



Annual Report
2019-20



ATLAS
CYCLES (HARYANA) LTD.



ATLAS CYCLES (HARYANA) LIMITED

INDUSTRIAL AREA, ATLAS ROAD,
SONEPAT-131001
CIN : L35923HR1950PLC001614

BOARD OF DIRECTORS :

Mr. Hira Lal Bhatia (DIN: 00159258), Non Executive Director
Mr. I.D. Chugh (DIN: 00073257), Whole Time Director
Mr. Kartik Roop Rai (DIN: 06789287), Independent Director
Mr. Sanjiv Kavaljit Singh (DIN: 00015689), Independent Director
Ms. Sadhna Syal (DIN: 07837529), Independent Director

COMPANY SECRETARY

Mr. Nikhil Bindal

REGISTERED OFFICE :

Industrial Area, Atlas Road,
Sonapat -131001 (Haryana)

SECRETARIAL AUDITORS :

Messers Mukesh Arora & Co.
Company Secretaries, Delhi

BANKERS :

Central Bank of India
Punjab National Bank
Bank of Baroda

BOARD COMMITTEES :

Audit Committee

Mr. Kartik Roop Rai (DIN: 06789287) Chairman
Mr. Sanjiv Kavaljit Singh (DIN: 00015689) Member
Mr. Hira Lal Bhatia (DIN: 00159258) Member

Stakeholders Relationship Committee

Mr. Hira Lal Bhatia (DIN: 00159258) Chairman
Mr. I. D. Chugh (DIN: 00073257) Member
Mr. Sanjiv Kavaljit Singh (DIN: 00015689) Member

Nomination & Remuneration Committee

Mr. Sanjiv Kavaljit Singh (DIN: 00015689) Chairman
Mr. Kartik Roop Rai (DIN: 06789287) Member
Mr. Hira Lal Bhatia (DIN: 00159258) Member

UNITS :

SONEPAT UNIT

Atlas Road, Industrial Area,
Sonapat - 131001 (Haryana)

SAHIBABAD UNIT

Plot No. 55, Site-IV,
UPSIDC, Industrial Area,
Sahibabad - 201010 (U.P.)

MALANPUR UNIT

Plot No. U-16, 17, 21 & 22,
Malanpur Industrial Area,
Near Gwalior,
Distt. Bhind (M. P.)

STATUTORY AUDITORS :

M/s Dinesh Nangru & Co.,
Chartered Accountants, New Delhi

REGISTRAR AND SHARE TRANSFER AGENTS :

Mas Services Limited
T-34, 2nd Floor, Okhla Industrial
Area, Phase-2, New Delhi-110020
Tel: (011) 26387281, 82, 83
E-mail : info@masserv.com

STOCK EXCHANGE(S) WHERE COMPANY'S SECURITIES ARE REGISTERED

National Stock Exchange of India Limited
BSE Limited

E-MAIL

companysecretary@atlasbicycles.co.in

WEBSITE

www.atlasbicycles.com

CORPORATE IDENTITY NUMBER

CIN : L35923HR1950PLC001614

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ATLAS CYCLES (HARYANA) LIMITED

CIN:L35923HR1950PLC001614

Regd. Office : Industrial Area, Atlas Road, Sonapat - 131001, Haryana (India)
E-mail: companysecretary@atlascycles.co.in, Website: www.atlasbicycles.com

NOTICE

TO THE SHAREHOLDERS/MEMBERS

Notice is hereby given that the 69th Annual General Meeting of the members of Atlas Cycles (Haryana) Limited will be held on Monday, 25th October 2021 at 04:00 P.M. (I.S.T.) at Hotel Sagar, 148-R, Model Town, Atlas Road, Sonapat-131001, Haryana to transact the following business(es):-

ORDINARY BUSINESS:

1. To consider and adopt

- a) Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2020 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 31st March, 2020 and the Reports of the Board of Directors and Auditors thereon.

SPECIAL BUSINESS:

2. Appointment of Mr. Ishwar Das Chugh (DIN: 00073257) as Non-Executive Director Non-Independent Director of the Company

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

“**RESOLVED THAT** pursuant to the provisions of Regulation 17(1) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015, as amended from time to time (“Listing Regulations”), Section 152 and any other applicable provisions of the Companies Act, 2013 (“the Act”) and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of the members of the Company be and is hereby accorded to the appointment of Mr. Ishwar Das Chugh (DIN: 00073257) having age of 82 years as a Non-Executive Non-Independent Director of the Company with effect from October 25, 2021, whose office is liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any committee/official authorized by the Board of Directors for this purpose) be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, proper or expedient in order to give effect to the above resolution and for matters connected therewith or incidental thereto and to settle any questions, difficulties or doubts that may arise in this regard.”

3. Appointment of Mr. Chander Mohan Dhall (DIN:01398734) as the Whole-Time Director

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

“**RESOLVED THAT** pursuant to the provisions of Section 152 and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the relevant Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), the applicable Regulations under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (“Listing Regulations”) and the provisions of the Articles of Association of the Company, Mr. Chander Mohan Dhall (DIN:01398734), who was appointed as an additional director and designated as a Whole-Time Director & Chief Financial Officer by the Board of Directors of the Company at their meeting held on September 12, 2021, based on the recommendation of the Nomination and Remuneration Committee of the Company and who holds office as such up to the date of ensuing Annual General Meeting, be and is hereby appointed as a Director of the Company liable to retire by rotation.

RESOLVED FURTHER THAT in accordance with the recommendations of the Nomination and Remuneration Committee of the Company and pursuant to the provisions of Sections 196, 197, 198 and 203 of the Act, read with Schedule V to the Act, and other applicable provisions, if any, of the Act and the rules made thereunder, (including any statutory modification(s) or re-enactment thereof, for the time being in force) and the Articles of Association of the Company or such other sanctions as may be necessary, consent of the Members be and is hereby accorded to the appointment of Mr. Chander Mohan Dhall (DIN:01398734) as a Whole-Time Director designated as Whole time director & Chief Financial Officer of the Company for a period of three (3) years effective from September 30, 2021 to September 29, 2024 on the terms and conditions including remuneration as set out in the statement annexed to the Notice of this Meeting, with liberty to the Board of Directors to alter and vary the terms and conditions of the appointment and/ or remuneration based on the recommendation of the Nomination & Remuneration Committee, subject to the same not exceeding the limits specified under Section 197 read with Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any committee/official authorized by the Board of Directors for this purpose) be and is hereby

authorized to do all such acts, deeds, matters and things as may be considered necessary, proper or expedient in order to give effect to the above resolution and for matters connected therewith or incidental thereto and to settle any questions, difficulties or doubts that may arise in this regard.”

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

**Sd/-
(RAKESH)**

**Company Secretary &
Compliance officer**

Place: New Delhi

Date: 12th September, 2021

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 shareholders 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 at least 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 rajiv.bhasin@mehrakhanna.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 19th October 2021 to 25th October 2021(both days inclusive).
10. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) and updation of Bank Account details 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 and Bank Account 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.18th October 2021. 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. 18th October, 2021 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 info@masserv.com and companysecretary@atlascycles.co.in.**
13. Notice of the Meeting and the Annual Report for FY 2019-20 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 FY 2019-20 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. Members may also note that the Notice of the 69th Annual General Meeting and the Annual Report for FY 2019-20 will also be available on the Company's website at www.atlasbicycles.com, and on the websites of the Stock Exchanges, i.e., BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. Members may also note that Annual Reports of 3 wholly owned subsidiary companies of the Company viz; Atlas Cycles Sonapat 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 Monday, 18th October 2021.
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 31.03.2013 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 69th AGM is mentioned at the back of attendance slip.

21. The process and manner for remote e-voting and e-voting at AGM are as under:

- (i) 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.

(ii) THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-

The remote e-voting period begins on 22nd October, 2021 at 09:00 A.M. and ends on 24th October, 2021 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 18th October, 2021, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 18th October, 2021.

Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under "IDeAS" section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period.

Type of shareholders	Login Method
	<ol style="list-style-type: none"> If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nSDL.com. Select "Register Online for IDeAS" Portal or click at https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nSDL.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against company name or e-Voting service provider-NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: [https://](https://www.evoting.nSDL.com/)

www.evoting.nSDL.com/ either on a Personal Computer or on a mobile.

- Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
- A new screen will open. You will have to enter

your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nSDL.com/> with your existing

IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can cast your vote electronically by selecting EVEN of Atlas Cycles (Haryana) Limited..

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

c) How to retrieve your 'initial password'?

(i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

(ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nSDL.com.

b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nSDL.com.

c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nSDL.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

General Guidelines for shareholders

1. 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to rajiv.bhasin@mehraKhanna.com with a copy marked to evoting@nSDL.co.in and companysecretary@atlasCycles.co.in.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nSDL.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for

Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Amit Vishal at evoting@nsdl.co.in

Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to companysecretary@atlasbicycles.co.in.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to companysecretary@atlasbicycles.co.in. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants.

- 21(iii) Mr. Rajiv Bhasin, Chartered Accountant (Membership No.093845) and failing him, Mr. Sanyam Vaish, Chartered Accountant (Membership No. 543388) of M/s Mehra Khanna & Co., Chartered Accountants having address 1591, III Floor, Outram Lines, Kingsway Camp, Delhi - 110009 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.
- 21(iv) The Chairman shall, at the 69th 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.
- 21(v) The Scrutinizer shall after the conclusion of voting at the 69th 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 69th AGM, a consolidated scrutinizer's report of the total votes cast in favor 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.
- 21(vi) The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.atlasbicycles.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 69th Annual General Meeting are:

Name of Director	Ishwar Das Chugh	Chander Mohan Dhall
Date of Birth	10 th June 1939	20 th November, 1961
Relationship with other Directors inter-se and KMPs	None	None
Date of first appointment	31 st March 1988	30 th September 2021
No. of Board Meetings attended in Financial Year 2019-20	11	Nil
Expertise in specific functional area	Expertise in marketing & management and has served the Company for over 43 years	More than 37 years experience in the field of accounts & finance in various companies.

Name of Director	Ishwar Das Chugh	Chander Mohan Dhall
Qualification	Master's degree in Business Administration	<ul style="list-style-type: none"> • CWA/CMA • Master Degree of Commerce
No. of equity shares held in the company	120 Equity Shares	Nil
List of Public Companies (other than Atlas Cycles (Haryana) Limited) in which directorship held as on 31 st March 2020	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 2020	Atlas Cycles (Haryana) Limited:- Member in Stakeholders Relationship Committee	Nil

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 69th 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.**

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013 TO THE ITEMS SET OUT IN THE SPECIAL BUSINESS OF THE NOTICE

Item No. 2: Appointment of Mr. Ishwar Das Chugh as a Non-Executive Non-Independent Director

The Board of Directors of the Company at its meeting held on September 12, 2021, pursuant to the recommendations of the Nomination and Remuneration Committee, considered the appointment of Mr. Ishwar Das Chugh (DIN: 00073257) as Non-executive Non-Independent Director of the Company and recommended the same to the members for approval, w.e.f. the date of this meeting i.e., October 25, 2021.

The Company had received from Mr. Ishwar Das Chugh (i) consent in writing to act as Director (ii) intimation to the effect that he is not disqualified under Section 164(2) of the Companies Act, 2013, and (iii) other disclosures under other applicable provisions.

The necessary information of Mr. Ishwar Das Chugh, nature of his expertise in specific functional areas, names of companies in which he holds directorships and memberships / chairmanships of Board Committees and shareholding etc. as stipulated under the Listing Regulations, are provided in the note no. 22 of this Notice.

Further, Mr. Ishwar Das Chugh is holding a Master's degree in Business Administration from Delhi University. He is well known in professional and social circles of Delhi, Haryana & Uttar Pradesh. He is a member of All India Cycles Manufacturers' Association. Previously, he was Whole time director of the company till 30th March, 2021.

