



HANUNG TOYS & TEXTILES LTD.

Manufacturers & Exporters of Stuffed Toys Home Furnishings

Govt. Recognised Export House

CIN- L74999DL1990PLC041722

Corporate Office : 108-109, NSEZ, NOIDA-201 305, INDIA

Tel. : 91-120-2567501 ~ 04, 4140200

Fax : 91-120-3042099, 4140270

E-mail : admin@hanung.com

Web : www.hanung.com

hanungcorp@gmail.com

Date: 26/08/2016

The Bombay Stock Exchange Limited Phiroze Jeebhoy Towers Dalal Street, Mumbai-40001 Scrip Code: "532770"	The National Stock Exchange of India Limited Exchange Plaza, Bandra Kurla Complex Bandra (East) Mumbai-400051 Scrip Code: "Hanung"
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Sub: Notice of AGM & Remote e-voting details

Dear Sir /Madam,

Pursuant to Regulation 30 of the Listing Regulations, we are enclosing herewith the Notice dated August 13th, 2016, setting out the business to be transacted at the 26th Annual General Meeting of the Members of the Company scheduled to be held on Tuesday 20th September 2016 at 11.30 AM at Air Force Auditorium, Subroto Park, New Delhi 110010 alongwith the Proxy Form, Attendance Slip and Route Map to AGM Venue.

We are pleased to inform that pursuant to Section 108 of the Companies Act 2013, read with Rule 20 of the Companies (Management & Administration) Rules, 2014 and Regulation 44 of the Listing Regulations, the Company is providing Remote e-voting facility to all its Members(holding shares in Physical and Dematerialized form) to enable them to exercise their right to vote by electronic means on the resolutions proposed at the 26th Annual General Meeting.

We hereby submit the following information for the ready reference of the Members of the Company:

S.N.	Particulars	Remarks
1	Name of the Company	Hanung Toys and Textiles Ltd.
2	ISIN	INE648H01013
3	Name of the Agency providing E-voting Platform	Karvy Computer share Pvt. Ltd.
4	Date of Board Resolution for the approval of the Notice	Saturday August 13 th 2016
5	Date of Appointment of Scrutinizer	Saturday August 13 th 2016
6	Name of Scrutinizer	Mr. Surinder Vashishtha, Practicing Company Secretary
7	Cut-off date for E-voting entitlement	Tuesday 13 th September 2016
8	E-voting Start Date & Time	Friday 16 th September 2016 (from 9.00 AM)
8	E-voting End Date & Time	Monday 19 th September 2016 (at 5.00 PM)

9	No. of Resolutions	06
10	Announcement of Results	Within 48 hours of conclusion of the AGM

This for your information and record.

Thanking You,

Yours faithfully,

For Hanung Toys and Textiles Limited

Lalit Chawla

(Lalit Chawla)

Company Secretary

CC To

Central Depository Services Ltd.

17TH Floor, P.J. Towers,

Dalal Street, 3

Mumbai-400001

National Securities Depository Ltd.

4th Floor, "A" wing

Trade World, Kamala Mills Compound,

Senapati Bapat Marg, Lower Parel,

Mumbai-400013



NOTICE

NOTICE is hereby given that the 26th Annual General Meeting of members of Hanung Toys and Textiles Limited will be held on Tuesday the 20th September 2016 at 11.30 A.M. at Air Force Auditorium, Subroto Park, New Delhi-110010 to transact, with or without modification(s) the following businesses:

ORDINARY BUSINESS:-

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

RESOLVED THAT the Company's Audited Balance Sheet, Statement of Profit and Loss, Cash Flow Statements and Directors' Report along with the Report of Auditor's for the financial year ended on 31st March 2016, as placed, discussed thereon, be and are hereby adopted.

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

RESOLVED THAT in terms of Section 139 and other applicable provisions of the Companies Act, 2013, read with rules made there under, the Company, hereby ratifies the appointment of M/s Ravindra Sharma & Associates, Chartered Accountant, New Delhi, holding Firm Registration No.006415N, as Statutory Auditors of the Company for the third consecutive year, i.e. from the conclusion of this Annual General Meeting till the conclusion of the Annual General Meeting to be held for the financial year 2016-17.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to fix remuneration of Auditors, in consultation with the Audit Committee and the Auditors."

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

RESOLVED THAT Mrs. Anju Bansal (DIN 00028508), who retires from the office of Director by rotation in this Annual General Meeting and being eligible offers himself for re-election, be and is hereby re-appointed as Director of the Company."

