



ATLAS CYCLES
SONEPAT

ATLAS CYCLES (HARYANA) LIMITED

Registered Office : Industrial Area, Atlas Road, Sonapat-131 001, (Haryana) India.

Corporate Identity Number L35923HR1950PLC001614

Date: 2nd September, 2017

The Manager, Capital Market (Listing)
National Stock Exchange of India Ltd.
Exchange Plaza,
Bandra-Kurla Complex
Bandra (E)
MUMBAI – 400051
FAX NO. 022-26598237/38

The Manager (Listing)
Bombay Stock Exchange Ltd.
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
MUMBAI – 400001
FAX NO. 022-22721919/2037/2039/
2041/2061

Sub: Notice of 66th Annual General Meeting and intimation of book closure period along with record date.

Dear Sir,

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith Notice of the 66th Annual General Meeting of the Company scheduled to be held on **Thursday, 28th September, 2017 at 4.00 P.M.** at the Registered office of the Company at Industrial Area, Atlas Road, Sonapat - 131001, Haryana.

Further, this is to inform you that pursuant to Section 91 of Companies Act, 2013 read with Rule 10 of Companies (Management and Administration) Rules, 2014 and Regulation 42 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Register of Members and Share Transfer Books of the Company shall remain closed from Friday, 22nd September 2017 to Thursday, 28th September 2017 (both days inclusive.) for 66th Annual General Meeting.

Further this is to inform you that for this purpose, cut-off date (Record date) is Thursday, 21st September, 2017.

Kindly take note of all aforesaid information in your records and oblige us.

Thanking you,

Yours faithfully,
For **ATLAS CYCLES (HARYANA) LIMITED**

(LALIT LOHIA)
COMPANY SECRETARY

Enclosed:- 1. Notice of 66th Annual General Meeting.

CC:- 1. National Securities Depository Limited.
2. Central Depository Services (India) Limited.
3. Mas Services Limited.

Website : www.atlasbicycles.com; E-mail : companysecretary@atlascycles.co.in

LEADING PRODUCERS & EXPORTERS OF QUALITY BICYCLES

ATLAS CYCLES (HARYANA) LTD.

CIN:L35923HR1950PLC001614

Regd. Office : Industrial Area, Atlas Road, Sonapat - 131 001, Haryana (India)
E-mail : companysecretary@atlascycles.co.in, Website : www.atlasbicycles.com

NOTICE

TO THE SHAREHOLDERS/MEMBERS

Notice is hereby given that the 66th Annual General Meeting of the members of M/s Atlas Cycles (Haryana) Limited will be held at the Registered Office of the Company at Industrial Area, Atlas Road, Sonapat 131001, Haryana on Thursday, 28th September, 2017 at 4.00 P.M. (I.S.T.) to transact the following business(es):-

ORDINARY BUSINESS

1. To consider and adopt Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended 31st March, 2017 and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Hira Lal Bhatia (DIN: 00159258), who retires by rotation and being eligible, offers himself for re-appointment.
3. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder (including any statutory modification(s) or re-enactments thereof for the time being in force) and pursuant to the recommendations of the Audit Committee and the Board of Directors of the Company, M/s Dinesh Nangru & Co., Chartered Accountants registered with the Institute of Chartered Accountants of India (ICAI) vide Firm Registration number 015003N, be and are hereby appointed as Statutory Auditors of the Company (in place of M/s Mehra Khanna & Co., Chartered Accountants, the retiring Auditors) for a term of five years commencing from the financial year ending 31st March, 2018 to hold office from the conclusion of the 66th Annual General Meeting of the Company till the conclusion of the 71st Annual General Meeting (subject to ratification of their appointment by the Members at every intervening Annual General Meeting held after this Annual General Meeting) on such remuneration plus GST, out-of-pocket expenses, as may be mutually agreed upon by the Board of Directors and the Statutory Auditors;

RESOLVED FURTHER THAT the Board of Directors of the Company (which expression shall also include a Committee there of) be authorised to take such steps as may be necessary including the delegation of all or any of its powers herein conferred to any Director(s), the Company Secretary or any other officer(s) of the Company for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution”

SPECIAL BUSINESS

Item no. 4 - Sub-Division of 1 Equity Share of Face Value of ₹ 10/- each into 2 Equity Shares of ₹ 5/- each.

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

“RESOLVED THAT pursuant to the provisions of Section 61 (1) (d), 64 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Regulation 29 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and the provisions of the Memorandum and Articles of Association of the Company and subject to such approvals, consents, permissions and sanctions as may be necessary from the concerned statutory authorities or bodies, each Equity Share of the Company having a face value of ₹ 10/- each fully paid up be sub-divided into 2 (Two) Equity Shares having a face value of ₹ 5/- each fully paid up;

RESOLVED FURTHER THAT on sub-division, 2 (two) Equity Shares of face value of ₹ 5/- each be allotted in lieu of existing 1 (one) Equity Share of ₹ 10/- each subject to the terms of the Memorandum and Articles of Association of the Company and shall rank pari passu in all respects with the existing fully paid Equity Shares of ₹ 10/- each of the Company and shall be entitled to participate in full dividends to be declared after the sub-divided Equity Shares are allotted;

RESOLVED FURTHER THAT upon the sub-division of the Equity Shares as aforesaid, the existing Share Certificate(s) in relation to the existing Equity Shares of the face value of ₹ 10/- each held in physical form shall be deemed to have been automatically cancelled and be of no effect on and from the Record Date to be decided by the Board of Directors and each physical shareholder shall surrender their existing issued Share Certificate(s) to M/s Mas Services Limited, the Registrar & Transfer Agent (RTA) of the Company at its registered address and the RTA shall issue and dispatch the new Share Certificate(s) of the Company, in lieu of such existing issued Share Certificate(s) subject to the provisions of the Companies (Share Capital and Debentures) Rules, 2014 and in the case of the Equity Shares held in the dematerialized form, the number of sub-divided Equity Shares be credited to the respective beneficiary accounts of the Shareholders with the Depository Participants, in lieu of the existing credits representing the Equity Shares of the Company before sub-division;