Except Mr. Ishwar Das Chugh and his relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in the Special Resolution set out at Item no. 2 in Special Business of this Notice.

The Board recommends the special resolution set out at Item No. 2 in Special Business of the Notice for approval by the members.

Item No. 3: Appointment of Mr. Chander Mohan Dhall as the Whole-Time Director

Based on the recommendation of the Nomination and Remuneration Committee and keeping in view of his vast experience and exposure in accounting laws, the Board of Directors of the Company at its meeting held on 12th September 2021, has appointment Mr. Chander Mohan Dhall (DIN:01398734), Whole Time Director designated as "Whole time director & Chief Financial Officer (CFO)" of the Company

for a period of 3 years w.e.f. September 30, 2021, subject to approval of the members of the Company in the ensuing Annual General Meeting of the Company.

Mr. Chander Mohan Dhall, aged 59 years, is CWA/CMA by qualification and also possess a Master Degree of Commerce. He is looking after the accounting areas of the Company. He has good command on various accounting laws.

The terms and conditions of his appointment are as under:

Period:

For the period of 3 years w.e.f. September 30, 2021.

Remuneration:

1. Basic Salary:
Rs.59,000 (Rupees Fifty Nine Thousands only) plus special allowance Rs. 50,000 (Rupees Fifty Thousands only) per month, with such increment(s) as may be decided by the Nomination and Remuneration Committee from time to time in accordance with the HR policy of the Company;
2. He shall be entitled to the perquisites, benefits, and allowance as may be decided by Board and / or Nomination and Remuneration Committee from time to time;
3. In addition to above, he shall be entitled for Company's contribution to Provident Fund but not exceeding 12.33% of the salary, superannuation and payment of gratuity as per the HR Policy of the Company;
4. Overall Remuneration:
The aggregate of salary, together with perquisites, allowance, benefits and amenities payable to Mr. Chander Mohan Dhall in any financial year shall not exceed the limits prescribed from time to time under section 196, 197 of the Act read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) and enactment(s) thereof for the time being in force);
5. Mr. Chander Mohan Dhall shall not be entitled to any sitting fees for attending meetings of the Board or Committees thereof;
6. The perquisites shall be valued in terms of actual expenditure incurred by the Company and shall be evaluated wherever applicable as per Income Tax Act, 1961 or rules made thereunder and any modification thereof.

The above may be treated as a written memorandum setting out the terms of re-appointment of Mr. Chander Mohan Dhall under Section 190 of the Act.

Details of Mr. Chander Mohan Dhall are provided in the note no. 22 to the Notice.

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 incurred profit after tax of ₹ 3.12 crores (approx) in F.Y. 2019-20 as against losses of ₹ 45.81 crores (approx) in F. Y. 2018-19.
	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. Chander Mohan Dhall is CWA/CMA by qualification and also possess a Master Degree of Commerce and is associated with the Company since 1996. He has total experience of 37 years in serving several Companies in the field of Accounting & Finance and is presently serving the Company as Chief Financial Officer of the Company.
	Past remuneration	<ul style="list-style-type: none"> • 2018-19: ₹ 9,00,144/- • 2019-20: ₹ 9,00,144/- • 2020-21: ₹ 9,00,144/-
	Recognition or awards	Nil
	Job profile and his suitability	He is presently working as Chief Financial Officer of the Company, in which capacity he is devoting whole time attention to the affairs 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 Chief Financial Officer 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 / inadequate profits	<p>Since last few years, Malanpur manufacturing Unit of the Company has been closed as it was incurring heavy losses. Subsequently, Sonapat Unit has also remained non-operational during the year under reference.</p> <p>Sahibabad Unit also could not perform well due to liquidity problem caused because of payment of bank and other liabilities of the company.</p>
	Steps taken or proposed to be taken for improvement	To take care of the liquidity problem and for making arrangement of funds, the company is planning to sell non-performing assets of the company.

S. No.	Particulars	Details
		As pointed out in point no. ii, as referred to above, the Company plans to sell non-performing / non-productive assets of the Company for improving liquidity and working capital base. With the infusion of the funds, the Company will be able to attain the production and dispatch levels at much higher quantities as was being done in previous years and will be able to improve the productivity and profitability of the company considerably.
IV.	Disclosure	NA

Expected increase in productivity and profits in measurable terms :

Turnover

₹ in crores

Year	Sahibabad unit	Sonepat unit	Malanpur unit	Total
2021-22	75.00	-	-	75.00
2022-23	100.00	-	-	100.00

Profits

₹ in crores

Year	Sahibabad unit	Sonepat unit	Malanpur unit	Total
2021-22	1.00	-	-	1.00
2022-23	1.50	-	-	1.50

Except Mr. Chander Mohan Dhall and his relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in the Special Resolution set out at Item no. 3 in Special Business of this Notice.

The Board recommends the special resolution set out at Item No. 3 in Special Business of the Notice for approval by the members.

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

**Sd/-
(RAKESH)
Company Secretary &
Compliance officer**

Place: New Delhi
Date: 12th September, 2021

BOARD'S REPORT / DIRECTORS' REPORT 2019-20

CIN: L35923HR1950PLC001614

TO THE MEMBERS:-

Your directors are delighted to present Sixty Ninth (69th) Annual Report of your Company along with the Audited Statement of Accounts for the year ended 31st March 2020.

FINANCIAL HIGHLIGHTS, STATE OF COMPANY AFFAIRS & FUTURE PROSPECTS

(₹ In Lacs)

Particulars	Standalone		Consolidated	
	F.Y 2019-20	F.Y 2018-19	F.Y 2019-20	F.Y 2018-19
Revenue from operations (Gross)	15590.21	53836.12	15590.21	53836.12
Total Income	20010.26	53891.65	20010.26	53891.65
Total Expenses	20697.38	59532.92	20697.93	56536.12
Profit Before Tax (after exceptional Item)	(687.13)	(5641.27)	(687.67)	(5644.48)
Tax Expenses (including Deferred tax)	999.01	1060.09	999.01	1060.09
Profit After tax	311.89	(4581.18)	311.34	(4584.39)

The Net Profit of the Company during the FY 2019-20 was ₹ 311.89 Lacs as against loss of ₹ 4581.18 lacs during the FY 2018-19.

Annual Return

MGT-9 as required under sub-section (3) of section 92 of Companies Act, 2013 has been annexed to this report and forms its integral part. (Annexure-1)

PRODUCTION

During the year under consideration, the Company produced 5,14,781 bicycles as against 18,36,977 bicycles in the previous year.

SALES

Sales during the year amounted to ₹ 15,590.21 lacs including the sales to foreign countries as against ₹ 53836.12 lacs including the sales to foreign countries in the previous year.

TRANSFER TO RESERVES

The Company proposes to transfer ₹ 389.74 lacs to the General Reserve for the F.Y. 2019-20 as against ₹ NIL to General Reserve in the previous year.

EXPORTS

During the period under consideration your Company exported bicycles and bicycle components to several countries thereby earning valuable foreign exchange of ₹ 1006.90 Lacs.

SHARE CAPITAL

The paid up Equity Share Capital as at 31st March 2020 stood at ₹ 3,25,19,190/- i.e. 65,03,838 Equity Shares of ₹ 5 each. During the year under review, the Company has not issued shares with differential voting rights nor has granted any stock options or sweat equity. As on 31st March 2020, none of the Directors of the Company hold instruments convertible into equity shares of the Company.

DIVIDEND

Since the books are not in good shape, no Dividend has been declared in the Financial Year 2019-20.

CONSOLIDATED ACCOUNTS

The Consolidated Financial Statements of the Company are prepared in accordance with Indian Accounting Standards ("Ind AS") issued by the Institute of Chartered Accountants of India and forming part of this Annual Report. The three wholly owned subsidiary companies of the Company are yet to commence its business.

CHANGE IN NATURE OF BUSINESS

There is no change in the nature of business.

PERFORMANCE OF THE COMPANY

Performance of the Company in terms of total quantity sold as compared to last year was negative as two units out of three were non operational during the period under review.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Management Discussion and Analysis Report for the year under review, as stipulated under Regulation 34 (2) read with Part B of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is presented in a separate section forming part of this Annual Report. (Annexure-2)

DIRECTORS

The Board of Directors based on the recommendation of Nomination & Remuneration Committee, at its meeting held on 12.09.2021:

- approved the appointment of Mr. Chander Mohan Dhall, Chief Financial Officer of the Company as Additional Director (Executive Director Capacity) of the Company with effect from 30.09.2021 for a term of three years and designated as Whole Time Director and Chief Financial Officer of the Company. The appointment is subject to approval of members at the forthcoming AGM by passing Special Resolution.
- recommended the appointment of Mr. Ishwar Das Chugh* as Director (Non-executive Capacity), for members' approval by passing Special Resolution.

The Company has received declarations from all the Independent Directors confirming that they meet the criteria of

Independence as prescribed under the Act and Listing Regulations.

*The tenure of Mr. Ishwar Das Chugh as Whole Time Director was expired on 30.03.2021 and he was ceased to be director of the Company from such date. Now the Board has again recommended his appointment as Non-Executive Director to the Shareholders in ensuing Annual General Meeting.

Mr. Hira Lal Bhatia (DIN: 00159258) has resigned from the post of Non-Executive Director of the Company with effect from 07.06.2020 due to serious health issues.

CRITERIA FOR MAKING PAYMENT TO NON-EXECUTIVE DIRECTORS

Non-Executive Directors are paid only sitting fees of ₹ 15,000 for attending the Board Meeting and ₹ 5000 for attending the Committee Meeting of the Company.

KEY MANAGERIAL PERSONNEL

In the capacity of Key Managerial Personnel, as on date the Company has following officers:

1. Mr. Ishwar Das Chugh, Whole Time Director*
2. Mr. Chander Mohan Dhall, Whole Time Director and Chief Financial Officer**
3. Mr. Narendra Pal Singh, Chief Executive Officer
4. Mr. Nikhil Bindal, Company Secretary#
5. Mr. Rakesh, Company Secretary#

* The tenure of Mr. Ishwar Das Chugh as Whole Time Director was expired on 30.03.2021 and he was ceased to be director of the Company from such date.

** Mr. Chander Mohan Dhall, Chief Financial Officer of the Company was appointed as Additional Director (Executive Director Capacity) of the Company with effect from 30.09.2021 for a term of three years and designated as Whole Time Director and Chief Financial Officer of the Company. The appointment is subject to approval of members at the forthcoming AGM by passing Special resolution.

#Mr. Nikhil Bindal has resigned from the post of Company Secretary w.e.f 05.01.2021 and he ceased to be Company Secretary of the company from such date. The Board of Directors at their meeting held on 12.02.2021 has appointed Mr. Rakesh as Company Secretary in place of Mr. Nikhil Bindal w.e.f. 12.02.2021.

Mr. Chander Mohan Dhall whose tenure as Chief Financial Officer of the Company was expiring on 31st March 2020, was re-appointed as Chief Financial Officer of the Company in board meeting dated 13th February, 2020 for the period 1st April 2020 to 31st March 2021. Mr. Narendra Pal Singh whose tenure as Chief Executive Officer of the Company was expiring on 31st March 2020 was re-appointed as Chief Executive Officer of the Company in board meeting dated 13th February, 2020 for the period 1st April 2020 to 31st March 2021.

Further, Mr. Chander Mohan Dhall whose tenure as Chief Financial Officer of the Company was expiring on 31st March 2021, was re-appointed as Chief Financial Officer of the Company in board meeting dated 1st April 2021 for the period 1st April 2021 to 31st March 2022. Mr. Narendra Pal Singh whose tenure as Chief Executive Officer of the Company was expiring on 31st March 2021 was re-appointed as Chief

Executive Officer of the Company in board meeting dated 1st April 2021 for the period 1st April 2021 to 31st March 2022.