SPECIAL BUSINESS:-

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

RESOLVED THAT pursuant to the provisions of Sections 149 and 152 and all other applicable provisions, if any, of the Companies Act, 2013 and rules framed there under (including any statutory modification(s) or re-enactment thereof for the time being in force), and Articles of Association of the Company and as per the recommendation of the Nomination and Remuneration Committee, Mr. Mukesh Kumar (DIN No. 01231118) who was appointed as an Additional Director of the Company by the Board of Directors w. e. f. 13th August, 2016 and who holds office until the date of ensuing Annual General Meeting, in terms of Section 161 of the Companies Act, 2013, read with rules and who is eligible for appointment and whose candidature is proposed by one of the members, be and is hereby appointed as an Director (Non Executive-Non Independent) of the Company who shall be liable to retire by rotation.

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

"RESOLVED THAT pursuant to provisions of Section 148 of the Companies Act, 2013, read with rule 14 of the Companies (Audit and Auditors) Rules, 2014 including any statutory modification(s) or re-enactment thereof (for the time being in force) M/s Chandra Sharma & Co. Cost Accountants, New Delhi, be and are hereby, appointed as the Cost Auditors of the Company to conduct the audit of the Cost Accounting Records for soft toys and home furnishings products manufactured by the Company for the financial year ending 31st March, 2017."

RESOLVED FURTHER THAT the Board of Directors be and are hereby, authorized to fix remuneration of the Cost Auditors, in consultation with the Audit Committee and the Auditors."

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

RESOLVED THAT pursuant to the provisions of Section 42 and all other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, including any statutory modifications or re-enactment thereof for the time being in force, and in accordance with the provisions of the Memorandum and Articles of Association of the Company, and subject to the applicable rules, regulations, guidelines, notifications or circulars issued by the Securities and Exchange Board of India (hereinafter referred to as "SEBI") including Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended (the "SEBI ICDR Regulations"), the Stock Exchange(s) where the shares of the Company are listed (including provisions of the listing agreement), or any other appropriate / statutory authority and also subject to such approvals, permissions, sanctions and consents as may be necessary and required from the Government of India, the Reserve Bank of India, SEBI and all other appropriate authorities and institutions, under applicable legislations, rules, regulations, guidelines and contracts for the time being in force, and subject further to granting such approvals, consents, permissions or sanctions, and which may be agreed to by the Board of Directors (hereinafter referred to as the "Board"), which term shall be deemed to include any Committee or Directors for the time being authorized by the Board of Directors to exercises the powers conferred on the Board by this resolution, consent of

the members, be and is hereby accorded for taking on record the name of the ultimate beneficial owner of Praneet Softech Private Limited, to whom allotment of 42,44,000 equity shares of face value Rs. 10/- each at a price of Rs. 22.62/- per equity share was made vide approval of the members granted under resolution passed through postal ballot on 23RD July, 2014, and the said resolution be and is hereby, ratified and approved by the members read alongwith this amended disclosure.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to take such steps and to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or incidental to this resolution and to settle any question, difficulty or doubt that may arise from time to time in regard to the aforesaid resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take all such acts, sign all such documents and comply with all formalities and procedures required to be complied with in relation to the preferential allotment of 42,44,000 equity shares made vide approval of the members given to the resolution passed through postal ballot on 23rd July, 2014.

