



HBEL/BSE/2019-20/56

Date: 17<sup>th</sup> March, 2020

To,

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

Scrip ID: HBEL (542592)

**Subject: Submission of Notice of Extra Ordinary General Meeting pursuant to Regulations 30 and 44 of SEBI (LODR) Regulations, 2015**

Dear Sir,

We would like to inform you that an extra ordinary general meeting (EGM) of the Shareholders of the Company will be held on Friday, 10<sup>th</sup> April, 2020 at 12:30 p.m. at 07<sup>th</sup> Floor, Unit No. 705, GD-ITL Tower, Plot No. B-08, Netaji Subhash Place, Pitampura, New Delhi-110034. In compliance with Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, the Company has arranged e-voting facility for its members to participate in the business to be transacted at the Extra Ordinary General Meeting.

Further, in terms of Section 91 of the Companies Act, 2013 and rules made there under, the Register of Members and Share Transfer Book will remain closed from Saturday, 04<sup>th</sup> April, 2020 to Friday, 10<sup>th</sup> April, 2020 (both days inclusive) for the purpose of Extra Ordinary General Meeting.

Pursuant to provisions of Rule 20 of the Companies (Management and Administration) Rules, 2014, the cut-off date for determining the eligibility to vote by electronic means or in the general meeting has been fixed as 04<sup>th</sup> April, 2020.

Further, pursuant to provisions of Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Para A of Part A of Schedule III of said Regulations, please find attached herewith copy of Notice of Extra Ordinary General Meeting of the Company.

This is for your information and record.

Thanking You,

Yours faithfully,

For **Humming Bird Education Limited**

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

**For HUMMING BIRD EDUCATION LTD.**

**COMPANY SECRETARY**

**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

\*91-9999383339, \*91-9953777349. info@hummingbirdeducation.com www.hummingbirdeducation.com, www.olympiads.co.in



**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 ITL TOWER, NETAJI SUBHASH PLACE, DELHI-110034 AT 12:30 P.M ON FRIDAY, 10<sup>TH</sup> DAY OF APRIL, 2020 TO TRANSACT THE FOLLOWING BUSINESS:**

**SPECIAL BUSINESS:**

**1. APPOINTMENT OF STATUTORY AUDITOR TO FILL CASUAL VACANCY:**

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

**“RESOLVED THAT** pursuant to the provisions of Section 139(8) of the Companies Act, 2013 read with the Companies (Audit and Auditors Rules, 2014 (the Rules), including any statutory modification(s) or re-enactment(s) thereof for the time being in force and pursuant to recommendation made by the Board of Directors at its meeting held on 12<sup>th</sup> March, 2020 M/s. V C A N & Co., Chartered Accountants (Firm Registration No. 125172W) be and are hereby appointed as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. Sanmarks & Associates, Chartered Accountants (Firm Registration No. 003343N).

**RESOLVED FURTHER THAT** M/s. V C A N & Co., Chartered Accountants (Firm Registration No. 125172W) be and are hereby appointed as Statutory Auditors of the Company from this Extra Ordinary General Meeting and that they hold the office of the Statutory Auditors of the Company until the conclusion of ensuing Annual General Meeting and they shall conduct the Statutory Audit for the period ended 31st March, 2020 on such remuneration as may be fixed by the Board of Directors in consultation with them.

**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  
Managing Director**

**Date: 12.03.2020**

**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 04<sup>th</sup> April, 2020 to 10<sup>th</sup> April, 2020 (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 04<sup>th</sup> April, 2020. 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 04<sup>th</sup> April, 2020, are entitled to vote set forth in this Notice. The remote e-voting period will commence at 9.00 A.M. on 07<sup>th</sup> April, 2020 and will end at 5.00 P.M. on 09<sup>th</sup> April 2020. 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 12<sup>th</sup> April, 2020 at the corporate office of the company at Unit No. 705, 07<sup>th</sup> Floor, Plot No. B-08, Netaji Subhash Place, Delhi-110034. 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	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <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 Details <b>OR</b> Date of Birth (DOB)	<p>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.</p> <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>

- (vii) After entering these details appropriately, click on “SUBMIT” tab.