COMPLIANCE CERTIFICATE BY CHIEF FINANCIAL OFFICER AND CHIEF EXECUTIVE OFFICER

Board of Directors in the board meeting held on 12.09.2021 took note of the Compliance Certificate duly signed by Mr. Chander Mohan Dhall, Chief Financial Officer and Mr. Narendra Pal Singh, Chief Executive Officer that they have reviewed financial statements and cash flow statement etc. for the financial year ended 31st March, 2020 as per Regulation 17(8) read with Schedule II Part B of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Such certificate is annexed after Corporate Governance Report for F.Y. 2019-20 and forms Integral part of this Annual Report.

PERFORMANCE EVALUATION OF THE BOARD

Pursuant to the provisions of the Companies Act, 2013 and Regulation 17(10) & Regulation 25(4) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a healthy discussion was held among directors after taking into consideration of the various aspects of the Board's functioning, composition of the Board and its Committees, culture, execution and performance of specific duties, obligations and governance in the Board Meeting held on 12th May, 2020.

The performance evaluation of the Independent Directors as per Regulation 17(10) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 was completed. The performance evaluation of the Chairman and the Non-Independent Directors was carried out by the Independent Directors as per Regulation 25(4) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Board of Directors expressed their satisfaction with the evaluation process.

NUMBER OF MEETINGS OF THE BOARD

There were total of 11 number of Board Meetings held during the financial year 2019-20. Further details are provided in the Corporate Governance Report.

DEPOSITS (INCLUDING LOANS FROM MEMBERS)

The Company has not accepted any deposit from the public or members during the financial year.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

There were NIL Loans, Guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013.

VIGIL MECHANISM / WHISTLE BLOWER MECHANISM

The Company has a whistle blower policy to report genuine concerns or grievances. The Whistle Blower Policy has been posted on the website of the Company and whistle blower mechanism is reviewed regularly by the Audit Committee of the Company. There were Nil complaints recorded under Whistle Blower Mechanism during the year.

NOMINATION AND REMUNERATION POLICY

The Board of Directors has framed a policy which lays down a framework in relation to remuneration of Directors, Key

Managerial Personnel and Senior Management of the Company. This policy also lays down criteria for selection and appointment of Board Members. The details of this policy are explained in the Corporate Governance Report.

RISK MANAGEMENT POLICY

The Company has developed and implemented the risk management policy for the Company including identification therein of elements of risk, if any, which in the opinion of the Board may threaten the existence of the company. Accordingly, it has considered to study risks by dividing them into following categories:

1. Strategic Risk Assessment
2. Operation Risk Assessment
3. Compliance Risk Assessment
4. Internal Audit Risk Assessment
5. Financial Statement Risk Assessment
6. Fraud Risk Assessment
7. Market Risk Assessment
8. Credit Risk Assessment
9. Customer Risk Assessment
10. Supply Chain Risk Assessment
11. Product Risk Assessment
12. Security Risk Assessment
13. Information Technology Risk Assessment
14. Project Risk Assessment

Since our company is not among top 500 listed companies determined on the basis of market capitalization at the end of F.Y 2019-20 (on the basis of list of top 500 companies available on NSE/ BSE websites), it is not mandatory for our company to maintain such committee.

RELATED PARTY TRANSACTIONS

All transactions entered with Related Parties for the year under review were on arm's length basis and in the ordinary course of business and that the provisions of Section 188 of the Companies Act, 2013 are not attracted. Thus disclosure in form AOC-2 is not required. Further, there are no material related party transactions during the year under review with the Promoters, Directors or Key Managerial Personnel and there are no related party transactions which exceeds ten percent of the annual consolidated turnover of the Company as per last audited financial statements of the Company. The Company has developed a Related Party Transactions framework through Standard Operating Procedures for the purpose of identification and monitoring of such transactions.

All Related Party Transactions are placed before the Audit Committee on quarterly basis for confirmation. Omnibus approval was obtained on a yearly basis for transactions which are repetitive in nature subject to further approval in case actual transactions are found to be exceeding the omnibus approval. A statement giving details of all Related Party Transactions are placed before the Audit Committee for review on quarterly basis.

A Policy on Material Related Party Transactions as approved by the Board of Directors has been uploaded on the website of the Company www.atlasbicycles.com. None of the Directors

has any pecuniary relationship or transactions vis-à-vis the Company.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS

There are no significant and material orders passed by the Regulators / Courts that would impact the going concern status of the Company and its future operations.

TRANSFER TO INVESTOR EDUCATION AND PROTECTION FUND (IEPF)

Equity shares in respect of which, the dividend for the year 2010-11 and 2011-12 remained unclaimed for seven consecutive years has been transferred to the IEPF Authority, in compliance with Section 124 of the Companies Act, 2013 read with rule 6 of the Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2017, after giving individual notices to concerned Shareholders and advertisements in newspapers. Equity shares in respect of which, the dividend for the year 2012-13 remained unclaimed for seven consecutive years are under process of transferring to the IEPF Authority.

CORPORATE GOVERNANCE

The Company complies with the clauses of Listing Agreement entered into with the National Stock Exchange of India Limited and BSE Limited, where the Company's shares are listed and the Company complies with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Further, in terms of the provisions of Section C of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, your Company has complied with the requirements of Corporate Governance and a Report on Corporate Governance together with certificate from the Company's Statutory Auditors confirming compliance, is set out in a statement, which forms part of this Annual Report.

STATUTORY AUDITORS AND AUDITORS' REPORT

The shareholders of the company vide 66th Annual General Meeting of the company held on 28th September, 2017 approved appointment of M/s Dinesh Nangru & Co., Chartered Accountants (Firm Registration No. 015003N) for a term of five years commencing from F.Y 31st March, 2018 to FY 31st March, 2022 and hold office from the conclusion of the 66th Annual General Meeting of the Company till the conclusion of the 71st Annual General Meeting on such remuneration plus GST, out of pocket expenses, as may be mutually agreed between Board and Dinesh Nangru & Co.

As per amendments to the Companies Act, 2013 and rules made therein and as per notification dated 7th May, 2018 by the Ministry of Corporate Affairs (MCA), ratification of the Statutory Auditor is no longer required to be passed by shareholders at the ensuing Annual General Meeting (AGM) and therefore, approval of the shareholders is not sought at the ensuing AGM.

The qualifications or remarks in the Auditor's Report read with Notes to financial statements are self-explanatory.

SECRETARIAL AUDITOR AND SECRETARIAL AUDITOR'S REPORT

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and rules made thereunder, the Company has

appointed M/s Mukesh Arora & Company, a firm of Company Secretaries in Practice (Certificate of Practice Number: 4405) to undertake the Secretarial Audit of the Company. The Secretarial Audit Report is annexed to this report and forms an integral part of this Report.

COST AUDIT

As per the requirement of Central Government and pursuant to Section 148 of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Rules, 2014 as amended from time to time, your Company is not required to carry out audit of cost records relating to Bicycle Industry. Accordingly, your Company did not appoint Cost Auditor in this financial year.

INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY

Your Company has a comprehensive and effective internal control and risk mitigation system, including internal financial control, for all the major processes, to ensure reliability of financial reporting, timely feedback on operational and strategic goals, compliance with policies, procedures, law and regulations, safeguarding of assets and economical and efficient use of resources. The Company's internal control system is commensurate with its size, scale and complexities of its operations. The main thrust of internal audit is to test and review controls, appraisal of risks and business processes, besides benchmarking controls with best practices in the industry.

The Audit Committee of the Company actively reviews the adequacy of internal control systems and effectiveness of internal audit function.

CORPORATE SOCIAL RESPONSIBILITY (CSR)

Requirements relating to Corporate Social Responsibilities as envisaged in Schedule VII of the Companies Act, 2013 and Companies (Corporate Social Responsibility Policy) Rules, 2014 are not applicable on our company for this financial year.

HUMAN RESOURCE DEVELOPMENT AND INDUSTRIAL RELATION

Your Company strives to provide the best working environment with ample opportunities to grow and explore. Your Company maintains a work environment that is free from physical, verbal and sexual harassment. Every initiative and policy of the Company takes care of welfare of all its employees. The human resource development function of the Company is guided by a strong set of values and policies. The details of initiatives taken by the Company for the development of human resource are given in Management Discussion and Analysis Report. The Company maintained healthy, cordial and harmonious industrial relations at all levels throughout the year.

STATUTORY INFORMATION

The Business Responsibility Reporting as required by Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is not applicable to your Company for the year under review.

PERSONNEL AND PARTICULARS OF EMPLOYEES

The industrial relations with the workers and staff of the Company remained cordial throughout the year. There was unity of objective among all levels of employees, continuously striving

for improvement in work practices and productivity. Training and development of employees continue to be an area of prime importance.

Particulars of the employees as required under section 197 (12) of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and forming part of the Directors' Report for the year ended 31st March 2020 is annexed to this report and forms an integral part of this report.

None of the employees listed in the said Annexure is a relative of any Director of the Company. Apart from Mr. Vikram Kapur, President of Sonepat Unit, Mr. Rajiv Kapur, Joint President of Sonepat Unit, Mr. Gautam Kapur, Joint President of Sahibabad Unit and Mr. Sanjay Kapur, Joint President of Malanpur Unit, none of the employees hold (by himself or along with his spouse and dependent children) more than two percent of the equity shares of the Company.

DISCLOSURES UNDER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION & REDRESSAL) ACT, 2013

There were NIL cases of sexual harassment filed during the Financial Year.

LISTING OF COMPANY'S EQUITY SHARE

Your Company's shares continue to be listed on BSE Limited and National Stock Exchange of India Limited. The annual listing Fee for the year 2019-20 has been paid to BSE Limited and National Stock Exchange of India Limited within stipulated time.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

The information under Section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 for the year ended 31st March 2020 is given here below:

CONSERVATION OF ENERGY

- Energy audit of the transformers installed in the factory was got done by approved agency and suggestions were implemented resulting in improved power factor.
- Cable end terminations changed with improved XLPE-aluminum lugs to eliminate joint heating to avoid wastages.

TECHNOLOGY ABSORPTION

The efforts made towards technology absorption were: -

- New bus bar panel installed between 33KVA transformer & main ACB.
- New Water Dry off Oven installed in existing phosphating plant to improve paint quality.
- All tubular HSD furnaces converted to PNG system burners.

FOREIGN EXCHANGE EARNING AND OUTGO

Total foreign exchange earned: ₹ 1006.90 lacs

Total foreign exchange used: ₹ 817.30 lacs

DIRECTORS' RESPONSIBILITY STATEMENT

To the best of knowledge and belief and according to the information and explanations obtained by them, your Directors make the following statement in terms of Section 134(3)(c) of the Companies Act, 2013 that:

- I. In the preparation of the Annual Accounts for the year ended 31st March 2020, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- II. The directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent, so as to give a true and fair view of the state of affairs of the Company as at 31st March 2020 and of the loss of the Company for the year ended on that date.
- III. The directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities, to the best of the knowledge and ability of the Directors
- IV. The Annual Accounts have been prepared on a going concern basis.
- V. The Directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and
- VI. The Directors had devised proper system to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

INTERNAL FINANCIAL CONTROLS

The Internal Financial Controls with reference to Financial Statements are found to be adequate by the Statutory Auditors of the Company.

