

ATLAS CYCLES (HARYANA) LTD.

CIN:L35923HR1950PLC001614

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

NOTICE

TO THE SHAREHOLDERS

Notice is hereby given that the Sixty Third Annual General Meeting of the members of Atlas Cycles (Haryana) Limited will be held at the Registered Office of the Company in the Industrial Area, Atlas Road, Sonapat-131001, Haryana(India) on Tuesday, the 30th December, 2014 at 4.00 P.M. (I.S.T.) to transact the following business(es):-

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2014 and the Statement of Profit and Loss Account for the year ended on that date along with 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 retire by rotation and being eligible offers himself for re-appointment.
3. To appoint a director in place of Mr. Hari Krishan Ahuja (DIN: 00315876) who retire by rotation and being eligible offers himself for re-appointment.

4. Appointment of Statutory Auditors

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 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, as amended from time to time, Messer Mehra Khanna & Co., Chartered Accountants (ICAI Firm Registration No. 001141N) the retiring Auditors of the Company, be and is hereby re-appointed as Auditors of the Company to hold office from conclusion of this Annual General Meeting (AGM) until the conclusion of the Sixty Sixth AGM of the Company, to examine and audit the accounts of the Company, on such remuneration as may be mutually agreed upon between the Board of Directors of the Company and the Auditors plus reimbursement of Service tax, travelling and out of pocket expenses.”

SPECIAL BUSINESS

5. Appointment of Mr. Vikram Khosla (DIN: 01574818) as an Independent Director

To consider and, if thought fit, to pass the following resolution, with or without modification, as an ordinary resolution:-

‘RESOLVED THAT pursuant to the provisions of Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules made thereunder, as amended from time to time read with Schedule IV to the Act and Clause 49 of the Listing Agreement, Mr. Vikram Khosla (DIN: 015748148), in respect of whom the Company has received a notice in writing along with deposit of ₹ 100,000/- from a Member proposing him as a candidate for the office of director under provisions of Section 160 of the Companies Act, 2013, and who is eligible for appointment as an Independent Director, be and is hereby appointed as an Independent Director of the Company, with effect from 30th December, 2014 upto 29th December, 2019.”

6. Appointment of Mr. Kartik Roop Rai (DIN: 06789287) as an Independent Director

To consider and, if thought fit, to pass the following resolution, with or without modification, as an ordinary resolution:-

‘RESOLVED THAT pursuant to the provisions of Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules made thereunder, as amended from time to time read with Schedule IV to the Act and Clause 49 of the Listing Agreement, Mr. Kartik Roop Rai (DIN: 06789287), in respect of whom the Company has received a notice in writing along with deposit of ₹ 100,000/- from a Member proposing him as a candidate for the office of director under provisions of Section 160 of the Companies Act, 2013, and who is eligible for appointment as an Independent Director, be and is hereby appointed as an Independent Director of the Company, with effect from 30th December, 2014 upto 29th December, 2019.”

7. **Appointment of Mr. Sanjiv Kavaljit Singh (DIN: 00015689) as an Independent Director**

To consider and, if thought fit, to pass the following resolution, with or without modification, as an ordinary resolution:-

‘RESOLVED THAT pursuant to the provisions of Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules made thereunder, as amended from time to time read with Schedule IV to the Act and Clause 49 of the Listing Agreement, Mr. Sanjiv Kavaljit Singh (DIN: 00015689), in respect of whom the Company has received a notice in writing along with deposit of ₹ 100,000/- from a Member proposing him as a candidate for the office of director under provisions of Section 160 of the Companies Act, 2013, and who is eligible for appointment as an Independent Director, be and is hereby appointed as an Independent Director of the Company, with effect from 30th December, 2014 upto 29th December, 2019.”

8. **To approve the remuneration payable to Cost Auditor, Mr. Satnam Singh Saggi for the Financial Year 2014-2015**

To consider and, if thought fit, to pass the following resolution, with or without modification, as an ordinary resolution:-

“RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Cost Auditor, Mr. Satnam Singh Saggi, appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year ending 31 March 2015, be paid a remuneration of ₹ 2,06,190/- Per annum plus out of pocket expenses, at actual.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, matter, deeds and things as may be necessary to give effect to the above resolution.”