By order of the Board
 For **Hanung Toys and Textiles Limited**

Place : Noida
 Date : August 13, 2016

Lalit Chawla
 Company Secretary

NOTES:-

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out the details related to special businesses to be transacted at the meeting is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
3. Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than fifty members holding in aggregate not more than 10% of the total share capital of the Company. Members holding more than 10% of the total share capital of the Company may appoint a single person as proxy, who shall not act as a proxy for any other member. The instrument of proxy, in order to be effective should be deposited at the registered office of the Company duly completed and signed not later than 48 hours before the commencement of the meeting. A proxy form is annexed to this report. Proxies submitted on behalf of limited companies, societies, etc. must be supported by an appropriate resolution/authority, as applicable.
4. The Register of Members and the Share Transfer Books of the Company will remain closed from Wednesday 14th, September, 2016 to Tuesday, 20th September 2016 (both days inclusive).
5. Notice is being sent to all the members of the Company whose names appear in the Register of Members / Record of Depositories as on Saturday, August 13th, 2016 (Cut-off date or Record date). Voting rights shall be reckoned on the paid up value of the shares registered in the name of the members of the Company as on Cut-off date / Record date i.e. September 13th, 2016.
6. In all correspondence with the Company, members are requested to quote their Folio Number and in case their shares are held in the dematerialized form, they must quote their DP ID and Client ID Number.
7. A member desirous of getting any information on the accounts or operations of the Company is requested to forward his / her queries to the Company at least seven working days prior to the date of meeting, in order to be furnished with required information at the meeting.
8. Members holding shares in physical form are requested to notify immediately any change in their address and bank particulars to the Company or its Registrar and Transfer Agents. In case the shares are held in dematerialized form, this information should be furnished directly, without any delay, to their respective Depository Participants.
9. The Securities Exchange Board of India has mandated submission of Permanent Account Number (PAN Number) by every participant in the securities market and accordingly quotation of PAN details of both the transferor and the transferee is compulsory for registration of transfers.
10. Brief profile of Directors seeking appointment at the ensuing Annual General Meeting forms integral part of the notice. All requisite declarations have been received from the Directors seeking appointment.
11. The Company has sent the Electronic copy of the Annual Report for the 26th Annual General Meeting to all the members who's Email Id are registered with the Company/Depository. For members who have not registered their email address, physical copies of the Annual report is being sent in the permitted mode.
 In order to promote the GO GREEN Initiative of the Company members are requested to update their Email Id's with either the depository/RTA or to the Company by mailing the name of the Share holder, Folio No. and Number of Shares held along with the Email ID to the corporate office of the Company or to the Company Secretary: - hanungcorp@gmail.com. A format of letter for intimating the details and Email ID of the members is attached herein with.
12. The copies of attendance sheet, proxy forms and procedure of E-Voting and route map etc. are stated in the Annual Report for the 26th Annual General Meeting of the Company and the same are also available on the website of the Company.



13. Members are requested to bring their copies of the Annual Report in the meeting and the attendance slip, duly filled-in and signed as per the specimen signature recorded with the Company / Depository Participant for attending the meeting.
- Members, who hold shares in dematerialized form, are requested to write their Client ID and DP ID details, and those who hold shares in physical form are requested to write their Folio Number in the attendance slip for attending the meeting.
14. Pursuant to Section 108 of the Companies Act, 2013, read with the relevant rules, the Company is pleased to provide the facility to its members to exercise their right to vote by electronic means. The members whose name appears in the Register of Members / List of Beneficial Owners as on Tuesday 13th September, 2016, shall be entitled to vote through E-Voting process. The E-Voting period will commence from Friday 16th September, 2016, at 9.00 am on and will end at 05.00 pm. on Monday 19th September, 2016. The members desiring to vote through electronic mode may refer to the detail procedure on E-Voting given hereinafter.

General Information and Instructions relating to E-Voting are as under:

Pursuant to Section 108 of the Companies Act, 2013, read with rules, the Company is pleased to provide the facility to Members to exercise their right to vote by electronic means. The Company has engaged the services of Karvy Computershare Private Limited (Karvy) for facilitating remote E-Voting and enabling the members to cast their vote in a secured manner. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on 13th September, 2016, are entitled to vote on the resolutions set forth in this Notice. The remote E-Voting period will commence at 9.00 a.m. on 16th September, 2016, and will end at 05.00 p.m. on 19th September, 2016. The members desiring to cast their vote through remote E-Voting may refer to the detailed procedure given hereinafter.

PROCEDURE AND INSTRUCTIONS FOR E-VOTING

- I. Remote e-voting: In compliance with the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and the provisions of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the members are provided with the facility to cast their vote electronically, through the e-voting services provided by Karvy Computershare Private Limited (Karvy) on all resolutions set forth in this Notice, from a place other than the venue of the Meeting (Remote e-voting).
- (A) In case a Member receives an email from Karvy [for Members whose email IDs are registered with the Company/ Depository Participants (s)]:
- Launch internet browser by typing the URL: <https://evoting.karvy.com>.
 - Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) xxxx followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.
 - After entering these details appropriately, click on "LOGIN".
 - You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.,). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
 - You need to login again with the new credentials.
 - On successful login, the system will prompt you to select the "EVENT" i.e., 'Name of the Company'
 - On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
 - Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat accounts.
 - Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
 - You may then cast your vote by selecting an appropriate option and click on "Submit".
 - A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution (s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
 - Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., together with attested specimen

signature(s) of the duly authorised representative(s), to the Scrutinizer at email svcalegal@gmail.com with a copy marked to evoting@karvy.com. The scanned image of the above mentioned documents should be in the naming format "**Corporate Name_Event No.**"