REPORT ON THE HIGHLIGHTS OF PERFORMANCE OF ITS SUBSIDIARY COMPANIES, JOINT VENTURES, ASSOCIATE COMPANIES AND THEIR CONTRIBUTION TO THE OVERALL PERFORMANCE OF THE COMPANY

The Company has 3 (three) wholly owned subsidiary

companies viz. Atlas Cycles Sonepat Limited, Atlas Cycles (Sahibabad) Limited and Atlas Cycles (Malanpur) Limited. These companies are yet to commence its business and accordingly there are no highlights of performance or their contribution to the overall performance of the Company to reflect during the year. The Annual Reports of Subsidiary Companies are available for download at www.atlasbicycles.com. Apart from these, the Company does not have any associate companies and joint ventures.

Form AOC-1 containing salient features of 3 wholly owned subsidiary companies duly certified by Statutory Auditors of the Company under section 129(3) of the Companies Act, 2013 read with Rule 5 of Companies (Accounts) Rules, 2014 are annexed herewith. There are no associate companies as per definition given in Section 2(6) of the Companies Act, 2013.

There are no companies which have become or ceased to be subsidiary companies, associate companies or joint ventures during the year.

ACKNOWLEDGEMENT

The Board of Directors wishes to place on record its appreciation for the commitment, dedication and hard work done by the employees in the Company and the cooperation extended by Banks, Government authorities, customers and shareholders of the Company and looks forward to a continued mutual support and co-operation.

SANJIV KAVALJIT SINGH

(DIN: 00015689)
104, Malcha Marg,
New Delhi – 110021

KARTIK ROOP RAI

(DIN: 06789287)
7020, Sector-B, Pocket - 10,
Vasant Kunj, Delhi-110070

Date : 12th September, 2021
Place : Delhi



DIRECTORS

FORM MR-3
SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2020
[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies
(Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To
The Members,
Atlas Cycles (Haryana) Limited
Atlas Road, Industrial Area,
Sonepat, Haryana-131001

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Atlas Cycles (Haryana) Limited (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's Books, Papers, Minute Books, Forms and Returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2020 ('Audit Period'), complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter :

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2020 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings(Not applicable to the company as there was no transactions under FEMA or Rules made thereunder during the financial year under review)
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') viz: -
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations,

2009 (**Not applicable as the company did not issue any security during the financial year under review.**)

- (d) The Securities and Exchange Board of India (Employee stock option scheme and Employee stock purchase scheme) Guidelines, 1999 (**Not applicable as the company has not granted any options to its employees during the financial year under review**);
- (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (**Not applicable as the company has not issued any debt securities during the financial year under review**);
- (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009. (**Not applicable as the company has not Delisted its Equity Shares during the financial year under review**); and
- (h) The Securities and Exchange Board of India (Buy-back of Securities) Regulations, 1998 (**Not applicable as the company has not bought back any of its securities during the financial year under review**);
- (vi) Any other applicable laws like Factories Act, 1948, The Payment of Gratuity Act, 1972 except Employees State Insurance payment of Rs. 17,896/- and Provident fund payment of Rs 4,33,405/- which is yet to be deposited by Sonepat unit of the Company.

I have also examined compliance with the applicable clauses / regulations of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India i.e. Secretarial Standards-1 (Meeting of the Board of Directors) & Secretarial Standards-2 (General Meetings)
- (ii) The Listing Agreements entered into by the Company with National Stock Exchange (**NSE**) and Bombay Stock Exchange (**BSE**).
- (iii) The Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above, subject to the following observations:

The company has taken inter corporate loan from its associate concern Milton Cycle Industries Limited of Rs. 9,00,00,000/- (Rs Nine crores) which carries interest @ 11% p.a. The company has not honored repayment terms as stipulated in inter corporate loan agreement.

Further reported that:

- The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
- Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- All decisions at Board Meeting and Committee are carried through while the dissenting members' views are captured and recorded as part of the minutes.

I further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

**For Mukesh Arora & Co.
Practicing Company Secretaries**

**Date: - 12th September, 2021
Place: - New Delhi**

**Mukesh Arora
F.C.S No. 4819
C.P No. 4405
UDIN NO:F004819C000935540**

This report is to be read with our letter of even date which is annexed as Annexure-A and forms an integral part of this report.

ANNEXURE A TO SECRETARIAL AUDIT REPORT

**To
The Members,
Atlas Cycles (Haryana) Limited
Atlas Road, Industrial Area
Sonepat -131001, Haryana**

Our report of even date is to be read along with this letter

1. Maintenance of Secretarial Record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on audit.
2. We have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on the test basis to ensure that correct facts are reflected in Secretarial records. We believe that the process and practices we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and books of Accounts of the company.
4. Wherever required, we have obtained the management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of Management. Our examination was limited to the Verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

**For Mukesh Arora & Co.
Practicing Company Secretaries**

**Date: 12th September, 2021
Place: New Delhi**

**Mukesh Arora
F.C.S No. 4819
C.P No. 4405
UDIN NO:F004819C000935540**

FORM NO. MGT 9
EXTRACT OF ANNUAL RETURN
As on financial year ended on 31.03.2020
Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company
(Management & Administration) Rules, 2014.

I. REGISTRATION & OTHER DETAILS:

1.	CIN	L35923HR1950PLC001614
2.	Registration Date	31 st May,1950
3.	Name of the Company	Atlas Cycles (Haryana) Limited
4.	Category/Sub-category of the Company	Public company / Limited by shares
5.	Address of the Registered office & contact details	Atlas Cycles (Haryana) Limited, Industrial Area, Atlas Road, Sonapat-131001(Haryana)
6.	Whether listed or Unlisted	Listed
7.	Name, Address & contact details of the Registrar & Transfer Agent, if any.	MAS SERVICES LIMITED T-34, 2 nd floor, Okhla Industrial Area, phase-2, New Delhi-110020 Tel: (011 26387281,82,83), Email: info@masserv.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY (All the business activities contributing 10 % or more of the total turnover of the company shall be stated)

S. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Manufacturers of Bicycles	3761 & 3768	100%

III. PARTICULARS OF HOLDING,SUBSIDIARY AND ASSOCIATE COMPANIES

S. No.	Name and address of the company	CIN/GLN	Holding/Subsidiary/ Associate	% of shares held	Applicable Section
1	Atlas Cycles (Malanpur) Limited	U35929HR1999PLC034259	SUBSIDIARY	100%	2(87)
2	Atlas Cycles (Sahibabad) Limited	U35929HR1999PLC034260	SUBSIDIARY	100%	2(87)
3	Atlas Cycles Sonapat Limited	U35929HR1999PLC034261	SUBSIDIARY	100%	2(87)

VI. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year [As on 31-March-2019]				No. of Shares held at the end of the year [As on 31-March-2020]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/ HUF	1469249	108054	1577303	24.25	1548581	29876	1578457	24.27	0.02
b) Central Govt	0	0	0	0	0	0	0	0	0
c) State Govt(s)	0	0	0	0	0	0	0	0	0
d) Bodies Corp.	1181274	7176	1188450	18.27	1181274	7176	1188450	18.27	0
e) Banks / FI	0	0	0	0	0	0	0	0	0
f) Any other	0	0	0	0	0	0	0	0	0
Total shareholding of Promoter (A)	2650523	115230	2765753	42.52	2729855	37052	2766907	42.54	0.02

Category of Shareholders	No. of Shares held at the beginning of the year [As on 31-March-2019]				No. of Shares held at the end of the year [As on 31-March-2020]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	0	32	32	0.001	0	0	0	0	-0.001
b) Banks / FI	152	0	152	0.002	502	0	502	0.01	0.008
c) Central Govt	0	0	0	0	0	0	0	0	0
d) State Govt(s)	0	0	0	0	0	0	0	0	0
e) Venture Capital Funds	0	0	0	0	0	0	0	0	0
f) Insurance Companies	0	0	0	0	0	0	0	0	0
g) FII's	0	0	0	0	0	0	0	0	0
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
i) Others (specify)	0	0	0	0	0	0	0	0	0
Sub-total (B)(1):-	152	32	184	0.003	502	0	502	0.01	0.007
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	398772	8510	407282	6.26	358553	2510	361063	5.55	-0.71
ii) Overseas	0	0	0	0	0	0	0	0	0
b) Individuals									
i) Individual shareholders holding nominal share capital up to ₹ 2 lakh	2810690	265294	3075984	47.29	2884260	249376	3133636	48.18	0.89
ii) Individual shareholders holding nominal share capital in excess of ₹ 2 lakh	137059	0	137059	2.11	137337	0	137337	2.11	0
c) Others (specify)									
Non Resident Indians	58104	250	58354	0.9	71109	250	71359	1.1	0.2
Overseas Corporate Bodies	0	0	0	0	0	0	0	0	0
Foreign Nationals	0	0	0	0	0	0	0	0	0
Clearing Members	54220	0	54220	0.83	28032	0	28032	0.43	-0.4
Trusts	5002	0	5002	0.08	5002	0	5002	0.08	0
Foreign Bodies - D R	0	0	0	0	0	0	0	0	0
Sub-total (B)(2):-	3463847	276054	3737901	57.47	3484293	252136	3736429	57.45	-0.02
Total Public Shareholding (B)=(B)(1)+ (B)(2)	3463999	274086	3738085	57.47	3484795	252136	3736931	57.46	-0.01
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
Grand Total (A+B+C)	6114522	389316	6503838	100	6214650	289188	6503838	100	0

B) Shareholding of Promoter-

S. No.	Shareholder's Name	Shareholding at the beginning of the year [As on 31-March-2019]			Shareholding at the end of the year [As on 31-March-2020]			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged/ encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged/ encumbered to total shares	
1	Sanjay Kapur	230422	3.54	0	230422	3.54	0	0
2	Sanjay Kapur (HUF)	36678	0.56	0	36678	0.56	0	0
3	Vikram Kapur	91068	1.4	0	91068	1.4	0	0
4	Vikram Kapur(HUF)	41320	0.64	0	41320	0.64	0	0
5	Gautam Kapur	259008	3.98	0	276450	4.25	0	0.27
6	Girish Kapur	124242	1.91	0	141684	2.18	0	0.27
7	Rajiv Kapur	86290	1.33	0	86290	1.33	0	0
8	Rajiv Kapur (HUF)	94438	1.45	0	94438	1.45	0	0
9	Jai Dev Kapur	34884	0.54	0	0	0	0	-0.54
10	Salil Kapur	532	0.01	0	532	0.01	0	0
11	Arun Kapur	23200	0.36	0	176	0	0	-0.36
12	Neely Kapur	324	0	0	324	0	0	0
13	Angad Kapur	51800	0.8	0	51800	0.8	0	0
14	Meera Kapur	23646	0.36	0	23646	0.36	0	0
15	Bimla Kapur	31390	0.48	0	12474	0.19	0	-0.29
16	B.D. Kapur (HUF)	36238	0.56	0	0	0	0	-0.56
17	Achla Bawa	99	0	0	99	0	0	0
18	Rahul Kapur	37388	0.57	0	37388	0.57	0	0
19	Rishav Kapur	37390	0.57	0	37390	0.57	0	0
20	Radhika Girish Kapur	132968	2.04	0	132968	2.04	0	0
21	Bindu Kapur	24262	0.37	0	24262	0.37	0	0
22	Abhinav Kapur	48700	0.75	0	48700	0.75	0	0
23	Malti P Mehra	2	0	0	2	0	0	0
24	Ashwin Kapur	26198	0.4	0	26198	0.4	0	0
25	Prashant Kapur	26198	0.4	0	26198	0.4	0	0
26	Sakshi Kapur	13460	0.21	0	13460	0.21	0	0
27	Siddhant Kapur	43324	0.67	0	43324	0.67	0	0
28	Renu Aggarwal	2	0	0	2	0	0	0
29	Shri Jagdish Kapur (HUF)	0	0	0	0	0	0	0
30	Madhvi Malhotra	21832	0.34	0	21832	0.34	0	0
31	RAOSHMI KAPUR	0	0	0	27084	0.42	0	0.42
32	ASHWATH KAPUR	0	0	0	26124	0.4	0	0.4
33	AKSHAY KAPUR	0	0	0	26124	0.4	0	0.4
34	Milton Cycles Industries Ltd.	651692	10.02	0	651692	10.02	0	0
35	Limrose Engg. Works Pvt. Ltd.	515300	7.92	0	515300	7.92	0	0
36	Corona Rim Mfg. Co. Ltd	7176	0.11	0	7176	0.11	0	0
37	Jankidas & Sons Pvt. Ltd	14282	0.22	0	14282	0.22	0	0
	TOTAL	2765753	42.52	0	2766907	42.54	0	0.02