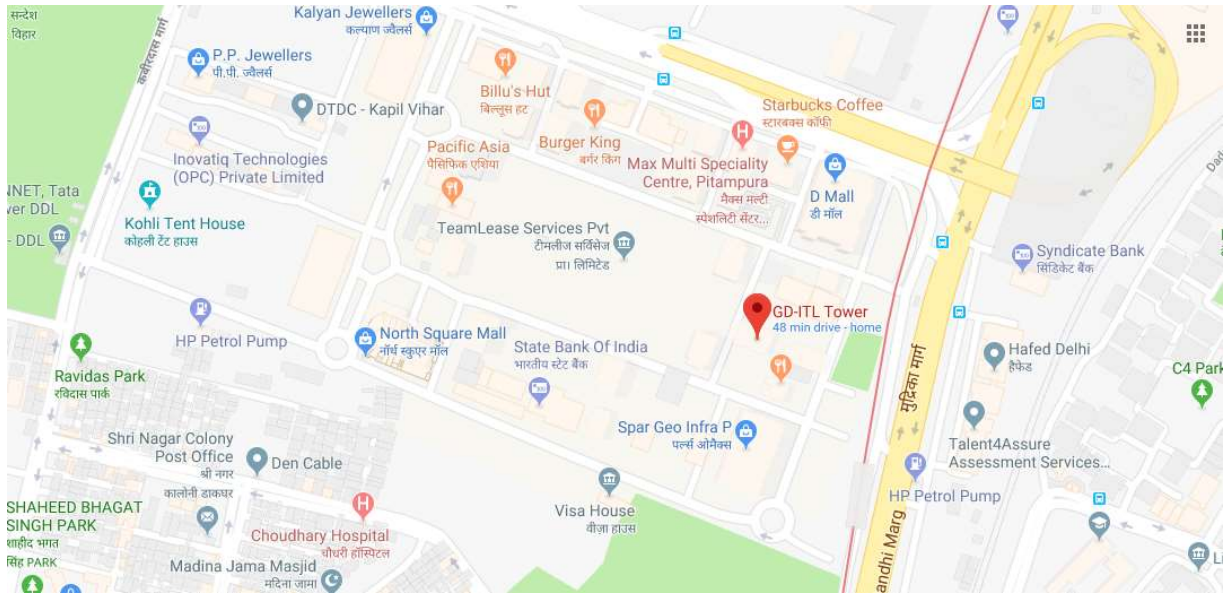
- (viii) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that 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**

M/s. Sanmarks & Associates, Chartered Accountants (Firm Registration No. 003343N) have tendered their resignation from the position of Statutory Auditors of the Company due to their pre-occupation in other assignments, resulting into a casual vacancy in the office of Statutory Auditors of the Company as envisaged by Section 139(8) of the Companies Act, 2013. Casual Vacancy caused by the resignation of auditor can be filled by the shareholders in General Meeting within three months from the date of recommendation of the Board of Directors of the Company. The Board of Directors of the Company recommended at its meeting held on 12<sup>th</sup> March, 2020, that M/s. V C A N & Co., Chartered Accountants (Firm Registration No. 125172W) be appointed as the Statutory Auditors of the Company to fill casual vacancy caused by resignation of the M/s. Sanmarks & Associates, Chartered Accountants.

M/s. V C A N & Co., Chartered Accountants (Firm Registration No. 125172W), have conveyed their consent to be appointed as the Statutory Auditors of the Company along with a confirmation that, their appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013.

Accordingly, Ordinary Resolution is submitted to the meeting for the consideration and approval of the members.

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  
Managing Director**

**Date: 12.03.2020**

**Place: Delhi**



**ATTENDANCE SLIP**  
**EXTRA-ORDINARY GENERAL MEETING**  
**April 10, 2020 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 Friday, 10<sup>th</sup> April, 2020 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 10<sup>th</sup> April, 2020 at 12:30 P.M. at UNIT NO. 705, 7TH FLOOR, GD IITL 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.	Appointment of Statutory Auditors to fill Casual Vacancy			

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2020

Signature of shareholder(s):

Signature of proxy holder(s):

<p>Affix Revenue Stamp of Re. 1/-</p>
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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.