RESOLVED FURTHER THAT the Board of Directors of the Company (which expression shall also include a Committee thereof) be authorised to take such steps as may be necessary including the delegation of all or any of its powers herein conferred to any Director(s), the Company Secretary or any other officer(s) of the Company for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution”

Item no. 5 – To amend and Adopt New Articles of Association of the Company

To consider adoption of new Articles of Association of the Company and if thought fit, to pass with or without modification, the following resolution as **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 5,14 and all other applicable provisions of the Companies Act, 2013 read with rules made thereunder (including any statutory modification (s) or re-enactment thereof, for the time being in force) and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the consent of the members of the company be and is hereby accorded to alter the existing articles of association of the Company and the new set of Articles of Association of the company be and are hereby approved and adopted in substitution and to the entire exclusion of the regulations contained in the existing Articles of Association of the Company;

RESOLVED FURTHER THAT the Board of Directors of the Company (which expression shall also include a Committee thereof) be authorised to take such steps as may be necessary including the delegation of all or any of its powers herein conferred to any Director(s), the Company Secretary or any other officer(s) of the Company for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution”

Item no. 6 – Alteration of the Capital Clause of Memorandum of Association

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

“**RESOLVED THAT** pursuant to the provisions of Sections 13 and 61 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to such other approval(s) from the concerned statutory Authority(ies), Clause V of the Memorandum of Association of the Company be and is hereby substituted by the following clause:-

V. The Authorized Share Capital of the Company is ₹ 10,00,00,000/- (Rupees Ten Crore only) divided into 30000 shares of ₹ 100 each and 1,94,00,000 Equity Shares of ₹ 5/- each.

RESOLVED FURTHER THAT the Board of Directors of the Company (which expression shall also include a Committee thereof) be authorised to take such steps as may be necessary including the delegation of all or any of its powers herein conferred to any Director(s), the Company Secretary or any other officer(s) of the Company for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution”

Item no. 7 – Appointment of Ms. Sadhna Syal (DIN:07837529) as an Independent Director

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

“**RESOLVED THAT** pursuant to the provisions of Section 152, 161 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Ms. Sadhna Syal (DIN: 07837529), who was appointed as an Additional Director of the Company w.e.f. 02.06.2017 and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company;

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as may be in force from time to time, Ms. Sadhna Syal (DIN: 07837529), Director of the Company be and is hereby appointed as an Independent Director of the Company to hold office for a term of five consecutive years with effect from 28th September 2017 and that she shall not be liable to retire by rotation;

RESOLVED FURTHER THAT the Board of Directors of the Company (which expression shall also include a Committee thereof) be authorised to take such steps as may be necessary including the delegation of all or any of its powers herein conferred to any Director(s), the Company Secretary or any other officer(s) of the Company for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution”

Item no. 8: Increment in remuneration of Mr. Ishwar Das Chugh, Whole Time Director of the Company

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

“**RESOLVED THAT** pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board and subject to the provisions of Section 196, 197, 198 and 203 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (Including any statutory amendment or re-enactment thereof for the time being in force) and as per Articles of Association of the Company subject to such other approvals, as may be necessary, approval of the members of the Company be and is hereby accorded to increase the remuneration of Mr. I.D. Chugh, Whole Time Director of the company upon terms and conditions as detailed in the explanatory statement attached hereto;

RESOLVED FURTHER THAT the Board of Directors of the Company (which expression shall also include a Committee thereof) be authorised to take such steps as may be necessary including the delegation of all or any of its powers herein conferred to any Director(s), the Company Secretary or any other officer(s) of the Company for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally

to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution”

**By order of the Board of Directors
For ATLAS CYCLES (HARYANA) LTD.**

**Sd/-
(LALIT LOHIA)**

Place: New Delhi

Date : 4th August 2017

**Company Secretary
& Compliance officer**

NOTES:-

1. In accordance with the secretarial standard-2, proxy holders shall be required to prove their identity before entering the venue of the meeting. Proxy holders and/or shareholder are requested to carry with them government issued photo identity card such as PAN Card, Voter Id Card, Aadhar Card, Driving License, etc. without which they may not be permitted entry.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (“MEETING”) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** A person can act as proxy on behalf of member(s) not exceeding fifty (50) and holding in the aggregate not more than ten percent (10%) of the total share capital of the Company carrying voting rights. A member holding more than ten percent (10%) of the total share capital of the Company may appoint a single person as proxy and such person shall not act as proxy for any other person or member.
3. The instrument appointing the proxy (enclosed hereto), in order to be effective, must be deposited (duly completed, stamped and signed) at the registered office of the Company not less than forty-eight (48) hours before the commencement of the meeting. Proxies submitted on behalf of the companies, societies etc, must be supported by an appropriate resolution/ authority letter as applicable.
4. Member(s)/Proxies/Authorized Representatives are requested to bring the enclosed attendance slip duly filled in and signed for attending the meeting. Member(s) who hold equity shares in electronic mode are requested to write the Client ID and DP ID number and those who hold equity shares in physical mode are requested to write their folio number in the attendance slip.
5. Corporate Members intending to send their authorized representative(s) to attend the meeting are requested to send a certified copy of the board resolution authorizing their representative to attend and vote on their behalf at the meeting atleast 48 hours before the meeting. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to ajaykumarca2006@gmail.com with a copy marked to evoting@nsdl.co.in and companysecretary@atlascycles.co.in.
6. Pursuant to Section 72 of the Companies Act, 2013, member(s) of the Company may nominate a person in whom the shares held by him/them shall vest in the event of his/ their unfortunate death. Member(s) holding shares in physical form may file nomination in the prescribed Form SH-13 with the Company's RTA. In respect of shares held in dematerialized form, the nomination form may be filed with the respective Depository Participant.
7. In case of joint holders, only such joint holder who is named first in the order of names will be entitled to vote.
8. Explanatory Statement as required under Section 102 of the Companies Act, 2013, in respect of special business is annexed hereto.
9. The company has given a public notice and has also notified Stock Exchange that the Register of Members and Share Transfer Books of the Company shall remain closed from Friday, 22nd September 2017 to Thursday, 28th September 2017 (both days inclusive.)
10. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Member(s) holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/RTA.
11. The voting rights of member(s) shall be in proportion to their shares in the paid up equity share capital of the Company as on the cut-off date i.e. Thursday 21st September 2017. A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date i.e. Thursday 21st September 2017 only shall be entitled to avail the facility of remote e-voting / Poll.
12. **Member(s) who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communication including Annual Report, Notices etc. from the Company electronically. Members may send a scanned copy of duly signed request letter to companysecretary@atlascycles.co.in.**
13. Notice of the Meeting and the Annual Report for F.Y. 2016-17 of the Company is being sent by electronic mode to those member(s) whose e-mail IDs are registered with the Company/ Depository Participant(s) unless any member has requested for physical copy of the same. For member(s) who have not registered their e-mail IDs, physical copy of the Notice of the Meeting and the Annual Report for F.Y. 2016-17 are being sent in the permitted mode. Members who have specified any particular mode of delivery of Annual Report are sent Annual Report in their specified mode.
14. Member(s) may also note that the Notice of the Meeting and the Annual Report for F.Y. 2016-17 will also be available on the Company's website www.atlasbicycles.com for their download. Members may also note that Annual Reports of 3 wholly owned subsidiary companies of the Company viz. Atlas Cycles Sonepat Limited, Atlas Cycles (Sahibabad) Limited and Atlas Cycles (Malanpur) Limited are also available for download on the website of the Company www.atlasbicycles.com.
15. Members may get any change in their address/ their mandates registered with the Company before 21st September 2017.
16. As per Section 124 of the Companies Act, 2013, dividends remaining unclaimed for a period of 7 years from the date it became due for payment, shall be transferred by the Company to the Fund established by the Central Government and no claim thereof shall lie against the Fund of the Company on the expiry of the said period of seven years. Members who have not encashed their dividend warrants for the year ended 31.03.2010 onwards are requested to send unpaid dividend warrants to the Registered Office of the Company for payment in lieu thereof.
17. In terms of notification issued by Securities and Exchange Board of India, the company's shares are being traded compulsory in demat form.