C) Change in Promoters' Shareholding (please specify, if there is no change)

S. No.	Name	Shareholding		Date	Increase/ (Decrease) in Shareholding	Reason	Cumulative Shareholding During the Year (01.04.2019 to 31.03.2020)	
		No. of shares at the beginning of the year (01-04-2019)	% of total shares of the company				No. of shares	% of total shares of the company
1.	Arun Kapur	23200	0.36	31.03.2019			23200	0.36
				10.08.2019	23024	Transmission	176	0.00
				31.03.2020			176	0.00
2.	Jai Dev Kapur	34884	0.54	31.03.2019			34884	0.54
				30.05.2019	34884	Partition of HUF	0	0.00
				31.03.2020			0	0.00
3.	Gautam Kapur	259008	3.98	31.03.2019			259008	3.98
				30.05.2019	17442	Partition of HUF	276450	4.25
				31.03.2020			276450	4.25
4.	Girish Kapur	124242	1.91	31.03.2019			124242	1.91
				30.05.2019	17442	Partition of HUF	141684	2.18
				31.03.2020			141684	2.18
5.	Raoshmi Kapur*	0	0	31.03.2019			0	0
				31.03.2020			27084	0.42
6.	Ashwath Kapur*	0	0	31.03.2019			0	0
				31.03.2020			26124	0.4
7.	Akshay Kapur*	0	0	31.03.2019			0	0
				31.03.2020			26124	0.4
8.	Bimla Kapur	31390	0.48	31.03.2019			31390	0.48
				23.10.2019	12916	Transferred to IEPF	18474	0.28
				12.02.2020	6000	Transferred to IEPF	12474	0.19
				31.03.2020			12474	0.19
9.	B.D. Kapur (HUF)	36238	0.56	31.03.2019			36238	0.56
				23.10.2019	36238	Transferred to IEPF	0	0.00
				31.03.2020			0	0.00

*Post transmission of shares from Mr. Arun Kapur, a request was received from these shareholders for adding their names in promoters list and therefore their names were added in the promoters list this year.

**D) Shareholding Pattern of top ten Shareholders:
(Other than Directors, Promoters and Holders of GDRs and ADRs):**

S. No.	Name	Shareholding		Date	Increase/ (Decrease) in Shareholding	Reason	Cumulative Shareholding During the Year (01.04.2019 to 31.03.2020)	
		No. of shares at the beginning of the year (01-04-2019)	% of total shares of the company				No. of shares	% of total shares of the company
1.	MY MONEY SECURITIES LIMITED	146264	2.25	01.04.2019			146264	2.25
				17.05.2019	9897	Sale	136367	2.10
				31.05.2019	13552	Sale	122815	1.89
				07.06.2019	6961	Sale	115854	1.78
				14.06.2019	19730	Sale	96124	1.48

S. No.	Name	Shareholding		Date	Increase/ (Decrease) in Shareholding	Reason	Cumulative Shareholding During the Year (01.04.2019 to 31.03.2020)	
		No. of shares at the beginning of the year (01-04-2019)	% of total shares of the company				No. of shares	% of total shares of the company
				21.06.2019	13117	Sale	83007	1.28
				28.06.2019	17649	Sale	65358	1.00
				05.07.2019	6690	Sale	58668	0.90
				12.07.2019	15392	Sale	43276	0.67
				19.07.2019	1000	Buy	44276	0.68
				30.08.2019	3150	Sale	41126	0.63
				27.09.2019	2000	Buy	43126	0.66
				30.09.2019	1700	Sale	41426	0.64
				31.03.2020			41426	0.64
2	NIMISH LAXMICHAND KENIA	30000	0.46	01.04.2019			30000	0.46
				31.03.2020			30000	0.46
3	BHARATI BHARAT KENIA	35000	0.54	01.04.2019			35000	0.54
				31.03.2020			35000	0.54
4	MEHAK INFRACON PRIVATE LIMITED	42450	0.65	01.04.2019			42450	0.65
				12.07.2019	998	Buy	43448	0.67
				31.03.2020			43448	0.67
5	LAXMICHAND KUNVERJI KENIA	40000	0.62	01.04.2019			40000	0.62
				31.03.2020			40000	0.62
6	VARSHA VORA	30445	0.47	01.04.2019			30445	0.47
				19.04.2019	507	Sale	29938	0.46
				26.04.2019	695	Sale	29243	0.45
				17.05.2019	99	Sale	29144	0.45
				14.06.2019	3200	Sale	25944	0.40
				21.06.2019	6912	Sale	19032	0.29
				25.10.2019	10000	Sale	9032	0.14
				31.03.2020			9032	0.14
7	ASHOK C SAMANI	834	0.01	01.04.2019			834	0.01
				20.09.2019	1289	Buy	2123	0.03
				27.09.2019	11700	Buy	13823	0.21
				04.10.2019	250	Sale	13573	0.21
				18.10.2019	10626	Buy	24199	0.37
				15.10.2019	3980	Buy	28179	0.43
				01.11.2019	1635	Sale	26544	0.41
				03.01.2020	1491	Buy	28035	0.43
				10.01.2020	710	Buy	28745	0.44
				17.01.2020	147	Sale	28598	0.44
				24.01.2020	80	Buy	28678	0.44
				31.01.2020	25	Buy	28703	0.44
				07.02.2020	409	Buy	29112	0.45
				14.02.2020	40	Sale	29072	0.45
				21.02.2020	626	Sale	28446	0.44
				28.02.2020	624	Buy	29070	0.45
				06.03.2020	757	Buy	29827	0.46
				27.03.2020	23	Buy	29850	0.46
				31.03.2020			29850	0.46

S. No.	Name	Shareholding		Date	Increase/ (Decrease) in Shareholding	Reason	Cumulative Shareholding During the Year (01.04.2019 to 31.03.2020)	
		No. of shares at the beginning of the year (01-04-2019)	% of total shares of the company				No. of shares	% of total shares of the company
8	RAMESH CHAND	66956	1.03	01.04.2019	10450	Buy	66956	1.03
				23.08.2019			77406	1.19
				31.03.2020			77406	1.19
9	SHASHANK S KHADE	70103	1.08	01.04.2019			70103	1.08
				17.05.2019			1770	1.05
				24.05.2019			1000	1.04
				31.05.2019			5897	0.94
				19.07.2019			10000	0.79
				30.08.2019			965	0.81
				06.09.2019			6730	0.91
				29.11.2019			800	0.92
				31.03.2020			59931	0.92
10	SANJEEV RAGHUBANS KANWAR.	26662	0.41	01.04.2019			26662	0.41
				31.03.2020			26662	0.41
11	RAOSHMI KAPUR.	19408	0.30	01.04.2019			19408	0.30
				30.08.2019			23024	0.65
				06.09.2019			15348	0.42
				31.03.2020			27084	0.42
12	BHAVNABEN S. PATEL	33952	0.52	01.04.2019			33952	0.52
				31.03.2020			33952	0.52

E) Shareholding of Directors and Key Managerial Personnel:

S. No.	Name	Shareholding		Date	Increase/ (Decrease) in Shareholding	Reason	Cumulative Shareholding During the Year (01.04.2019 to 31.03.2020)	
		No. of shares at the beginning (01-04-19)	% of total shares of the company				No. of shares	% of total shares of the company
A	DIRECTOR							
1	Mr. Hira Lal Bhatia*	2625	0.04	1-Apr-19	0	Nil Movement	2625	0.04
		2625	0.04	31-Mar-20			2625	0.04
2	Mr. Kartik Roop Rai.	0	0.00	1-Apr-19	0	Nil Movement	0	0.00
		0	0.00	31-Mar-20			0	0.00
3	Mr. Sanjiv Kavaljit Singh	0	0.00	1-Apr-19	0	Nil Movement	0	0.00
		0	0.00	31-Mar-20			0	0.00
4	Ms. Sadhna Syal	0	0.00	1-Apr-19	0	Nil Movement	0	0.00
		0	0.00	31-Mar-20			0	0.00
B	Key Managerial Personnel							
1	Mr. I.D Chugh** (Whole time Director)	120	0.00	1-Apr-19	0	Nil Movement	120	0.00
		120	0.00	31-Mar-20			120	0.00
2	Mr. Chander Mohan Dhall (Chief Financial Officer)	0	0.00	1-Apr-19	0	Nil Movement	0	0.00
		0	0.00	31-Mar-20			0	0.00
3	Mr. Narendra Pal Singh (Chief Executive Officer)	0	0.00	1-Apr-19	0	Nil Movement	0	0.00
		0	0.00	31-Mar-20			0	0.00

S. No.	Name	Shareholding		Date	Increase/ (Decrease) in Shareholding	Reason	Cumulative Shareholding During the Year (01.04.2019 to 31.03.2020)	
		No. of shares at the beginning (01-04-19)	% of total shares of the company				No. of shares	% of total shares of the company
4	Mr. Nikhil Bindal# (Company Secretary)	0 0	0.00 0.00	1-Apr-19 31-Mar-20	0	Nil Movement	0 0	0.00 0.00

*Mr. Hira Lal Bhatia (DIN: 00159258) has resigned from the post of Non-Executive Director of the Company with effect from 07.06.2020 due to serious health issues.

** The tenure of Mr. Ishwar Das Chugh as Whole Time Director was expired on 30.03.2021 and he was ceased to be director of the Company from such date. Now the Board has again recommended his appointment as Non-Executive Director to the Shareholders in ensuing Annual General Meeting.

Mr. Nikhil Bindal has resigned from the post of Company Secretary with effect from 05.01.2021. The Board of Directors at their meeting held on 12.02.2021 has appointed Mr. Rakesh as Company Secretary in place of Mr. Nikhil Bindal w.e.f. 12.02.2021.

F) **INDEBTEDNESS** -Indebtedness of the Company including interest outstanding/accrued but not due for payment.

(₹ in lacs)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	4783.04	0	0	4783.04
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due				
Total (i+ii+iii)	4783.04	0	0	4783.04
Change in Indebtedness during the financial year				
* Addition	0	0	0	0
* Reduction	4757.02	0	0	4757.02
Net Change	26.02	0	0	26.02
Indebtedness at the end of the financial year				
i) Principal Amount	26.02	0	0	26.02
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
Total (i+ii+iii)	26.02	0	0	26.02

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

(₹ in lacs)

S. No.	Particulars of Remuneration	Whole Time Director (I.D Chugh)
1	Gross salary	
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	25.32
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	NIL
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	NIL
2	Stock Option	NIL
3	Sweat Equity	NIL
4	Commission	
	- as % of profit	NIL
	- others, specify	0
	Total (A)	25.32

** The tenure of Mr. Ishwar Das Chugh as Whole Time Director was expired on 30.03.2021 and he was ceased to be director of the Company from such date. Now the Board has again recommended his appointment as Non-Executive Director to the Shareholders in ensuing Annual General Meeting.