9. **Acceptance of Deposits by the Company from its members and from Public:**

To consider and, if thought fit, to pass the following resolution, with or without modification, as a special resolution:-

“RESOLVED THAT pursuant to the provisions of Section 73 and 76 of the Companies Act, 2013 (the Act) read with the Companies (Acceptance of Deposits) Rules, 2014 (the Rules) and other applicable provisions, if any, and subject to such conditions, approvals, permissions, as may be necessary, consent

of the members be and is hereby accorded to the Company inviting/ accepting/ renewing unsecured deposits from its members and from public.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board of Directors be and is hereby authorised to do such acts, deeds, matters and things as they may in their absolute discretion consider necessary, proper, expedient, desirable or appropriate and take all necessary and desirable steps for the aforesaid purpose and matters incidental thereto.”

BY ORDER OF THE BOARD OF DIRECTORS
For **ATLAS CYCLES (HARYANA) LTD.**

(JASPREET SINGH)
Company Secretary
& Compliance officer

Sonepat: the 19th November, 2014

NOTES:-

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (“THE MEETING”) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF / HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. IN ORDER TO BE EFFECTIVE, THE INSTRUMENT APPOINTING PROXY SHOULD BE DULY COMPLETED, STAMPED AND SIGNED AND MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING. THE PROXY SO APPOINTED SHALL NOT HAVE ANY RIGHT TO SPEAK AT THE MEETING.**
2. Corporate Members intending to send their authorized representative 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.
3. Members attending the meeting are requested to bring with them the attendance slip attached to the notice duly filled in and signed and handover the same at the entrance place of the meeting. Proxy / Representative of a member should mark on the Attendance Slip as “Proxy” or “Representative” as the case may be. Members holding shares in electronic form and desirous of attending the meeting are required to bring along with them their Client ID and DP ID Numbers for easy identification.
4. The Register of Members and Share Transfer Books of the Company will remain closed from Wednesday,

24th December, 2014 to Tuesday, 30th December, 2014 (both days inclusive) in term of section 91 of the Companies Act, 2013. Duly completed and valid applications for transfer of shares received in order at the Registered Office of the Company before 24th December, 2014 will be registered in time.

5. Members may get any change in their address/ their mandates registered with the Company before 24th December, 2014.
6. As per the amended Section 205A (5) of the Companies Act, 1956, with effect from 31st October, 1998, 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 31.03.2007 onwards are requested to send unpaid dividend warrants to the Registered Office of the Company for payment in lieu thereof.
7. In terms of notification issued by Securities and Exchange Board of India, the company's shares are being traded compulsorily in demat form.
8. 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.
9. Members who are holding shares in identical names in more than one folio are requested to write to the Company to enable the Company to consolidate their holdings in one folio.
10. As per the provisions of the Companies Act, 2013, facility for making nominations is available to the members in respect of the shares held by them. Nomination forms can be obtained from the Company's Registrar and Transfer Agent by Members holding shares in physical form. Members holding shares in electronic form may obtain Nomination forms from their respective Depository Participant.
11. The relative Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013, in respect of the Special business under Item No(s) 5 to 9 above, is annexed hereto.
12. 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 Central Depository Services (India) Limited (CDSL) 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.

The process and instructions for e-voting are as under:

- i Open your web browser during the voting period and log on to the e-voting website www.evotingindia.com.
- ii Now click on "Shareholder" to cast your votes.
- iii Now, select the "COMPANY NAME" "ATLAS CYCLES (HARYANA) LIMITED" from the drop down menu and click on "SUBMIT"
- iv Now, enter your User ID. The User ID will be provided in the communication being sent separately.
- v If you are holding shares in Demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used. If you are a first time user follow the steps given below.
- vi Now, fill up the following details in the appropriate boxes:

PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department, as mentioned in the communication being sent separately.
DOB*	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details*	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.

* Please enter any one of the details in order to login. In case both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field.