18. As an austerity measure, copies of the Annual Report will not be distributed at the Annual General Meeting. Members are requested to bring with them their copies of the Annual Report at the meeting.

19. Member may note that No gifts, gift coupons, or cash in lieu of gifts shall be distributed to Members at or in connection with the Meeting.

20. Route Map of Venue of 66th AGM is mentioned at the back of Attendance Slip.

21. In Compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014, the Company is pleased to offer e-Voting facility as an alternative mode of voting which will enable the Members to cast their votes electronically. Necessary arrangements have been made by the Company with National Securities Depository Limited (NSDL) to facilitate e-voting. E-voting is optional and members shall have the option to vote either through e-voting or in person at the general meeting. Although the Members who have already cast their vote by remote e-voting prior to the meeting, may attend the meeting, but they shall not be entitled to cast their vote again.

The e-voting period begins at 9:00 A.M. on Monday, 25th September, 2017 and ends at 5:00 P.M. on Wednesday, 27th September 2017. After the expiry of said period, the facility shall forthwith be blocked.

The procedure and instructions for e-voting as given in the Notice of the 66th Annual General Meeting are as follows:

I. In case of Members receiving e-mail from NSDL (For those members whose e-mail addresses are registered with Company/Depositories):

- a. Open e-mail and open PDF file viz.”ACL-remote e-Voting.pdf” with your client ID or Folio No. as password containing your user ID and password for remote e-voting. Please note that the password is an initial password.
- b. Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>.
- c. Click on Shareholder-Login.
- d. Put user ID and password as initial password noted in step (i) above. Click Login.
- e. Password change menu appears. Change the password with new password of your choice with minimum 8 digits/ characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- f. Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
- g. Select “EVEN” of “**Atlas Cycles (Haryana) Limited**”.
- h. Now you are ready for remote e-voting as Cast Vote page opens.
- i. Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
- j. Upon confirmation, the message “Vote cast successfully” will be displayed.
- k. Once you have voted on the resolution, you will not be allowed to modify your vote.

II. **In case of Members receiving Physical copy of Notice of 66th Annual General Meeting (for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy)**

- a. Initial password is provided in the box overleaf.
- b. Please follow all steps from Sl. No. (b) to Sl. No. (k) above, to cast vote.

- A. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
- B. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- C. 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).
- D. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 21st September, 2017.
- E. Any person, who acquires shares and becomes member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 21st September, 2017, may also obtain the login ID and password by sending a request at evoting@nsdl.co.in and info@masserv.com, RTA, MAS Services Limited.

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details / Password” option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.

- F. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- G. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- H. Mr. Ajay Rai, Chartered Accountant (Membership No. 509448), Partner, M/s Ajay Rai & Co., Chartered Accountants having address 21/18-B, Tilak Nagar, New Delhi-110018 has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- I. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of “Ballot Paper” for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- J. The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than 24 hours of the conclusion of the AGM, a consolidated scrutinizer’s

report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

- K. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.atlascycles.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing and communicated to the BSE Limited and National Stock Exchange of India Limited.

22. The relevant details of Director(s) proposed to be appointed / reappointed, as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are provided below.

Pursuant to Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and Clause 1.2.5 of Secretarial Standards-2 on General Meetings issued by Institute of Company Secretaries of India (ICSI), the information about the Directors seeking appointment/re-appointment in the 66th Annual General Meeting are:

At the 66th Annual General Meeting, Mr. Hira Lal Bhatia (DIN: 00159258), Non-executive Director, is liable to retire by rotation and being eligible offer himself for re-appointment and Ms. Sadhna Syal, who was appointed as Additional Director on

02.06.2017 shall be appointed as Independent Director for a consecutive term of 5 years in accordance with item 7 of this notice. Brief resume and other information of Mr. Hiral Lal Bhatia and Ms. Sadhna Syal are mentioned in table shown below next point (point no. 23) of this notice.

23. All document referred to in the accompanying Notice and the Explanatory statement shall be open for inspection at the registered office of the companies during normal business hours (9:30 am to 5:00 pm) on all working days except Saturdays, up to and including the date of the Annual General Meeting of the company.