- (B) In case of Members receiving physical copy of Notice [for Members whose email IDs are not registered with the Company/Depository Participants (s)]:
- E-Voting Event Number – XXXX (EVEN), User ID and Password is provided in the Attendance Slip.
 - Please follow all steps from Sl. No. (i) to (xii) above to cast your vote by electronic means.
- II. Voting at AGM: The members, who have not cast their vote through remote e-voting can exercise their voting rights at the AGM through poll. The Company has made necessary arrangements in this regard at the AGM Venue. Members who have already cast their votes by remote e-voting are eligible to attend the meeting; however those members are not entitled to cast their vote again in the meeting.
- A Member can opt for only single mode of voting i.e. through remote e-voting or voting at the AGM (poll). If a member casts votes by both modes then voting done through remote e-voting shall prevail and vote at the AGM shall be treated as invalid.

OTHER INSTRUCTIONS

- In case of any query and/or grievance, in respect of voting by electronic means, members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.karvy.com> (Karvy Website) or contact Mr. B Srinivas (Unit: HANUNG TOYS AND TEXTILES LIMITED) of Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032 or at evoting@karvy.com or phone no. 040 – 6716 2222 or call Karvy's toll free No. 1-800-34-54-001 for any further clarifications.
- You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- The remote e-voting period commences on 16th September, 2016 (09.00 am) and ends on 19th September, 2016 (05.00 pm). During this period, members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of September 13th, 2016 may cast their votes electronically.
- A person who is not a member as on the cut-off date should treat this notice for information purposes only.
- The remote e-voting module shall be disabled for voting thereafter.
- Once the vote on a resolution(s) is cast by the member, the member shall not be allowed to change it subsequently.
- The voting rights of members shall be in proportion to their share of the paid up equity share capital of the Company as on the cut-off date i.e. 13th September, 2016.
- In case a person has become a member of the Company after dispatch of AGM Notice but on or before the cut-off date for E-voting i.e., 13th September, 2016, he/she may obtain the User ID and Password in the manner as mentioned below :
 - If the mobile number of the member is registered against Folio No./ DP ID Client ID, the member may send SMS: MYEPWD <space> E-Voting Event Number+Folio No. or DP ID Client ID to 9212993399
 Example for NSDL:
 MYEPWD <SPACE> IN12345612345678
 Example for CDSL:
 MYEPWD <SPACE> 1402345612345678
 Example for Physical:
 MYEPWD <SPACE> XXXX1234567890
 - If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.karvy.com>, the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
 - Member may call Karvy's toll free number 1800-3454-001.
 - Member may send an e-mail request to evoting@karvy.com and/or hanungcorp@gmail.com. However, Karvy shall endeavor to send User ID and Password to those new Members whose mail ids are available.
- The Company has appointed Mr. Surinder Vashishtha Practicing Company Secretary, New Delhi to act as the Scrutinizer, to scrutinize the poll and remote e-voting process in a fair and transparent manner.
- The results (of e-voting and poll) shall be declared within 48 hours of the Annual General Meeting. The results along with the Scrutinizer's Report shall also be placed on the website of the Company and submitted to the Stock Exchanges.

By order of the Board
 For **Hanung Toys and Textiles Limited**

Place : Noida
 Date : August 13, 2016

Lalit Chawla
 Company Secretary



EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT 2013

ITEM 3

Mrs. Anju Bansal (DIN No. 00028508), a resident Indian National, joined as Promoter Women Non Executive Director of the Company on October 31st 2005. She is a Master in Arts from Punjab University and overlooks the production department of the Company for last 11 years.

In terms of Section 152 of the Companies Act, 2013, read with rules, at least 1/3rd of the Directors are liable to retire by rotation and Mrs. Anju Bansal (DIN No. 00028508) has held longest term as Director of the Company is liable to retire by rotation.

The Company has received a notice, confirmation and consent for the reappointment of Mrs. Anju Bansal (DIN No. 00028508) as Director of the Company.

A declaration to the effect that she meets the eligibility criteria has been received by the Company.

The Board of Directors is of the opinion that her vast knowledge and experience will be of great value to the Company and hence recommends the resolution for your approval.

The Board of Directors thus hereby proposes the reappointment of Mrs. Anju Bansal (DIN No. 00028508) as Director of the Company.

Additional information on Directors seeking appointment/ re-appointment as required under Regulation 36 (3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015:-

Profile of Directors getting re-appointed

Mrs. Anju Bansal

A. A brief Resume of the Director

Mrs. Anju Bansal is a Master of Arts from Punjab University

B. Nature of his expertise in specific functional areas:

She has experience of overlooking the production activities of the Company for last 11 years.

