a Special Resolution.

A copy of the existing as well as new Articles of Association of the Company is available for inspection at the Corporate Office of the Company during working hours on any working days.

None of the Director, Manager, Key Managerial Personnel(s) and their relative(s) is/ are concerned or interested, financial or otherwise, in this Resolution.

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

**Sd/-  
Nitesh Jain  
Chairman & Managing Director**

**Date: 04.11.2019**

**Place: Delhi**



**ATTENDANCE SLIP**  
**EXTRA-ORDINARY GENERAL MEETING**  
**December 07, 2019 at 12:30 P.M.**

Regd. Folio No. or Client Id No. \_\_\_\_\_

DP Id No. \_\_\_\_\_

No. of Shares held \_\_\_\_\_

Name of the Member/Proxy \_\_\_\_\_

I am member/proxy for the member of the Company. I hereby record my presence at an Extra Ordinary General Meeting of the members of the Company held on Saturday, 07<sup>th</sup> December, 2019 at 12:30 P.M. at UNIT NO. 705, 7<sup>TH</sup> FLOOR, GD ITL TOWER, NETAJI SUBHASH PLACE, DELHI-110034.

Signature of the Member/Proxy

**Note:** Please complete and sign this attendance slip and hand it over at the entrance gate.

**FORM NO. MGT-11**  
**PROXY FORM**

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of Companies (Management and Administration) Rules, 2014]

1.	Name(s) of Shareholder(s) (Including joint holders if any)	
2.	Registered Address of the sole first named shareholder	
3.	Registered Folio No./Client ID No.	
4.	No. of Shares Held	

I/We being the member(s) of \_\_\_\_\_ shares of the above named Company, hereby appoint

Name \_\_\_\_\_ E-Mail ID \_\_\_\_\_

Address \_\_\_\_\_ Signature \_\_\_\_\_ or failing him

Name \_\_\_\_\_ E-Mail ID \_\_\_\_\_

Address \_\_\_\_\_ Signature \_\_\_\_\_

As my/our proxy to attend and vote (on a poll) for me/our behalf at the Extra Ordinary General Meeting of the Company, to be held on 07<sup>th</sup> December, 2019 at 12:30 P. M at UNIT NO. 705, 7TH FLOOR, GD ITL TOWER, NETAJI SUBHASH PLACE, DELHI-110034 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution	For	Against	Abstain
1.	Alteration of Articles of Association			

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2019

Signature of shareholder(s):

Signature of proxy holder(s):

Affix Revenue Stamp of Re. 1/-
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**Note:** This Form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

It is optional to indicate your preference. If you leave the 'For, Against or Abstain' column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he may deem appropriate.