IMPORTANT COMMUNICATION TO MEMBERS

The ministry of corporate Affairs has taken a "Green Initiative" in the Corporate Governance by allowing paperless Compliances by the companies and has issued circular stating that services of notice/documents including Annual Report can be sent by email to its members. To support this green initiative of the Government in full measure, **members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses, in respect of electronic holdings with the Depository Participants and also register their e-mail ID at our Registrar and share Transfer Agents viz." M/s Mas Services Limited" at the website www.masserv.com**, in case you have not already registered the same. Please also confirm by sending an email at companysecretary@atlascycles.co.in.

Name of Director	Mr. Hira Lal Bhatia (DIN: 00159258)	Ms. Sadhna Syal (DIN: 07837529)
Date of Birth	15 th March, 1943	17 th September, 1957
Relationship with other Directors inter-se	None	None
Date of appointment	31 st July, 1979	2 nd June, 2017
Expertise in specific functional area	Cloth Merchant for over Forty Five years experience	Educational Trainer
Qualification	B.A.	B.A., B.ED in English Literature and Diploma in Journalism
No. of equity shares held in the company	Nil	Nil
List of Public Companies (other than Atlas Cycles (Haryana) Limited) in which directorship held as on 31 st March, 2017	Atlas Cycles Sonapat Limited Atlas Cycles (Sahibabad) Limited Atlas Cycles (Malanpur) Limited	Nil
Chairman/ Member of the Committees of the Board of Public Companies in which he is a director as on 31 st March, 2017	Atlas Cycles (Haryana) Limited:- Member in following Committees: - Audit Committee - Nomination & Remuneration Committee Chairman in following Committees: - Stakeholders Relationship Committee	Nil

By order of the Board of Directors
For ATLAS CYCLES (HARYANA) LTD.

Sd/-
(LALIT LOHIA)
Company Secretary
& Compliance officer

Place: New Delhi
Date : 4th August 2017

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

ITEM NO. 4 & 6

The Equity Shares of your Company are listed and actively traded on the BSE Limited and National Stock Exchange of India Limited. With a view to reduce volatility and enhance the investor base of the company by encouraging the participation of the small and retail investors and also to increase the liquidity of the equity shares of the Company, the Board of Directors at its meeting held on 4th August, 2017 has approved to sub-divide the nominal value of the equity share of the Company from ₹ 10/- per share to ₹ 5/- per share, subject to approval of members and other statutory and regulatory approvals, as applicable.

Accordingly, each paid up equity share of nominal value ₹ 10/- (rupees ten only) each fully paid up of the Company, existing on the record date as may be fixed by the Board of Directors, shall stand sub divided into 2 (two) equity shares of Nominal Value of ₹ 5/- (rupees five only) each fully paid up.

The record date for the aforesaid sub division of the equity shares will be fixed after the approval of the shareholders is obtained, pursuant to this Annual General Meeting.

Consequent upon the split of shares, the Authorized Share Capital of the Company of ₹ 10,00,00,000/- (rupees ten crores only) would comprise of 30,000 (thirty thousand only) Preference shares of ₹ 100/- (rupees hundred each) and 1,94,00,000 (one crore ninety four lacs only) Equity Shares of ₹ 5/- (rupee five only) each. Consequent upon the split of shares, the issued, subscribed and paid up capital of the Company is divided into 65,03,838 (sixty five lacs three thousand eight hundred thirty eight only) equity shares of ₹ 5/- each amounting to ₹ 3,25,19,190/- (rupees three crores twenty five lacs nineteen thousand one hundred ninety only).

Presently, the Authorised share Capital of your company is ₹ 10,00,00,000/- (Rupees Ten Crore) divided into 30,000 (thirty thousand only) Preference shares of ₹ 100/- (rupees hundred each) and 97,00,000 (ninety seven lacs only) Equity Shares of ₹ 10/- (Rupee Ten only) each.

The proposed sub division of equity shares of the Company from ₹ 10/- (rupees ten only) per equity share to ₹ 5/- (rupees five only) per equity share, requires alteration of Clause V of the Memorandum of Association of the Company. Accordingly, Clause V of the Memorandum of Association is proposed to be altered in the manner set out in Resolution at Item No. 6.

The Board recommends the item No. 4 (Ordinary Resolution) and Item No. 6 (Special Resolution) of the notice, for approval of the Members.

A copy of the Memorandum of Association of the Company along with the proposed amendments is available for inspection by the members at the registered office of the Company on all working days during the office hours of the Company till the conclusion of 66th Annual General Meeting and is also uploaded on the Company's website i.e www.atlasbicycles.com for perusal by the members.

No Directors/Key Managerial Personnel of the Company or their respective relatives are deemed to be concerned or interested in the Resolutions mentioned at Item No. 4 and 6 of the Notice except to the extent of shares held by them, if any, in the Company.

ITEM NO. 5

Several regulations of the existing Articles of Association of the Company require alteration / addition thereto in accordance with the provisions of the Companies Act, 2013 (the 'Act') and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Listing Regulations'). Given this position, it is considered expedient to replace the existing Articles of the Company by a new set of Articles of Association.

The new Articles of Association to be substituted in place of the existing Articles of Association is based on Table "F" of Schedule I of the Act, which sets out the model Articles of Association for the company limited by shares.

The proposed new draft Articles of Association is available for inspection by the members at the Registered Office of the Company during the

business hours, except on holidays and is also uploaded on the Company's website i.e. www.atlasbicycles.com for perusal by the members.

In terms of Section 14 of the Act, the consent of the members by way of special resolution is required for adoption of new Articles of Association. None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution, except to the extent of their shareholding. The Board of Directors, accordingly, recommend the resolution set out in Item No. 5 of this notice for your approval as special resolution.

ITEM NO. 7

The Board of Directors of the Company on the recommendation of the Remuneration and Nomination Committee, had appointed Ms. Sadhna Syal (DIN: 07837529) as an Additional Director on the Board of the Company w.e.f. 2nd June 2017.

Further, in terms of provisions of Sections 149 and 152 read with Schedule IV of the Companies Act, 2013 (herein after referred as 'the Act') and rules made thereunder, the Board of Directors of the Company at its meeting held on 4th August, 2017 has proposed to appoint (subject to the approval of the members at the 66th Annual General Meeting), Ms. Sadhna Syal (DIN: 07837529) as an Independent Director of the Company with in the meaning of Section 149(6) of the Companies Act, 2013 and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 for a term of 5 consecutive years commencing from 28th September 2017 and ending on 27th September, 2022.