C. Disclosure of relationships between Directors inter-se:

Mrs. Anju Bansal is wife of Mr. Ashok Kumar Bansal, Chairman and Managing Director of the Company.

D. Name of Listed entities (other than Hanung) in which Mrs. Anju Bansal also holds the Directorship and the Membership/Chairmanship of Committees of the Board:

Nil.

E. Shareholding in the Company:

Nil

ITEM 4

Mr. Mukesh Kumar (DIN No. 01231118), a resident Indian National, joined as Non Executive Non Independent Director of the Company on August 13th 2016. He is a Commerce Graduate from Rohtak University and is a Qualified Company Secretary with over 10 years of experience in Corporate Advisory and related services.

In terms of Section 160 of the Companies Act, 2013, read with rules, his term as the Director of the Company term ends at the ensuing Annual General Meeting and consent for his reappointment and a proposal for his reappointment as Non Executive Non Independent Director has been received from one of the shareholder.

A declaration to the effect that he meets the eligibility criteria has been received by the Company.

The Board of Directors is of the opinion that his vast knowledge and experience will be of great value to the Company and hence recommends the resolution for your approval.

The Board of Directors thus hereby proposes the reappointment of Mr. Mukesh Kumar (DIN No. 01231118) as Director of the Company.

Additional information on Directors seeking appointment/ re-appointment as required under Regulation 36 (3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015:-

Profile of Director Being Appointed

Mr. Mukesh Kumar

A. A brief Resume of the Director

Mr. Mukesh Kumar is a Commerce Graduate from Rohtak University and a Qualified Company Secretary.

B. Nature of his expertise in specific functional areas:

He has experience over 10 years in corporate advisory related service.

C. Disclosure of relationships between Directors inter-se:

Nil

D. Name of Listed entities (other than Hanung) in which Mr. Mukesh Kumar also holds the Directorship and the Membership/Chairmanship of Committees of the Board:

Nil.

E. Shareholding in the Company:

Nil.

**ITEM 5**

In accordance with the provisions of Section 148 of the Companies Act, 2013 (the Act) and the Companies (Audit and Auditors) Rules, 2014 (the Rules), the Company is required to appoint a Cost Auditor to audit the cost records of Company, relating to manufacture of stuffed toys & home furnishings.

On the recommendation of the Audit Committee, the Board had approved the re-appointment of M/s Chandra Sharma & Co. as Cost Auditor of the Company, to carry audit of the Company's Cost Records relating to manufacture of stuffed toys and home furnishings on the remuneration as fixed by the Board of Directors in consultation with Audit Committee and Auditors.

The appointment and the remuneration of the Cost Auditor is required to be ratified by the members in accordance with the provisions of Section 148(3) of the Companies Act, 2013, read with rules.

The Directors recommend the resolution to the members for their approval.

None of the Directors, key managerial personnel or their relatives are interested in this resolution.

ITEM 6

The member of the Company had approved the issue and allotment of 42,44,000 equity shares to M/s Praneet Softech Private Limited, a promoter group company vide their resolution passed through postal ballot on 23rd July, 2014. The said allotment was proposed to be made at a price of Rs.22.62/- per equity shares. The Board had made the allotment of 42,44,000 equity shares to Praneet Softech Private Limited on 5th August, 2014.

In the postal ballot notice and explanatory statement to the said notice, the Company had made all the disclosures as required under Regulation 73 of Chapter VII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2011 ("SEBI ICDR Regulations") except for the name of the natural person who is ultimate beneficial owner of the proposed allottee as required under Regulation 73(1)(e) of the SEBI ICDR Regulations which was missed due to oversight. In terms of the disclosure required under Regulation 73(1)(e), the disclosure is as under:

Mr. Ashok Kumar Bansal & Mrs. Anju Bansal are the ultimate beneficial owners of M/s Praneet Softech Private Limited and belong to the Promoter Group of the Company.

The consent of the members is sought through special resolution pursuant to the Chapter VII of the SEBI ICDR Regulations.

None of the Directors or Key Managerial Personnel except Mr. Ashok Kumar Bansal and Mrs Anju Bansal being the ultimate beneficial owners of M/s Praneet Softech Private Limited and belonging to the Promoter Group of the Company are interested in the said resolution.