- vii After entering these details appropriately, click on "SUBMIT" tab.
- viii Members holding shares in physical form will then reach directly to the voting screen.
- ix Members holding shares in demat form will now reach Password Change menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character

(@, #, \$, etc.). Kindly note that this password is to be also used by the Demat holders for voting for resolution of any other company on which they are eligible to vote provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- x For Members holding shares in physical form, the password and default number can be used only for e-voting on the resolutions contained in this Notice.
- xi Click on the EVSN for Atlas Cycles (Haryana) Limited to vote.
- xii On the voting page, you will see Resolution Description and against the same the option 'YES/NO' for voting. Enter the number of shares (which represent number of votes) under YES/NO or alternatively you may partially enter any number in YES and partially in NO, but the total number in YES and NO taken together should not exceed your total shareholding.
- xiii Click on the Resolution File Link if you wish to view the entire Notice.
- xiv After selection the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed, if you wish to confirm you vote, click on "OK", else to change your vote, click on "CANCEL."
- xv Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify you vote.
- xvi You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- xvii If Demat account holder has forgotten the changed password then enter the User ID and Captcha Code and click on Forgot Password & enter the details as prompted by the system.
- xviii Corporate/institutional members (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(s) of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer at e-mail ID: dineshnangru@gmail.com With a copy marked to helpdesk.evoting@cdslindia.com the scanned copy image of the above mentioned documents should be in the naming format "Corporate Name_EVSN."

General Instructions:

- (A) The e-voting period commences on 24th December, 2014 (09.00 a.m.) and ends on 25th December, 2014, (05.30 p.m.). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 28th November, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - (B) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.co.in under section or write an email to helpdesk.evoting@cdslindia.com.
 - (C) The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) of 28th November, 2014.
 - (D) Mr. Dinesh Nangru, Chartered Accountant (Membership No. 094779), Partner, M/s Dinesh Nangru & Co., Chartered Accountants, has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
 - (E) The Results shall be declared on or after the AGM of the Company. The Results declared alongwith the Scrutinizer's Report shall be placed on the Company's website www.atlasbicycles.com and on the website of CDSL within two (2) days of passing of the resolutions at the AGM of the Company.
13. At the ensuing Annual General Meeting Mr. Hira Lal Bhatia (DIN: 00159258) and Mr. Hari Krishan Ahuja (DIN: 00315876), Directors, liable to retire by rotation and being eligible offer themselves for re-appointment.

Pursuant to Clause 49 of the Listing Agreement with the Stock Exchange(s), the information about the Directors seeking appointment / re-appointment in the forthcoming Annual General Meeting is as follows:

Name of Director	Mr. Hira Lal Bhatia (DIN: 00159258)
Date of Birth	15th March, 1943
Relationship with other Directors inter-se	None
Date of appointment	31st July, 1979
Expertise in specific functional area	In business for over Forty Five years
Qualification	Commerce Graduate
No. of equity shares held in the company	NIL
List of Public Companies (other than Atlas Cycles (Haryana) Limited) in which directorship held as on 31st March, 2014	Atlas Cycles Sonepat Limited Atlas Cycles (Sahibabad) Limited Atlas Cycles (Malanpur) Limited
Chairman/ Member of the Committees of the Board of Public Companies in which he is a director as on 31st March, 2014	Chairman Audit Committee (Atlas Cycles (Haryana) Limited) Shareholder/Investor Grievance Committee (Atlas Cycles (Haryana) Limited)

Name of Director	Mr. Hari Krishan Ahuja (DIN: 00315876)
Date of Birth	24th July, 1924
Relationship with other Directors inter-se	None
Date of appointment	6th August, 1990
Expertise in specific functional area	In business for over Forty Four years
Qualification	Commerce Graduate
No. of equity shares held in the company	200
List of Public Companies (other than Atlas Cycles (Haryana) Limited) in which directorship held as on 31st March, 2013	Atlas Cycles Sonepat Limited Atlas Cycles (Sahibabad) Limited Atlas Cycles (Malanpur) Limited
Chairman/ Member of the Committees of the Board of Public Companies in which he is a director as on 31st March, 2014	Membership Audit Committee (Atlas Cycles (Haryana) Limited)

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. Further for detail in this regard please refer the last page of the Annual Report.