The Company has also received a declaration from Ms. Sadhna Syal (DIN: 07837529) as specified under Section 149(6) and Schedule IV of the Companies Act, 2013. Considering her vast experience, her presence on the Board will be of immense value to the Company.

The Company has received a notice in writing from a member along with deposit of the requisite amount pursuant to Section 160 of the Act, proposing the candidature of Ms. Sadhna Syal for the office of Independent Director of the Company, to be appointed as such under the provisions of Section 149 of the Act.

A copy of the letter of appointment of Ms. Sadhna Syal as an Independent Director setting out the terms and conditions shall be placed at the meeting for inspection by the members and shall also be available for inspection at the registered office / corporate office of the Company during business hours.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, other than Ms. Sadhna Syal in any way, concerned or interested, financially or otherwise, in the said resolution.

ITEM NO. 8

You may kindly observe that Mr. Ishwar Das Chugh is serving the Company with integrity, diligence and honesty from past 39 years and has been re-appointed as Whole Time Director of the Company for a period of 5 years vide Annual General Meeting held on 30.09.2013 and re-approval at Extraordinary General Meeting held on 29.08.2016.

The Members may note that the based on the recommendations of the Nomination and Remuneration Committee and subject to approval of members by special resolution at 66th Annual General Meeting and such other statutory and regulatory approvals as may be required, the Board of Directors of the Company at their meeting held on 4th August 2017, approved increase of remuneration of Mr. I.D. Chugh, Whole Time Director of the Company under the provisions of section 196,197,198 and 203 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Schedule V and other applicable provisions, if any, of the Companies Act, 2013, by ₹ 57,500/- (Rupees Fifty Seven Thousand and Five Hundred only) per month. w.e.f. 1st August, 2017 on the following terms and conditions:-

1. PERIOD:- 1st August, 2017 to 30th March, 2018.

2. REMUNERATION:-

SALARY: Between ₹ 86,177/- and ₹ 1,20,000/- per month as may be

decided by the Board from time to time inclusive of D.A. and other allowance and payments, if any.

****SPECIAL ALLOWANCE:** ₹ 57,500/- (Fifty Seven Thousand and Five Hundred only)

COMMISSION:- At the rate of 0.5% of annual net profits of the Company computed in accordance with the provisions of the Companies Act, 2013 subject to the such limits as may be placed by the Board on the quantum of such commission from time to time whichever is less.

MEDICAL EXPENSES: Expenses incurred for self and family, as per Company's rules subject to such ceiling as may be decided by the Board from time to time but not exceeding, in any case, one month salary per year or three months salary in a periods of three years.

LEAVE TRAVEL CONCESSION:- For self and family once in a year in accordance with the rules of the Company.

PROVIDENT FUND: As per rules of the Company, but not exceeding 12.33% of the Salary.

SUPERANNUATION: As per rules of the Company provided, however, that Company's contribution to such fund shall not together with Company's contribution to provident fund exceed 25% of the Company.

GRATUITY: As per the payment of Gratuity Act, 1972.

TELEPHONE: Reimbursement of the actual expenses incurred on telephone at his residence for the business of the Company, personal long distance call charges will be borne by Mr. I.D. Chugh.

CAR: Expenses on use of car on Company's business will be reimbursed to Mr. I.D. Chugh, subject to ceiling to be decided by the Board from time to time.

CLUB FEES:- Annual Membership fee of Rotary Club, Ghaziabad.

MINIMUM REMUERATION:- In the case of absence or inadequacy of profits in any year, the minimum remuneration payable to Mr. I.D. Chugh,

shall be restricted as per Schedule V of the Companies Act, 2013 as amended.

OTHER CONDITIONS:-

- (i) Aforesaid terms and conditions may be altered and varied from time to time by the Board, as it may, as its discretion, deem fit as not to exceed the limits specified in Schedule V of the Companies Act, 2013 or any amendments made thereafter in that regard.
- (ii) Mr. I.D. Chugh's employment may be terminated by either party giving a notice.
- (iii) if at any time he ceases to be in the employment of the Company, for any reason whatsoever, he ceases to be a director of the Company.
- (iv) He shall not be entitled to any sitting fee for attending the meeting of the Board of Directors or Committees thereof.

NATURE OF DUTIES:

Mr. I.D. Chugh shall keep on devoting whole time attention to the affairs of the Company, he shall also perform such duties as may be assigned to him from time to time by the Board of Directors.

Mr. I.D. Chugh has been associated with the Company for over 39 years in various capacities from time to time. Currently he is the whole time director of the Company.

Mr. I.D. Chugh holds a Masters Degree in Business administration and has over fifty six years business and industrial experience.

**** All previous remuneration including terms and conditions of re-appointment remains unchanged since re-approval of re-appointment for a period of 5 years in Extra-Ordinary General Meeting held on 29.08.2016 except, increment in remuneration by way of addition of special allowance of ₹ 57,500/- per month w.e.f 01.08.2017.**

Your Directors recommend this special resolution for your approval.

None of the Directors, Key Managerial Personnel and their relatives are interested in the resolution being passed except Mr. Ishwar Das Chugh.