B. Remuneration to other directors

(₹ in lacs)

S. No.	Particulars of Remuneration	Name of Directors				Total Amount	
		Mr. Hira Lal Bhatia*	Mr. Kartik Roop Rai.	Mr. Sanjiv Kavaljit Singh	Ms. Sadhna Syal	(in ₹)	
1	Independent Directors						
	Fee for attending board meetings (in ₹)	N.A	2.05	2.10	0.45	4.60	
	Commission		0	0	0	0	
	Others, please specify		0	0	0	0	
	Total (1)		2.05	2.10	0.45	4.60	
2	Other Non-Executive Directors						
	Fee for attending board meetings (in ₹)	2.05	N.A	N.A		2.05	
	Commission	0					0
	Others, please specify	0					0
	Total (2)	2.05				2.05	
	Total (B)=(1+2) (in ₹)	2.05	2.05	2.10	0.45	6.65	

*Mr. Hira Lal Bhatia (DIN: 00159258) has resigned from the post of Non-Executive Director of the Company with effect from 07.06.2020 due to serious health issues.

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

(₹ in lacs)

S. No.	Particulars of Remuneration	Key Managerial Personnel		
		CFO Mr. C.M. Dhall	*CS Mr. Nikhil Bindal	CEO Mr. Narendra Pal Singh
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	9.00	5.72	21.87
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	0	0	0
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	0	0	0
2	Stock Option	0	0	0
3	Sweat Equity	0	0	
4	Commission	0	0	0
	- as % of profit	0	0	0
	others, specify...	0	0	0
5	Others, please specify	0	0	0
	Total	9.00	5.72	21.87

* Mr. Nikhil Bindal has resigned from the post of Company Secretary with effect from 05.01.2021. The Board of Directors at their meeting held on 12.02.2021 has appointed Mr. Rakesh as Company Secretary in place of Mr. Nikhil Bindal w.e.f. 12.02.2021.

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty	NIL				
Punishment					
Compounding					
B. DIRECTORS					
Penalty	NIL				
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty	NIL				
Punishment					
Compounding					

Form AOC-1

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)
**Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures
as at/ for the year ended 31st March, 2020**

Part "A": Subsidiaries

(Information in respect of each subsidiary to be presented with amounts in ₹)

Sl. No.	Particulars	Details		
		(1)	(2)	(3)
1.	Sl. No.			
2.	Name of the subsidiary	Atlas Cycles (Sahibabad) Limited (CIN : U35929HR1999 PLC034260)	Atlas Cycles (Malanpur) Limited (CIN: U35929HR1999 PLC034259)	Atlas Cycles Sonepat Limited (CIN: U35929HR1999 PLC034261)
3.	The date since when subsidiary was acquired	28-05-1999	28-05-1999	28-05-1999
4.	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	NA	NA	NA
5.	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	NA	NA	NA
6.	Share capital	5,00,000	5,00,000	5,00,000
7.	Reserves & surplus	(4,82,956)	(5,02,788)	(4,89,706)
8.	Total assets	3,24,122	3,04,290	3,21,855
9.	Total Liabilities	3,24,122	3,04,290	3,21,855
10.	Investments	—	—	—
11.	Turnover	—	—	—
12.	Profit before taxation	(17,950)	(15,422)	(20,950)
13.	Provision for taxation	—	—	—
14.	Profit after taxation	(17,950)	(15,422)	(20,950)
15.	Proposed Dividend	—	—	—
16.	Extent of shareholding (in percentage)	100%	100%	100%

Notes:

- Names of subsidiaries which are yet to commence operations : Atlas Cycles (Sahibabad) Limited, Atlas Cycles (Malanpur) Limited and Atlas Cycles Sonepat Limited.
- Names of subsidiaries which have been liquidated or sold during the year : NIL.

Part "B": Associates and Joint Ventures

Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures

Sl. No.	Name of associates/Joint Ventures	NIL		
1.	Latest audited Balance Sheet Date	—	—	—
2.	Date on which the Associate or Joint Venture was associated or acquired	—	—	—
3.	Shares of Associate or Joint Ventures held by the Company on the year end	—	—	—
	No.	—	—	—
	Amount of Investment in Associates or Joint Venture	—	—	—
	Extend of Holding (in percentage)	—	—	—
4.	Description of how there is significant influence	—	—	—
5.	Reason why the associate/joint venture is not consolidated	—	—	—
6.	Networth attributable to shareholding as per latest audited Balance Sheet	—	—	—
7.	Profit/Loss for the year	—	—	—
i.	Considered in Consolidation	—	—	—
ii.	Not Considered in Consolidation	—	—	—

NOTES :

- Names of associates or joint ventures which are yet to commence operations : NIL
- Names of associates or joint ventures which have been liquidated or sold during the year: NIL

This Form is certified in the same manner in which the Balance Sheet is certified.

For **DINESH NANGRU & COMPANY**
Chartered Accountants
FRN: 015003N

Narendra Pal Singh
Chief Executive Officer

Chander Mohan Dhall
Chief Financial Officer

CA. DINESH NANGRU
PARTNER
M. No. – 094779

Rakesh
Company Secretary

Kartik Roop Rai
(DIN: 06789287)
Director

Sanjiv Kavaljit Singh
(DIN: 00015689)
Director

Date : 12th September, 2021
Place : New Delhi

Part A:

DISCLOSURE IN DIRECTOR'S REPORT PURSUANT TO SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL), RULES, 2014

Sr. No.	Requirements	Disclosure																
1.	The ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year	<table border="1"> <thead> <tr> <th>Name of the Director</th> <th>Ratio</th> </tr> </thead> <tbody> <tr> <td>Mr. Hira Lal Bhatia (DIN: 00159258)</td> <td>NA</td> </tr> <tr> <td>Mr. I. D. Chugh (DIN: 00073257)</td> <td>8.48 X</td> </tr> <tr> <td>Mr. Kartik Roop Rai (DIN: 06789287)</td> <td>NA</td> </tr> <tr> <td>Mr. Sanjiv Kavaljit Singh (DIN: 00015689)</td> <td>NA</td> </tr> <tr> <td>Ms. Sadhna Syal (DIN: 07837529)</td> <td>NA</td> </tr> </tbody> </table>	Name of the Director	Ratio	Mr. Hira Lal Bhatia (DIN: 00159258)	NA	Mr. I. D. Chugh (DIN: 00073257)	8.48 X	Mr. Kartik Roop Rai (DIN: 06789287)	NA	Mr. Sanjiv Kavaljit Singh (DIN: 00015689)	NA	Ms. Sadhna Syal (DIN: 07837529)	NA				
		Name of the Director	Ratio															
		Mr. Hira Lal Bhatia (DIN: 00159258)	NA															
		Mr. I. D. Chugh (DIN: 00073257)	8.48 X															
		Mr. Kartik Roop Rai (DIN: 06789287)	NA															
		Mr. Sanjiv Kavaljit Singh (DIN: 00015689)	NA															
		Ms. Sadhna Syal (DIN: 07837529)	NA															
Note:																		
1. The median remuneration of employees of the Company was ₹ 2,98,711/- p.a.																		
2. For this purpose, Sitting Fees paid to the Directors has not been considered as remuneration. Only Mr. I D Chugh, Whole Time Director was paid remuneration and other directors are paid only sitting fees for attending board meetings and committee meetings.																		
3. Figures have been rounded off wherever necessary																		
2.	The percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer and Company Secretary in the financial year. ***	<table border="1"> <tbody> <tr> <td>Mr. Hira Lal Bhatia (DIN: 00159258)*</td> <td>NA</td> </tr> <tr> <td>Mr. I. D. Chugh (DIN: 00073257)</td> <td>1.35%</td> </tr> <tr> <td>Mr. Kartik Roop Rai (DIN: 06789287)*</td> <td>NA</td> </tr> <tr> <td>Mr. Sanjiv Kavaljit Singh (DIN: 00015689)*</td> <td>NA</td> </tr> <tr> <td>Ms. Sadhna Syal (DIN: 07837529)*</td> <td>NA</td> </tr> <tr> <td>Mr. Chander Mohan Dhall (CFO)</td> <td>0.00%</td> </tr> <tr> <td>Mr. Narendra Pal Singh (CEO)</td> <td>21.39%</td> </tr> <tr> <td>Mr. Nikhil Bindal (CS)**</td> <td>0.00%</td> </tr> </tbody> </table>	Mr. Hira Lal Bhatia (DIN: 00159258)*	NA	Mr. I. D. Chugh (DIN: 00073257)	1.35%	Mr. Kartik Roop Rai (DIN: 06789287)*	NA	Mr. Sanjiv Kavaljit Singh (DIN: 00015689)*	NA	Ms. Sadhna Syal (DIN: 07837529)*	NA	Mr. Chander Mohan Dhall (CFO)	0.00%	Mr. Narendra Pal Singh (CEO)	21.39%	Mr. Nikhil Bindal (CS)**	0.00%
		Mr. Hira Lal Bhatia (DIN: 00159258)*	NA															
		Mr. I. D. Chugh (DIN: 00073257)	1.35%															
		Mr. Kartik Roop Rai (DIN: 06789287)*	NA															
		Mr. Sanjiv Kavaljit Singh (DIN: 00015689)*	NA															
		Ms. Sadhna Syal (DIN: 07837529)*	NA															
		Mr. Chander Mohan Dhall (CFO)	0.00%															
		Mr. Narendra Pal Singh (CEO)	21.39%															
Mr. Nikhil Bindal (CS)**	0.00%																	
* For this purpose, Sitting Fees paid to the Directors have not been considered as remuneration.																		
**Mr. Nikhil Bindal was appointed as Company Secretary of the Company w.e.f. 19.01.2019. As he was employed only for three months (approx.) in last FY i.e. FY 2018-19, we are unable to calculate percentage increase in his remuneration in FY 2019-20.																		
***Increase in remuneration is made as per appraisal system and Remuneration and Nomination Policy of the Company																		
3.	The percentage increase in the median remuneration of employees in the financial year:	12.77%																
4.	The number of permanent employees on the rolls of company.	There were 302 employees as on March 31, 2020																
5.	Average percentage increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentage increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration.	Same																
6.	Affirmation that the remuneration is as per the remuneration policy of the Company	Yes, it is confirmed.																

General Note:

- Profit of the Company is calculated as per Section 198 of the Companies Act, 2013.

Part-B

DISCLOSURE UNDER RULE 5(2) AND 5(3) OF COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

STATEMENT SHOWING TOP TEN EMPLOYEES OF THE COMPANY IN TERM OF COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL), RULES, 2014

Sr. No.	Name	Designation	Remuneration Received	Qualification & Experience	Date of Joining	Age	Last Employment Before joining the Company	% of Equity Shres held
1.	MR. GAUTAM KAPUR	JOINT PRESIDENT(Sahibabad)	8,00,502	M.B.A 43 years	22.07.1977	64	NIL	4.25%
2.	MR. GIRISH KAPUR	JOINT PRESIDENT(Sahibabad)	8,00,502	M.B.A 43 years	22.07.1977	64	NIL	2.18%
3.	MR. RISHAV KAPUR	SENIOR VICE PRESIDENT (Sahibabad)	6,59,660	B.A. Hons. 18 yrs	29.04.2002	40	NIL	0.57%
4.	MR. RAHUL KAPUR	SENIOR VICE PRESIDENT (Sahibabad)	6,44,863	M.B.A. 12 years	01.06.2008	35	NIL	0.57%
5.	MR. ABHINAV KAPUR	SENIOR VICE PRESIDENT (Sahibabad)	5,85,858	B.Sc in Business Mgmt 12 years	01.08.2008	34	NIL	0.75%
6.	MR. VIKRAM KAPUR	PRESIDENT(Sonepat)	5,64,479	B.com Hons. 48 years	11.07.1972	68	NIL	2.04%
7.	MR. RAJIV KAPUR	JOINT PRESIDENT(Sonepat)	5,64,364	M.B.A 36 years	25.07.1984	57	NIL	2.78%
8.	MR. ANGAD KAPUR	SENIOR VICE PRESIDENT (Sonepat)	4,67,833	B.com 21 years	20.07.1999	42	NIL	0.80%
9.	MR. ISHWAR DAS CHUGH	WHOLE TIME DIRECTOR	2,10,978	M.B.A. 64 years	01.01.1977	81	JANKI DAS & COMPANY	0.00%
10.	MR. M R AGRAWAL	CHIEF GENERAL MANAGER PURCHASE (Sahibabad)	2,08,921	M.B.A. 37 years	15.01.1983	65	HANSI SPINNING MILL	0.00%

Note: No Employee is a relative of any Director or Manager of the Company.