BY ORDER OF THE BOARD OF DIRECTORS
For **ATLAS CYCLES (HARYANA) LTD.**

(JASPREET SINGH)
Company Secretary
& Compliance officer

Sonepat: the 19th November, 2014

EXPLANATORY STATEMENT

As required by Section 102 of the Companies Act, 2013 (the Act), the following Explanatory Statement sets out all material facts relating to the special business mentioned under Item Nos. 5 to 9 of the accompanying Notice dated 19th November, 2014

AGENDA ITEM NOS. 5, 6 and 7

The Company had appointed Mr. Vikram Khosla (DIN: 01574818), Mr. Kartik Roop Rai (DIN: 06789287) and Mr. Sanjiv Kavaljit Singh (DIN: 00015689) as Additional

Directors of the Company pursuant to Clause 49 of the Listing Agreement.

In accordance with Section 149 and 152 read with Schedule IV of the Companies Act, 2013 that have come into effect from 1 April, 2014 and subsequent notification by the Ministry of Corporate Affairs vide its General circular no. 14/2014 dated 9 June, 2014, the Company is required to appoint its Independent Directors, including its existing Independent Directors in accordance with the provisions of the Companies Act, 2013 before 31 March, 2015. Further, pursuant to the above provisions, the term of such Independent Directors is not liable to determination by rotation.

Accordingly, it is proposed to appoint Mr. Vikram Khosla (DIN: 01574818), Mr. Kartik Roop Rai (DIN: 06789287) and Mr. Sanjiv Kavaljit Singh (DIN: 00015689) as Independent Directors of the Company in accordance with Section 149 of Companies Act, 2013, not liable to retire by rotation and to hold office as under:

Name	No. of Year	Term
Mr. Vikram Khosla	5	Upto 29th December, 2019
Mr. Kartik Roop Rai	5	Upto 29th December, 2019
Mr. Sanjiv Kavaljit Singh	5	Upto 29th December, 2019

The Company has received from Mr. Vikram Khosla (DIN: 01574818), Mr. Kartik Roop Rai (DIN: 06789287) and Mr. Sanjiv Kavaljit Singh (DIN: 00015689) (i) consent in writing to act as Director in as per the provisions of Companies Act, 2013: (ii) intimation in Form DIR-8 pursuant to Rule 14 of the Companies (Appointment & Qualification of Directors) Rules, 2014 to effect that they are not disqualified in accordance with sub-section (2) of Section 164 of the Companies Act, 2013 and (iii) declaration that they meet the criteria of Independence as provided in Section 149(6) of the Companies Act, 2013.

The Company has also received notices from members along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of each of the above Directors for the office of Directors of the Company.

In the opinion of the Board Mr. Vikram Khosla (DIN: 01574818), Mr. Kartik Roop Rai (DIN: 06789287) and Mr. Sanjiv Kavaljit Singh (DIN: 00015689) fulfill the conditions for their appointment as Independent Director as specified in the Companies Act, 2013 and the Listing Agreement and are independent of the management.

Mr. Vikram Khosla (DIN: 01574818), Mr. Kartik Roop Rai (DIN: 06789287) and Mr. Sanjiv Kavaljit Singh (DIN: 00015689) are interested in the resolution set out respectively at Item Nos 5, 6 and 7 of the Notice with regard to their respective appointments.

Mr. Vikram Khosla (DIN: 01574818), Mr. Kartik Roop Rai (DIN: 06789287) and Mr. Sanjiv Kavaljit Singh (DIN: 00015689) may be deemed to be interested in the

resolutions set out respectively at Item No. 5, 6 and 7 of the Notice, to the extent of their shareholding interest, if any, in the Company,

Save and except the above, none of the other Directors/ Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions.

The Board recommends the resolution set forth in the Item Nos 5, 6 and 7 of the Notice for approval of the members.

AGENDA ITEM NO. 8

The Board had approved the re – appointment of the Cost Auditors, Mr. Satnam Singh Saggu at a remuneration of ₹ 2,06,190/- per annum plus out of pocket expenses, at actual, to conduct the audit of the cost records of the Company for the financial year ending 31 March, 2015.

In accordance with the provisions of the Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the shareholders of the Company.

Accordingly, consent of the members is sought for passing as Ordinary Resolution as set out at Item. No. 8 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending 31 March, 2015

None of the Directors/ Key Managerial Personnel/ their relatives are, in any way concerned or interested, financially or otherwise, in this resolution.