Information required under Section II, Part II of Schedule V of the Companies Act, 2013:

S No.	Particulars	Details
I.	General Information	
	Nature of Industry	Bicycle Industry
	Date or expected date of commencement of commercial production	The Company was incorporated on 31 st May 1950 and is into commercial production since then.
	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable
	Financial performance based on given indicators	The Company has earned profit after tax of ₹ 3.05 crores (approx) in F.Y. 2016-17 as against losses in 3 consecutive years from F.Y 2013-14 to 2015-16.
	Foreign investments or collaborations, if any	The Company has not entered into any material foreign collaboration and no direct capital investment has been made in the Company. Foreign investors, mainly comprising NRIs, FIIs and Foreign Nationals are investors in the Company on account of past issuances of securities/ secondary market purchases.
II.	Information about the appointee	
	Background details	Mr. Ishwar Das Chugh is M.B.A. by qualification and is associated with the Company since 1988. He has total experience of 39 years in serving the Company in the field of Marketing & Management and is presently serving the Company as Whole Time Director of the Company.
	Past remuneration	For period between 31.03.2013 to 30.03.2018, remuneration is between ₹ 86,177/- and ₹ 1,20,000/- per month as was decided by the Board of Directors and other terms and conditions were similar.
	Recognition or awards	Nil

S No.	Particulars	Details
	Job profile and his suitability	He is presently working as Whole Time Director of the Company, in which capacity he will devote whole time attention to the affairs of the Company. He has also performed in earlier years in the capacity of Whole Time Director of the Company and is suitable for this position.
	Remuneration proposed	Details provided above in explanatory Statement
	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	The remuneration is as per Section 197 & 198 of the Companies Act, 2013 read with Schedule V and is comparable to the remuneration of Whole Time Director levels of similar sized Bicycle Companies.
	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any	Being working as Whole Time Director of the Company, he is drawing salary against his professional services provided to the Company. Apart from that he has no relationship with any other managerial personnel of the Company.
III.	Other information	
	Reasons of loss or inadequate profits	Since past few years, Malanpur Manufacturing Unit of the Company was unable to perform well and it has been closed. Accordingly due to heavy losses in Malanpur Unit which has also negatively affected the Sonepat Unit of the Company, there is a loss or inadequate profits.
	Steps taken or proposed to be taken for improvement	The Company has allocated the territory serviced by the Malanpur Unit to the Sahibabad Unit of the Company and with the sale of assets of the Malanpur Unit, its creditors and other liabilities will be paid off to improve the financial position of the Company. Similarly, Sonepat Unit of the Company is also selling its assets to cover up financial hardships. The Company has earned profit after tax of ₹ 3.05 crores (approx) in F.Y. 2016-17
	Expected increase in productivity and profits in measurable terms	The aforesaid steps taken / to be taken by the Company are expected to improve the Company's performance and profitability in the future. The projections are provided below.
IV.	Disclosure	NA

Expected increase in productivity and profits in measurable terms :

Trunover

₹ in lacs

Year	Sahibabad unit	Sonepat unit	Malanpur unit	Total
2017-18	525.00	192.90	1.00	718.90
2018-19	560.00	209.10	0.75	769.85
	1085.00	402.00	1.75	1488.75

Profits

Year	Sahibabad unit	Sonepat unit	Malanpur unit	Total
2017-18	13.00	6.35	-4.00	15.35
2018-19	14.00	1.55	-3.00	12.55
	27.00	7.90	-7.00	27.90

By order of the Board of Directors
For ATLAS CYCLES (HARYANA) LTD.

Sd/-
(LALIT LOHIA)
Company Secretary
& Compliance officer

Place: New Delhi
Date : 4th August 2017

ATLAS CYCLES (HARYANA) LIMITED

CIN: L35923HR1950PLC001614

Regd. Office: Atlas Road, Industrial Area, Sonapat – 131001, (Haryana)

Tel: 091-130-2200001 to 2200006, Fax: 091-130-2200018

Website: www.atlasbicycles.com, E-mail : companysecretary@atlascycles.co.in

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]

Name of the member (s)			
Registered address			
E-mail Id			
Folio No/ Client Id		DP ID	

I/We, being the member(s) of.....shares of the above named company, hereby appoint

1. Name: E-mail Id :
 Address :
 Signature :, or failing him

2. Name: E-mail Id :
 Address :
 Signature :, or failing him

3. Name: E-mail Id :
 Address :
 Signature :

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 66th Annual General Meeting of the Company to be held at Registered Office of the Company at Industrial Area, Atlas Road, Sonapat 131001, Haryana on Thursday, 28th day of September, 2017 at 04.00 P.M. and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Description	Optional (See Note 4)		
		For	Against	Abstain
1.	To receive, consider and adopt a) Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2017 and the Reports of the Board of Directors and Auditors thereon; and b) Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2017 and the Report of the Auditors thereon.			
2.	To appoint a Director in place of Mr. Hira Lal Bhatia (DIN: 00159258) who retire by rotation and being eligible offers himself for re-appointment.			
3.	To pass the following resolution as an Ordinary Resolution <u>Appointment of M/s. Dinesh Nangru & Co. as Statutory Auditors</u> "RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder (including any statutory modification(s) or re-enactments thereof for the time being in force) and pursuant to the recommendations of the Audit Committee and the Board of Directors of the Company, M/s Dinesh Nangru & Co., Chartered Accountants registered with the Institute of Chartered Accountants of India (ICAI) vide Firm Registration number 015003N, be and are hereby appointed as Statutory Auditors of the Company (in place of M/s Mehra Khanna & Co., Chartered Accountants, the retiring Auditors) for a term of five years commencing from the Company's financial year ending 31st March, 2018 to hold office from the conclusion of the 66th Annual General Meeting of the Company till the conclusion of the 71st Annual General Meeting (subject to ratification of their appointment by the Members at every intervening Annual General Meeting held after this Annual General Meeting) on such remuneration plus GST, out-of-pocket expenses, as may be mutually agreed upon by the Board of Directors and the Statutory Auditors;			

