

HANUNG TOYS & TEXTILES LTD.

Manufacturers & Exporters of Stuffed Toys & Home Furnishings

Govt. Recognised Export House

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

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

Fax : 91-120-3042099, 4140270

E-mail : hanung@vsnl.com Web : www.hanung.com

Ref: HTTL/AKG/LETTERS/

Oct. 4th, 2011

To,

National Stock Exchange of India Ltd.
Exchange Plaza, Bandra-Kurla Complex,
Bandra (E), Mumbai-400 051

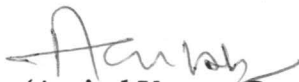
Sub: Hanung Toys and Textiles Ltd – Minutes of A.G.M
(Company Symbol # "HANUNG")

Dear Sir,

As required by Listing Agreement, please find attached certified copy of minutes of 21st Annual General Meeting of the Company held on September 24th, 2011 at 4:00 p.m. at Airforce Auditorium, Subroto Park, New Delhi – 110010.

Thanking You,

Yours faithfully,
For Hanung Toys and Textiles Limited


(Arvind Kumar Gupta)
Company Secretary

MINUTES OF THE PROCEEDINGS OF THE 21st ANNUAL GENERAL MEETING OF THE MEMBERS OF HANUNG TOYS AND TEXTILES LTD. HELD ON SATURDAY, 24TH SEPTEMBER 2011 AT 04.00 P.M. AT AIR FORCE AUDITORIUM, SUBROTO PARK, NEW DELHI - 110010

The following were present:

Mr. Ashok Kumar Bansal	(Chairman-cum-Managing Director)
Mrs. Anju Bansal	(Whole-Time Director)
Mr. R.K. Pandey	(Director)
Mr. Chander Shekher Batra	(Director)
Mr. Arvind Kumar Gupta	(Company Secretary)
Mr. Hans Jain, Partner M/s. Rohtas & Hans Chartered Accountant	(Statutory Auditors)

CHAIRMAN

In accordance with Article No. 129 of the Articles of Association, Mr. Ashok Kumar Bansal, Chairman of the Company, took the Chair.

The Chairman welcomed the Members and introduced the Directors seated on the dais.

The Company Secretary declared that the requisite Quorum was present and called the Meeting to order.

The Register of Director's shareholdings was placed at the Meeting and was available for inspection.

With the consent of the Members present, the Notice convening the Annual General Meeting of the Company was taken as read. The Chairman requested the Company Secretary to read the Auditors' Report.

After reading the Auditors' Report, the Chairman delivered his speech.

The business of the Meeting as per the Notice thereof was thereafter taken up item wise.

1. ADOPTION OF ACCOUNTS

Proposed by : Mr. Ajay Khurana
Seconded by : Mr. Rakesh Kumar

The Chairman requested Mr. Arvind Kumar Gupta, Company Secretary to read the Ordinary Resolution for the adoption of the Accounts for the year ended 31st March, 2011 and Arvind Kumar Gupta, Company Secretary read out the Ordinary Resolution as follows:

"RESOLVED that the audited Balance Sheet of the Company as at 31st March, 2011 and the Profit and Loss Account of the Company for the financial year ended on that date, together with the Schedules and Notes attached thereto, along with the Reports thereon of the Directors and the Auditors, as circulated to the Members and laid before the Meeting, be and are hereby approved and adopted."

After the above Resolution was proposed by Mr. Ajay Khurana and seconded by Mr. Rakesh Kumar, but before it was put to vote, the Chairman invited Members (other than those



present by Proxy) to make observations and comments, if any, on the Report and Accounts, as well as on the resolution set out in the Notice convening the Meeting.

Some Members made their observations and comments and raised queries on the Annual Report and Accounts and other items set out in the Notice and the Chairman answered their queries.

Before putting the Resolution to vote, the Chairman reminded the members that Proxies were not eligible to vote on a show of hands. Thereafter the Chairman put to vote the resolution for the adoption of the Accounts and the Reports thereon as an Ordinary Resolution."

On a show of hands, the Chairman declared the aforesaid Ordinary Resolution carried unanimously.

2. RE-APPOINTMENT OF DIRECTOR

Proposed by : Mr. Vimal Kumar
Seconded by : Mr. Gagan Kumar

The following resolution having been proposed and seconded by the aforementioned two Members was put to vote as an Ordinary Resolution:

"RESOLVED that, pursuant to Section 256 of the Companies Act, 1956, Mr. R.K. Pandey, who retires by rotation and, being eligible for re-appointment, offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company and that his period of office be liable to determination by retirement of Directors by rotation."

On a show of hands, the Chairman declared the aforesaid Ordinary Resolution carried unanimously.

3. RE-APPOINTMENT OF DIRECTOR

Proposed by : Mr. Bhutani
Seconded by : Mr. Jay Kumar Sharma

The following resolution having been proposed and seconded by the aforementioned two Members, was put to vote as an Ordinary Resolution:

"RESOLVED that, pursuant to Section 256 of the Companies Act, 1956, Mr. Col. S.K. Jain, who retires by rotation and, being eligible for re-appointment, offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company and that his period of office be liable to determination by retirement of Directors by rotation."

On a show of hands, the Chairman declared the aforesaid Ordinary Resolution carried unanimously.

4. TO DECLARE DIVIDEND ON EQUITY SHARES

Proposed by : Mr. K.K. Jha
Seconded by : Mr. N.S. Chauhan

The following resolution having been proposed and seconded by the aforementioned two Members was put to vote as an Ordinary Resolution:

"Resolved that in terms of the recommendation of the Board of Directors of the Company, the approval of the members of the Company be and is hereby accorded for payment of dividend @20% (Rs.2.00 per share) on the fully paid-up Equity Share of Rs.10/- each of the Company for the Financial year 2010-11 and the same be paid to all the members holding shares in physical form, whose names appear in the Register of Members on 19th Sep., 2011



and in case of the shares held in the electronic mode to those members whose names appear in the records of the Depository Participants as on 20th Sep, 2011".

On a show of hands, the Chairman declared the aforesaid Ordinary Resolution carried unanimously

5. RE-APPOINTMENT OF STATUTORY AUDITORS

Proposed by : Mr. Chetan Chadha
Seconded by : Mr. Shiv Kumar Yadav

The following resolution having been proposed and seconded by the aforementioned two Members, was put to vote as an Ordinary Resolution:

"RESOLVED that M/s. ROHTAS & HANS, Chartered Accountants, A-15, Priyadarshni Vihar, Delhi - 110092, be and are hereby re-appointed as Statutory Auditors of the Company to hold office from the conclusion of this Meeting until the conclusion of the next Annual General Meeting of the Company on a remuneration as decided by the Board of Directors"

On a show of hands, the Chairman declared the aforesaid Ordinary Resolution carried unanimously.

6. VOTE OF THANKS

The Meeting concluded with a vote of thanks to the Chair.


(Ashok Kumar Bansal)
Chairman-cum-Managing Director