* We have taken CTC received in the month of March, 2020 as the basis for calculation, considering only for those employees who are employed throughout the F.Y 2019-20. Also all the information mentioned in above table is as at 31.03.2020.

STATEMENT SHOWING EMPLOYEES OF THE COMPANY DRAWING SALARY MORE THAN WHOLE TIME DIRECTOR OF THE COMPANY AND HOLDING MORE THAN 2% EQUITY SHARES :

Sr. No.	Name	Designation	Remuneration Received	Qualification & Experience	Date of Joining	Age	Last Employment Before joining the Company	% of Equity Shres held
1.	MR. GAUTAM KAPUR	JOINT PRESIDENT(Sahibabad)	8,00,502	M.B.A 43 years	22.07.1977	64	NIL	4.25%
2.	MR. GIRISH KAPUR	JOINT PRESIDENT(Sahibabad)	8,00,502	M.B.A 43 years	22.07.1977	64	NIL	2.18%
3.	MR. RISHAV KAPUR	SENIOR VICE PRESIDENT (Sahibabad)	6,59,660	B.A. Hons. 18 yrs	29.04.2002	40	NIL	0.57%
4.	MR. RAHUL KAPUR	SENIOR VICE PRESIDENT (Sahibabad)	6,44,863	M.B.A. 12 years	01.06.2008	35	NIL	0.57%
5.	MR. ABHINAV KAPUR	SENIOR VICE PRESIDENT (Sahibabad)	5,85,858	B.Sc in Business Mgmt 12 years	01.08.2008	34	NIL	0.75%
6.	MR. VIKRAM KAPUR	PRESIDENT(Sonepat)	5,64,479	B.com Hons. 48 years	11.07.1972	68	NIL	2.04%
7.	MR. RAJIV KAPUR	JOINT PRESIDENT(Sonepat)	5,64,364	M.B.A 36 years	25.07.1984	57	NIL	2.78%
8.	MR. ANGAD KAPUR	SENIOR VICE PRESIDENT (Sonepat)	4,67,833	B.com 21 years	20.07.1999	42	NIL	0.80%

Employees employed throughout the year and were in receipt of remuneration of not less than 102 lakh per annum or, if employed for a part of the year, were in receipt of remuneration at a rate of not less than rupees 8.5 lakh per month (or in excess of remuneration paid to managing director) and their shareholding:

-There was no such employee.

CORPORATE GOVERNANCE REPORT 2019-20

CIN: L35923HR1950PLC001614

The Directors present the Company's Report on Corporate Governance for the year ended March 31, 2020, in compliance with the requirements stipulated under Regulation 17 to 27 read with Schedule V and clauses (b) to (i) of sub-regulation (2) of Regulation 46 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as applicable, with regard to corporate governance.

Corporate Governance is the set of policies, processes and practices governing the affairs of a Company in pursuit of its business goals. Corporate Governance is based on the principles of integrity, fairness, equity, transparency, accountability and commitment to values. Good governance practices stem from the culture and mindset of the organization. As stakeholders across the globe evince keen interest in the practices and performance of companies, Corporate Governance has emerged on the centre stage.

Over the years, governance processes and systems have been strengthened and institutionalized at Atlas. Effective implementation of these policies underpins the commitment of the Company to uphold highest principles of Corporate Governance consistent with the Company's goal to enhance shareholders' value.

Keeping in view the Company's size, complexity, global operations and corporate traditions, the Company's Governance framework is based on the following main principles:

- Constitution of Board of Directors of appropriate composition, size, varied expertise and commitment to discharge their responsibilities and duties.
- Ensuring timely flow of information to the Board and its Committees to enable them to discharge their functions effectively.
- A sound system of risk management and internal control.
- Independent verification and safeguarding integrity of the Company's financial reporting.
- Timely and balanced disclosure of all material information concerning the Company to all stakeholders.
- Transparency and accountability.
- Fair and equitable treatment to all stakeholders including employees, customers, shareholders and investors.
- Compliance with all the rules and regulations.

The Company recognizes that good Corporate Governance is a continuing exercise and is committed to follow the best practices in the overall interest of the stakeholders.

A Report on compliance with the principles of Corporate Governance as prescribed by The Securities and Exchange Board of India (SEBI) in Chapter IV read with Schedule V of the Listing Regulations is give below:

1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

Corporate Governance deals with the complex set of relationships between the Company and its board of directors, management, shareholders and other stakeholders. Your Company believes that changes are inevitable in the corporate world, whether relating to laws, rules, regulations, standards, procedures, public disclosures, thereby constantly posing challenges for the corporate to meet with the highest set of standards of business ethics and fair play. However adherence to Corporate Governance practices at each such time shall lead the way to transparent and just business operations.

Corporate Governance encompasses good practices, adherence to laws, procedures, standards and implicit rules that enable the management to take wise and sound decisions, whose results will have an impact not only on its shareholders, creditors, associates, employees and the government but society at large. The core objective of Corporate Governance is to maximize shareholder value through an open and transparent disclosure regime. Corporate Governance practice enables every stakeholder to have access to fullest information about the Company and its functioning thereby achieving stakeholder's satisfaction.

In view of the above statement, your Company reaffirms its commitment to excellence in Corporate Governance and constantly strives and endeavors to attain the high standards of business ethics and fair play, by employing the finest practices of corporate values and ethics. Your Company also believes that good Corporate Governance will also help to translate into being a responsible corporate citizen.

2. BOARD OF DIRECTORS

Composition and category

The Board of Directors of the Company ("**the Board**") provides leadership and guidance to the Company's Management and also supervises, directs and manages the performance of the Company. The Board has constituted various committees of Directors, for the matters requiring special attention and their effective and efficient disposal.

Your Company's Board is represented by professionally qualified Executive, Non-Executive and Independent Non-Executive Directors. The Board as on 31.03.2020 was comprised of one Executive director, one Non-Executive Director, and three non- executive Independent directors. None of the Directors are related to each other.

Details of the Directors constituting the Board, their category, shareholding in the Company, number of Directorships in other public limited companies etc. are as follows:

Name of Director	Designation	Category of Directorship	Shareholding in the company	No. of other Directorships #	No. of Committee		Name of other listed entities where the Person is a director and the category of Directorship
					Member ##	Chairman	
Mr. Hira Lal Bhatia* (DIN: 00159258)	Director	Non-Executive	2625	3	3	1	NIL
Mr. I. D. Chugh** (DIN: 00073257)	Whole Time Director	Executive	120	3	1	NIL	NIL
Mr. Kartik Roop Rai (DIN: 06789287)	Director	Independent Non Executive	NIL	2	2	1	NIL
Mr. Sanjiv Kavaljit Singh (DIN: 00015689)	Director	Independent Non Executive	NIL	4	3	1	Fedders Electric And Engineering Limited (Non-Executive Director)
Ms. Sadhna Syal (DIN: 07837529)	Director	Independent Non Executive	NIL	1	NIL	NIL	Fedders Electric And Engineering Limited (Additional Director)

Excluding private limited companies and foreign companies.

Membership / Chairmanship of following Committees are considered : Audit Committee, Stakeholders Relationship Committee and Nomination and Remuneration Committee.

* Mr. Hira Lal Bhatia (DIN: 00159258) has resigned from the post of Non-Executive Director of the Company with effect from 07.06.2020 due to serious health issues.

** The tenure of Mr. Ishwar Das Chugh as Whole Time Director was expired on 30.03.2021 and he was ceased to be director of the Company from such date. Now the Board has again recommended his appointment as Non-Executive Director to the Shareholders in ensuing Annual General Meeting.

The ratio between Executive and Non-Executive Directors and Independent Directors was 1:1:3 throughout the FY 2019-20. The composition of the Board was in conformity with Regulation 17 of the SEBI Listing Regulations read with Section 149 of the Companies Act, 2013 (Act).

None of the Directors on the Board is a member of more than ten Committees and Chairman of more than five Committees across all companies in which they are Directors. Necessary disclosures regarding Committee positions in other public companies as on March 31, 2020 have been made by the Directors.

Independent Directors are non-executive directors as defined under Regulation 16(1)(b) of the SEBI Listing Regulations read with Section 149(6) of the Act. The maximum tenure of independent directors is in compliance with the Act. All the Independent Directors have confirmed that they meet the criteria of independence as mentioned under Regulation 16(1)(b) of the SEBI Listing Regulations read with Section 149(6) of the Act.

Board Procedure

The Board meets at least once in a quarter to review the quarterly performance and the financial results. The Board Meetings are generally scheduled in advance and the notice of each Board Meeting is given in writing to each Director. All the items on the agenda are accompanied by notes giving comprehensive information on the related subject and in certain matters such as financial/business plans, financial results, detailed presentations are made.

The Company is following the applicable Secretarial Standards relating to Board Meetings, Resolutions passed by circulation, Annual General Meeting, Extra-ordinary General Meetings and Postal Ballot.

The information as specified in Part A of Schedule II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is regularly made available to the Board.

To enable the Board to discharge its responsibilities

effectively, the members of the Board are briefed of every Board Meeting, on the overall performance of the Company, with presentations by business heads. Senior Management is invited to attend the Board Meeting so as to provide additional inputs to the items being discussed by the Board.

The Board's role, functions, responsibility and accountability are clearly defined. In addition to statutory matters requiring Board's approval, all major decisions involving policy formulation, strategy and business plans, annual operating and capital expenditure budgets, new investments, details of joint ventures, sale of business unit/ division, compliance with statutory/ regulatory requirements, major accounting provisions and write-offs are considered by the Board.

Attendance of each director at the meetings of the Company

The detail of attendance of each Director of the Company in Board Meetings held during the financial year 2019-20 is given below:

Name of the Directors	Attendance of Meeting during 2019-20	
	Board Meetings	Last AGM
Mr. Hira Lal Bhatia (DIN: 00159258)	11	Yes
Mr. I. D. Chugh (DIN: 00073257)	11	Yes
Mr. Sanjiv Kavaljit Singh (DIN: 000 15689)	11	No
Mr. Kartik Roop Rai (DIN: 06789287)	11	Yes
Ms. Sadhna Syal (DIN: 07837529)	4	No

Number of Board Meetings held and the dates on which held

Eleven Board Meetings were held during the financial year

2019-20. The Company has held at least one Board Meeting in every three months and the maximum time gap between any two such meetings was not more than one hundred and twenty days.

The details of the Board Meetings are as under:

Date	Board Strength	No. of Directors present
April 02, 2019	5	5
May 24, 2019	4	4
June 26, 2019	4	4
July 12, 2019	4	4
July 19, 2019	4	4
August 14, 2019	4	4
October 07, 2019	4	4
October 29, 2019	4	4
November 14, 2019	5	5
December 26, 2019	5	5
February 13, 2020	5	5

Agenda and Minutes

All the departments of the Company communicate to the Company Secretary well in advance with regard to matters requiring approval of the Board/Committees of the Board to enable him to include the same in the agenda for the Board/Committee meeting(s). Agenda papers are generally circulated to the Board/Committee members well in advance before the meeting.