Resolution No.	Description	Optional (See Note 4)		
		For	Against	Abstain
4.	To pass the following resolution as an Ordinary Resolution Approve sub-division of equity shares "RESOLVED THAT pursuant to the provisions of Section 61 (1) (d), 64 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Regulation 29 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and the provisions of the Memorandum and Articles of Association of the Company and subject to such approvals, consents, permissions and sanctions as may be necessary from the concerned statutory authorities or bodies, each Equity Share of the Company having a face value of ₹ 10/- each fully paid up be sub-divided into 2 (Two) Equity Shares having a face value of ₹ 5/- each fully paid up;			
5	To pass the following resolution as Special Resolution To amend and Adopt New Articles of Association of the Company RESOLVED THAT pursuant to the provisions of Section 5,14 and all other applicable provisions of the Companies Act, 2013 read with rules made thereunder (including any statutory modification (s) or re-enactment thereof, for the time being in force) and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the consent of the members of the company be and is hereby accorded to alter the existing articles of association of the Company and the new set of Articles of Association of the company be and are hereby approved and adopted in substitution and to the entire exclusion of the regulations contained in the existing Articles of Association of the Company.			
6	To pass the following resolution as Special Resolution Alteration of the Capital Clause of Memorandum of Association "RESOLVED THAT pursuant to the provisions of Sections 13 and 61 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or reenactment thereof for the time being in force) and subject to such other approval(s) from the concerned statutory Authority(ies), Clause V of the Memorandum of Association of the Company be and is hereby substituted by the following clause:- V. The Authorized Share Capital of the Company is ₹ 10,00,00,000/- (Rupees Ten Crore only) divided into 30000 shares of ₹ 100 each and 1,94,00,000 Equity Shares of ₹ 5/- each.			
7	To pass the following resolution as an Ordinary Resolution Appointment of Ms. Sadhna Syal (DIN: 07837529) as an Independent Director "RESOLVED THAT pursuant to the provisions of Sections 152, 161 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or reenactment thereof for the time being in force), Ms. Sadhna Syal (DIN: 07837529), who was appointed as an Additional Director of the Company w.e.f. 02.06.2017 and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company; RESOLVED FURTHER THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as may be in force from time to time, Ms. Sadhna Syal (DIN: 07837529), Director of the Company be and is hereby appointed as an Independent Director of the Company to hold office for a term of five consecutive years with effect from 28th September 2017 and that she shall not be liable to retire by rotation.			
8	To pass the following resolution as Special Resolution Increment in remuneration of Mr. Ishwar Das Chugh, Whole Time Director of the Company "RESOLVED THAT pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board and subject to the provisions of Sections 196,197,198 and 203 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (Including any statutory amendment or re-enactment thereof for the time being in force) and as per Articles of Association of the Company subject to such other approvals, as may be necessary, approval of the members of the Company be and is hereby accorded to increase the remuneration of Mr. I.D. Chugh, Whole Time Director of the company upon terms and conditions as detailed in the explanatory statement attached hereto."			

Signed this.....day of.....2017

Affix
Revenue
Stamp
(₹ 1)

.....
Signature of shareholder

.....
Signature of Proxy holder(s)

Note:

1. 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 66th Annual General Meeting at 04:00 p.m. on Thursday, 28th September, 2017.
2. A member entitled to attend and vote is entitled to appoint proxy to attend and on poll, to vote instead of himself/herself. A proxy need not be a member of the Company.
3. If the Company receives multiple proxies for the same holdings of a member, the proxy which is dated last shall be considered valid and if they are not dated or bear the same date without specific mention of time, all such multiple proxies shall be treated as invalid.
4. 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/she may deem appropriate.
5. Signature of member should be across a revenue Stamp of ₹ 1.

ATLAS CYCLES (HARYANA) LTD.

CIN:L35923HR1950PLC001614

Regd. Office : Industrial Area, Atlas Road, Sonapat - 131 001, Haryana (India)

Tel: 091-130-2200001 to 2200006, Fax: 091-130-2200018

E-mail : companysecretary@atlasbicycles.co.in, Website : www.atlasbicycles.com

BALLOT FORM

(In lieu of E-voting)

66th Annual General Meeting - Thursday, the 28th September, 2017

1. Name of the First Named Shareholder :
And Registered address
2. Name(s) of the Joint Shareholder(s) :
3. Name of Proxy holder (if any) :
4. Registered Folio/DPID & Client ID No. :
5. No. of Shares held :

I/we hereby exercise my/our vote in respect of the Resolution(s) to be passed for the business stated in the Notice of 66th Annual General Meeting of the Company on **Thursday, September 28, 2017 at 4:00 P.M. (I.S.T.)** by conveying my/our assent or dissent to the said Resolution(s) by placing the (√) mark at the appropriate box below.

Item No.	Description	No. of equity shares held by me/us	I/We assent to the resolution (For)	I/We dissent to the resolution (Against)
1.	To receive, consider and adopt a) Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2017 and the Reports of the Board of Directors and Auditors thereon; and b) Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2017 and the Report of the Auditors thereon.			
2.	To appoint a Director in place of Mr. HiraLal Bhatia (DIN: 00159258) who retire by rotation and being eligible offers himself for re-appointment.			
3.	To pass the following resolution as an Ordinary Resolution Appointment of M/s. Dinesh Nangru & Co. as Statutory Auditors RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder (including any statutory modification(s) or re-enactments thereof for the time being in force) and pursuant to the recommendations of the Audit Committee and the Board of Directors of the Company, M/s Dinesh Nangru & Co., Chartered Accountants registered with the Institute of Chartered Accountants of India (ICAI) vide Firm Registration number 015003N, be and are hereby appointed as Statutory Auditors of the Company (in place of M/s MehraKhanna & Co., Chartered Accountants, the retiring Auditors) for a term of five years commencing from the Company's financial year ending 31st March, 2018 to hold office from the conclusion of the 66th Annual General Meeting of the Company till the conclusion of the 71st Annual General Meeting (subject to ratification of their appointment by the Members at every intervening Annual General Meeting held after this Annual General Meeting) on such remuneration plus GST, out-of-pocket expenses, as may be mutually agreed upon by the Board of Directors and the Statutory Auditors;			
4.	To pass the following resolution as an Ordinary Resolution Approve sub-division of equity shares RESOLVED THAT pursuant to the provisions of Section 61 (1) (d), 64 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Regulation 29 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and the provisions of the Memorandum and Articles of Association of the Company and subject to such approvals, consents, permissions and sanctions as may be necessary from the concerned statutory authorities or bodies, each Equity Share of the Company having a face value of ₹ 10/- each fully paid up be sub-divided into 2 (Two) Equity Shares having a face value of ₹ 5/- each fully paid up;			
5	To pass the following resolution as Special Resolution To amend and Adopt New Articles of Association of the Company RESOLVED THAT pursuant to the provisions of Section 5,14 and all other applicable provisions of the Companies Act, 2013 read with rules made thereunder (including any statutory modification (s) or re-enactment thereof, for the time being in force) and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the consent of the members of the company be and is hereby accorded to alter the existing articles of association of the Company and the new set of Articles of Association of the company be and are hereby approved and adopted in substitution and to the entire exclusion of the regulations contained in the existing Articles of Association of the Company			