By order of the Board
For **Hanung Toys and Textiles Limited**

Place : Noida
Date : August 13th, 2016

Lalit Chawla
Company Secretary

**HANUNG TOYS AND TEXTILES LIMITED****CIN : L74999DL1990PLC 041722****Registered Office :** E-93, 2nd Floor, Greater Kailash Enclave-I, New Delhi-110048

Tel: 91-120-2567501; Fax : 91-120-3042099

E-mail: investor@hanung.com; **Website :** www.hanung.com**Form No. MGT-11****PROXY FORM****[Pursuant to section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]****TWENTY-SIXTH ANNUAL GENERAL MEETING 2015-16**

Name of the Member(s)	
Registered Address	
Folio No. / DP ID and Client ID	

I / we being the Member(s) holding shares of Hanung Toys & Textiles Limited, hereby appoint:

1	Name:-	Address:-
	Email Id:-	Signatures: Or failing him
2	Name:-	Address:-
	Email Id	Signatures

as my / our proxy to attend and vote (on a poll) for me/ us and on my / our behalf at the 26th Annual General Meeting of the Company scheduled to be held on Tuesday, September 20th, 2016 at 11.00 A.M at Air Force Auditorium, Subroto Park, New Delhi-110010, India and at an adjournment thereof, in respect of such resolutions are indicated below:

Summary of business to be transacted at the Annual General Meeting

Ordinary Business				
Item No.	Resolution(for details refer to the notice of the 26th Annual General Meeting dated 20th September, 2016)	Vote*		
		For	Against	Abstain
1	Adoption of the Financial Statements of the Company for the Financial year ended 31 st March, 2016, and the reports of the Board of Directors and Auditors thereon			
2	Ratification of the appointment of M/S Ravinder Sharma & Associates Chartered Accountants as Statutory Auditors of the Company to hold office till the conclusion of next Annual General Meeting			
3	Reappointment of Mrs. Anju Bansal, who is liable to retire by rotation, as Non Executive Director of the Company.			



Special Business				
4	Appointment of Mr. Mukesh Kumar, as Director, who retires, and being eligible offers himself for reappointment			
5	To Appoint M/s Chandra Sharma & Co Cost Accountants, as Cost Auditors of the Company for the financial year 2016-17.			
6	To update the disclosures stated in the Special Resolution passed vide Postal Ballot dated 26.07.2014 for Preferential Allotment.			

Signed this.....day of....., 2016

Folio No. / DP ID and Client ID:.....

Signature of Member:.....

Signature of Proxy holder:.....

Please affix
Revenue
Stamp of
Proper value

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.
- A proxy need not be a member of the Company
- A person can act as a proxy on behalf of members not exceeding fifty(50) and holding an aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other shareholder.
- It is optional to indicate your preference by placing a tick (✓) mark at the appropriate box. If you leave the 'FOR', 'AGAINST' or 'ABSTAIN' column blank against any or all the resolution, your proxy will be entitled to vote in the manner as he/she may deem appropriate.

**HANUNG**

Annual Report 2015-16

HANUNG TOYS AND TEXTILES LIMITED**CIN : L74999DL1990PLC 041722****Registered Office :** E-93, 2nd Floor, Greater Kailash Enclave-I, New Delhi-110048**Tel:** 91-120-2567501; **Fax :** 91-120-3042099**E-mail:** investor@hanung.com; hanungcorp@gmail.com **Website :** www.hanung.com**ATTENDANCE SLIP**

Sr. No.

Registered Folio No./DP ID & Client ID	
Name and address of the Member(s)	
Joint Holder 1	
Joint Holder 2	
No. of Shares	

I / we record my / our presence at the "TWENTY- SIXTH ANNUAL GENERAL MEETING" of the Company to be held on Tuesday, September 20th, 2016 at 11.00 A.M at Air Force Auditorium , Subroto Park, New Delhi-110010, India.

.....
Member's / Proxy's name in Block Letters.....
Member's /Proxy's Signature

Note: Please fill the name and DP Id/ Folio No. and sign this Attendance Slip and deposit the same with the Company officials at the venue of the Meeting.

ELECTRONIC VOTING PARTICULARS**EVEN****(Electronic voting event Number)****User ID****Password****Notes:**

1. Please read the instructions printed under the notes to the Notice of the 26th Annual General Meeting to be held on Tuesday, September 20th, 2016 at 11.30 A.M.
2. The remote E-Voting period starts from 9.00 A.M on 16th September, 2016 and ends on 19th September, 2016 at 5.00 P.M. The voting module shall be disabled by 5.00 P.M on 19th September, 2016 for voting thereafter.