The Board recommends the resolution set forth in the Item No 8 of the Notice for approval of the members.

AGENDA ITEM NO. 9

The members are informed that the Company has a Fixed Deposit Scheme, pursuant to the provisions of the Companies Act, 1956 read with the Companies (Acceptance of Deposit) Rules, 1975, wherein it accepts/ renews deposits from members of the Company and from Public.

The members are further informed that vide Notification dated 26th March, 2014, the Ministry of Corporate Affairs

(MCA), notified Section 73, 74(1) and 76 of the Companies Act, 2013 (the Act), relating to the acceptance of deposits by companies from its members and from public, to take effect from 1st April, 2014. The Companies (Acceptance and Deposits) Rules, 2014 (the Rules) also came into force on 1st April, 2014, to apply to public companies having net worth of not less than ₹ 100 crore (Rupees One Hundred crore) or turnover of not less than ₹ 500 crore (Rupees Five Hundred crore). Since the act and the Rules would be applicable to the Company's existing fixed Deposit Scheme, it would necessitate the Company to comply with the requirement of the Act and also to ensure compliance with the Rules, before commencing acceptance/renewal of unsecured deposits from its members and from public.

Attention of the members is drawn to the provisions of the Act, which require any company inviting/ accepting/ renewing deposits to obtain credit rating from a recognized credit rating agency. Also the Company shall be taking deposit insurance towards the unsecured deposits as may be accepted by it.

The Board of Directors of the Company at its meeting have subject to the approval of the members approved the acceptance/renewal of unsecured deposits by the Company from its members and from public. The Board has also approved the Circular for acceptance/ renewal of unsecured deposits from members of the Company and from public, and the same has been duly signed by the majority of Directors present at that Meeting.

None of the Directors/Key Managerial Personnel / their relatives is, in any way concerned or interested, financially or otherwise, in this resolution.

The Board recommends the resolution set forth in the Item No 9 of the Notice for approval of the members.

BY ORDER OF THE BOARD OF DIRECTORS
For **ATLAS CYCLES (HARYANA) LTD.**

(JASPREET SINGH)
Company Secretary
& Compliance officer

Sonepat: the 19th November, 2014

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 : companylaw@atlascyclesonepat.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]

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

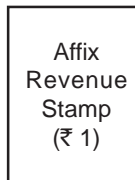
I/We, being the member (s) of.....shares of the above named company, hereby appoint

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

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **63rd Annual General Meeting of Atlas Cycles (Haryana) Limited** on Tuesday, 30th day of December, 2014 at 4:00 P.M. (I.S.T.) at the registered office of the Company and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Description	Optional	
		For	Against
1.	To adopt the Audited Balance Sheet of the Company as at 31 st March, 2014 and the Statement of Profit and Loss Account for the year ended on that date along with the Reports 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 reappointment.		
3.	To appoint a Director in place of Mr. Hari Krishan Ahuja (DIN: 00315876) who retires by rotation and being eligible, offers himself for reappointment.		
4.	To consider and appoint M/s Mehra Khanna & Co, Chartered Accountants (ICAI Firm Registered No, 001141N), as Statutory Auditors, for a period of Three years from the conclusion of this AGM till the conclusion of the Annual General Meeting to be held for the Financial Year 2016-17.		
5.	To consider and appoint Mr. Vikram Khosla (DIN 01574818) as an Independent Director for a period of five years with effect from the date of this AGM.		
6.	To consider and appoint Mr. Kartik Roop Rai (DIN 06789287) as an Independent Director for a period of five years with effect from the date of this AGM.		
7.	To consider and appoint Mr. Sanjiv Kavaljit Singh (DIN 00015689) as an Independent Director for a period of five years with effect from the date of this AGM.		
8.	To consider and ratify remuneration payable to Cost Auditor of the Company, Mr. Satnam Singh Saggi for the Financial Year 2014-15.		
9.	To consider and approve the acceptance of Deposit of the Company from its Members and from Public.		

Signed this.....day of.....2014



.....
Signature of shareholder

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

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 Annual General Meeting by 4:00 p.m. on 30th December, 2014.