Item No.	Description	No. of equity shares held by me/us	I/We assent to the resolution (For)	I/We dissent to the resolution (Against)
6	To pass the following resolution as Special Resolution Alteration of the Capital Clause of Memorandum of Association “RESOLVED THAT pursuant to the provisions of Sections 13 and 61 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or reenactment thereof for the time being in force) and subject to such other approval(s) from the concerned statutory Authority(ies), Clause V of the Memorandum of Association of the Company be and is hereby substituted by the following clause:- V. The Authorized Share Capital of the Company is ₹ 10,00,00,000/- (Rupees Ten Crore only) divided into 30000 shares of ₹ 100 each and 1,94,00,000 Equity Shares of ₹ 5/- each.			
7	To pass the following resolution as an Ordinary Resolution Appointment of Ms.Sadhna Syal (DIN: 07837529) as an Independent Director “RESOLVED THAT pursuant to the provisions of Sections 152, 161 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or reenactment thereof for the time being in force), Ms.SadhnaSyal (DIN: 07837529), who was appointed as an Additional Director of the Company w.e.f. 02.06.2017 and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company; RESOLVED FURTHER THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as may be in force from time to time, Ms.SadhnaSyal (DIN: 07837529), Director of the Company be and is hereby appointed as an Independent Director of the Company to hold office for a term of five consecutive years with effect from 28th September 2017 and that she shall not be liable to retire by rotation.			
8	To pass the following resolution as Special Resolution Increment in remuneration of Mr.Ishwar Das Chugh, Whole Time Director of the Company “RESOLVED THAT pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board and subject to the provisions of Sections 196, 197, 198 and 203 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (Including any statutory amendment or re-enactment thereof for the time being in force) and as per Articles of Association of the Company subject to such other approvals, as may be necessary, approval of the members of the Company be and is hereby accorded to increase the remuneration of Mr. I.D. Chugh, Whole Time Director of the company upon terms and conditions as detailed in the explanatory statement attached hereto.”			

Place:

Date:

.....
Signature of Shareholder

INSTRUCTIONS

1. Unsigned, incomplete or incorrectly ticked forms are liable to be rejected and the decision of the Scrutinizer on the validity of the forms will be final.
2. In the event member casts his votes through both the processes i.e. E-voting and Ballot Form, the votes in the electronic system would be considered and the Ballot Form would be ignored.
3. To avoid fraudulent transactions, the identity/signature of the members holding shares in electronic/demat form will be verified with the specimen signatures furnished by NSDL/CDSL and that of members holding shares in physical form will be verified as per the records of the share transfer agent of the Company (i.e. Mas Services Ltd). Members are requested to keep the same updated.
4. There will be only one Ballot Form for every DP ID & Client ID/ Folio No. irrespective of the number of joint members.
5. In case of joint holders, the Ballot Form should be signed by the first named shareholder and in his/her absence by the next named shareholders. Ballot form signed by a joint holder shall be treated valid if signed as per records available with the Company and the Company shall not entertain any objection on such Ballot Form signed by other joint holders.
6. Where the Ballot Form has been signed by an authorized representative of the Body Corporate/Trust/Society, etc. a certified copy of the relevant authorisation/Board resolution to vote along with Specimen Signature of the authorised representative should accompany the Ballot Form. A scanned copy of the same may be first emailed to companysecretary@atlascycles.co.in and ajaykumarca2006@gmail.com atleast 48 hours before the 66th AGM so that any corrections or amendments may be recommended on time.
7. Duly filled in and signed Ballot Form should be dropped in the Ballot Box provided at the venue of the 66th Annual General Meeting.

ATLAS CYCLES (HARYANA) LIMITED

CIN: L35923HR1950PLC001614

Regd. Office: Atlas Road, Industrial Area, Sonapat – 131001,(Haryana)

Tel: 091-130-2200001 to 2200006, Fax: 091-130-2200018

Website: www.atlasbicycles.com, E-mail : companysecretary@atlascycles.co.in

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ELECTRONIC VOTING PARTICULARS

EVSN (Electronic voting Sequence Number)	USER ID	PASSWORD/PIN	No. of Shares

The e-voting facility will be available during the following voting period:

Commencement of e-voting	From 9.00 a.m. (IST) on Monday, September 25, 2017.
End of e-voting	Upto 05.00 p.m. (IST) on Wednesday, September 27, 2017.

- The cut-off date (i.e. the record date) for the purpose of e-voting is 21st September, 2017.
- Please refer to the attached 66th AGM Notice for instructions on E-Voting.
- Route map of venue of 66th AGM is mentioned at the back of attendance slip.

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ATLAS CYCLES (HARYANA) LIMITED

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ATTANDANCE SLIP

Regd. Folio No. / DP ID - Client ID :

Name & Address of First/Sole Shareholder :

Name of Proxy holder (if any) :

No. of Shares held :

I/we hereby record my/our presence at the 66th Annual General Meeting of the Company to be held at Registered Office of the Company at Industrial Area, Atlas Road, Sonapat 131001, Haryana, on Thursday, 28th day of September, 2017 at 04.00 P.M.

.....
Signature of Member/Proxy

- Notes:**
- Only Member/Proxy can attend the meeting. No minors would be allowed at the meeting.
 - Member / Proxy wish to attend the meeting must bring this attendance slip to the meeting and handover at the entrance duly filled in and signed.
 - Electronic copy of the Annual Report for F.Y. 2016-17 and the notice of 66th Annual General Meeting along with the Attendance Slip, Proxy Form & Route Map to AGM venue are being sent to all the members whose email address is registered with the Company/Depository Participant, unless any member has requested for a physical copy of the same. Members receiving electronic copy and attending the AGM can print copy of this Attendance Slip.
 - Physical copy of Annual Report for F.Y. 2016-17 and Notice of the 66th Annual General Meeting along with Attendance Slip, Proxy Form and Route Map is being sent through permitted mode to all members whose email is not registered.

ATLAS CYCLES (HARYANA) LIMITED

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Route Map of Venue of 66th Annual General Meeting
to be held on Thursday 28th September, 2017 at 4:00 p.m.
at Industrial Area, Atlas Road, Sonapat 131001, Haryana.