The Company Secretary while preparing the agenda and minutes of the Board/Committee meeting has ensured adherence to the applicable provisions of the law including the Companies Act, 2013. The applicable Secretarial Standards issued by the Institute of Company Secretaries of India (ICSI) are also being followed by the Company. The draft minutes of the proceedings of each meeting are circulated by the Company Secretary to the board members for their comments within 15 days of conclusion of Board Meeting, and after giving 7 days' time to give their comments on the same, minutes are recorded in the minutes book duly dated and signed by the Company Secretary. Thereafter, minutes are confirmed by the Board/Committee in its next meeting and once minutes are signed by the Chairman, its duly certified by Company Secretary copy is circulated to all the board members within 15 days of signing of minutes. The Board also takes note of the minutes of the Committee Meetings and subsidiary companies board meetings.

All material information is incorporated in the agenda papers for facilitating meaningful and focused discussions at the meeting. The information regularly supplied to the Board inter-alia includes the following:

- Annual operating plans and budgets and any updates thereon.
- Capital budgets and updates, if any.
- Quarterly results of the Company and its operating divisions or business segments.
- Minutes of meetings of Audit Committee and other committees of the Board.

- Legal compliance report and certificate
- Information on recruitment, resignation and remuneration of senior officers.
- Show cause, demand, prosecution notices and penalty notices issued, if any against the Company having material impact.
- Fatal or serious accidents, dangerous occurrences, material effluent or pollution problems, if any.
- Any material default in financial obligations to or by the Company, or substantial non-recoveries against sale, if any.
- Any issue, which involves possible public or product liability claims of substantial nature, including any judgment or order which, may have passed strictures on the conduct of the Company or taken an adverse view regarding another enterprise that can have negative implication on the Company, if any.
- Details of any joint venture or collaboration agreement, if any.
- Transactions that involve substantial payment towards goodwill, brand equity, or intellectual property, if any.
- Significant labour problems and their proposed solutions. Any significant development in human resources/industrial relations front like signing of wage agreement, implementation of Voluntary Retirement Scheme etc., if any.
- Sale of investments, subsidiaries, assets which are material in nature and not in normal course of business, if any.
- Quarterly details of foreign exchange exposures and the steps taken by management to limit the risks of adverse exchange rate movement, if material.
- Non-compliance of any regulatory, statutory nature or listing requirements and shareholders service such as delay in share transfer, etc.

3. SEPARATE MEETING OF INDEPENDENT DIRECTORS

The Independent Directors of the Company meets at least once in a year as per the requirement of Regulation 25(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Schedule IV of Companies Act, 2013 read with Rules made thereunder. The Meetings of Independent Directors were held on 14th August 2019 in which all Independent Directors were present.

The Independent Directors in the Meetings, inter-alia:

- Reviewed the performance of Non-Independent Directors and the Board as whole.
- Reviewed the performance of Chairman of the Company, taking into account the views of Executive Directors and Non-Executive Directors.
- Assessed the quality, quantity and timeliness of flow of information between the Company and the Board that is necessary for the Board to effectively and reasonably perform their duties.

4. FAMILIARIZATION PROGRAMME FOR INDEPENDENT DIRECTORS

The familiarization programme for Independent Directors

is designed based on requirement of Regulation 25(7) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. This is available on the website of the Company www.atlasbicycles.com. The familiarization programme aims at familiarizing the Independent Directors to understand the business of the Company in depth that would facilitate their active

participation in managing the Company, to understand legal framework and to facilitate them to understand their roles, responsibilities, powers, duties etc. The details of the familiarization programmes imparted to Independent Directors of the Company is available at www.atlasbicycles.com/other-information.htm

5. Skills and Expertise of the member of the board.

Sr. No.	Name of Director	Expertise in specific functional area
1.	Mr. Hira Lal Bhatia* (DIN: 00159258)	Cloth Merchant with over Fifty six years' experience and in the business of manufacturing of dyes with over thirty five years.
2.	Mr. I. D. Chugh** (DIN: 00073257)	Expertise in marketing & management and has served the Company for over 43 years
3.	Mr. Kartik Roop Rai (DIN: 06789287)	Import and Export consultant with over thirty years of experience of successful running of a buying house exporting engineering & home products to America and Europe.
4.	Mr. Sanjiv Kavaljit Singh (DIN: 00015689)	Possesses a high level of administrative and management skills to cover the entire spectrum of any business operation; including manufacturing, marketing and finance. Very environmentally conscious and strongly committed to recycling and pollution control.
5.	Ms. Sadhna Syal (DIN: 07837529)	Corporate Trainer for Soft Skills, Author and Registered trainer of the Institute of Chartered Accountants of India and the Institute of Company Secretaries of India, Bhopal Branch

*Mr. Hira Lal Bhatia (DIN: 00159258) has resigned from the post of Non-Executive Director of the Company with effect from 07.06.2020 due to serious health issues.

**The tenure of Mr. Ishwar Das Chugh as Whole Time Director was expired on 30.03.2021 and he was ceased to be director of the Company from such date. Now the Board has again recommended his appointment as Non-Executive Director to the Shareholders in ensuing Annual General Meeting.

6. CODE OF CONDUCT

Pursuant to Regulation 17(7) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Board of Directors of the Company has formulated a Code of Conduct for all Board Members and Senior Management Members of the Company. The Code of Conduct has been posted on the website of the Company www.atlasbicycles.com.

All the Directors and Senior Management Members have affirmed compliance with the Code of Conduct as approved and adopted by the Board of Directors. A declaration to that effect signed by the Chief Executive Officer forms part of the Annual Report of the Company.

7. VIGIL MECHANISM/WHISTLE BLOWER POLICY

Pursuant to Regulation 22 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 177(9) & (10) of the Companies Act, 2013, the Company has adopted the Code of Ethics & Business Conduct, which lays down the principles and standards that should govern the actions of the Company and its employees. Any actual or potential violation of the Code, howsoever insignificant or perceived as such, would be a matter of serious concern for the Company. The role of employees in pointing out such violations of the Code cannot be undermined. Accordingly, this Whistle blower Policy ("the Policy") has been formulated with a view to provide a mechanism for employees of the Company to raise concerns on any violations of legal or regulatory requirements, incorrect or misrepresentation of any

financial statements and reports, etc. and no personnel has been denied access to audit committee.

The Whistle blower policy intends to cover serious concerns that could have grave impact on the operations and performance of the business of the Company.

The policy neither releases employees from their duty of confidentiality in the course of their work, nor is it a route for taking up a grievance about a personal situation.

8. AUDIT COMMITTEE

Broad Terms of Reference

The Audit Committee of the Board of Directors of the Company, inter-alia, provides assurance to the Board on the adequacy of the internal control systems and financial disclosures.

The Terms of Reference of the Audit Committee are wide enough to cover the matters specified for Audit Committee under Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as well as in Section 177 of the Companies Act, 2013 and inter-alia includes:

- oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the Statutory Auditors and the fixation of audit fees;

- reviewing, with the management, the annual financial statement before submission to the Board for approval,
- reviewing with the management, the quarterly financial statements before submission to the Board for approval;
- reviewing with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- discussion with internal auditors any significant findings and follow up thereon;
- discussion with statutory auditors before audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;

In fulfilling the above role, the Audit Committee has powers to investigate any activity within its terms of reference, to seek information from employees and to obtain outside legal and professional advice.

The Audit Committee, while reviewing the Annual Financial Statements also reviewed the applicability of various Accounting Standards (AS) referred to in Section 133 of the Companies Act, 2013. Compliance of the Accounting Standards as applicable to the Company has been ensured in the Financial Statements for the year ended March 31, 2020.

Composition

The Audit Committee comprised of three Directors one of them is Non-Executive Director and remaining two are Independent Directors of the Company. The Composition of Audit Committee is in accordance with the provisions of Regulation 18 (1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 177 of the Companies Act, 2013. All these Directors possess adequate knowledge of corporate finance, accounts and company law.

The Meetings of the Audit Committee are attended by the Company Secretary. The Company Secretary acts as Secretary to the Committee. The Minutes of the Audit Committee Meetings are noted by the Board of Directors at the subsequent Board Meeting.

The constitution of Audit Committee as on 31st March, 2020 comprised of the following:

Name of Member	Designation	Category
Mr. Kartik Roop Rai (DIN: 06789287)	Chairman	Independent Director
Mr. Sanjiv Kavaljit Singh (DIN: 00015689)	Member	Independent Director
Mr. Hira Lal Bhatia (DIN: 00159258)	Member	Non-executive Director

Meetings and attendance

The Audit committee held Eight meetings during the financial year ended 31st March, 2020 and the gap between two meetings did not exceed one hundred and twenty days. The Audit Committee Meetings were held on 02.04.2019, 24.05.2019, 26.06.2019, 14.08.2019, 07.10.2019, 29.10.2019, 14.11.2019 and 13.02.2020.

The attendance of the members at the Audit Committee Meetings are as under:

Name of Members	No. of meetings held	No. of meetings attended during	Leave of absence sought
Mr. Kartik Roop Rai (DIN: 06789287)	8	8	NIL
Mr. Sanjiv Kavaljit Singh (DIN: 00015689)	8	8	NIL
Mr. Hira Lal Bhatia (DIN: 00159258)	8	8	NIL

9. NOMINATION AND REMUNERATION COMMITTEE

The Nomination and Remuneration Committee and its Policy are in compliance with Section 178 of the Companies Act, 2013 read along with the applicable rules thereto and Regulation 19 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Objectives of the Committee is to:

- formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors a policy relating to the remuneration of the directors, key managerial personnel and other employees;
- formulation of criteria for evaluation of performance of independent directors and the board of directors;
- devising a policy on diversity of board of directors;
- identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the board of directors their appointment and removal.
- whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.

Evaluation Criteria

- The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend to the Board his / her appointment.
- A person should possess adequate qualification, expertise and experience for the position he / she is considered for appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person is sufficient / satisfactory for the concerned position.
- The Company shall not appoint or continue the employment of any person as Managing Director, Whole-time Director or Manager who has attained the age of seventy years. Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing a special resolution based on the explanatory statement annexed to the notice for such motion indicating the justification for extension of appointment beyond seventy years.

Remuneration Policy

- The remuneration / compensation / commission etc. to the Whole-time Director, KMP and Senior Management Personnel is determined by the Committee and recommended to the Board for approval. The remuneration / compensation / commission etc. is subject to the prior/post approval of the shareholders of the Company and Central Government, wherever required.
- The remuneration and commission to be paid to the Whole-time Director shall be in accordance with the percentage / slabs / conditions laid down in the Articles of Association of the Company and as per the provisions of the Act.
- Increments to the existing remuneration/ compensation structure may be recommended by the Committee to the Board which should be within the slabs approved by the Shareholders in the case of Whole-time Director.
- Where any insurance is taken by the Company on behalf of its Whole-time Director, Chief Executive Officer, Chief Financial Officer, the Company Secretary and any other employees for indemnifying them against any liability, the premium paid on such insurance shall not be treated as part of the remuneration payable to any such personnel. Provided that if such person is proved to be guilty, the premium paid on such issuance shall be treated as part of the remuneration.

The composition of Nomination & Remuneration Committee as on 31st March, 2020 comprised of the following:

Name of Member	Designation	Category
Mr. Sanjiv Kavaljit Singh (DIN: 00015689)	Chairman	Independent Director
Mr. Kartik Roop Rai (DIN: 06789287)	Member	Independent Director
Mr. Hira Lal Bhatia (DIN: 00159258)	Member	Non-executive Director

Meetings and attendance

The Nomination and Remuneration Committee held three meetings during the financial year ended 31st March, 2020. The Nomination and Remuneration Committee Meetings were held on 14.08.2019, 26.12.2019 and 13.02.2020. The attendance of the members at the Nomination and Remuneration Committee Meetings are as under:

Name of Members	No. of meetings held	No. of meetings attended during	Leave of absence sought
Mr. Kartik Roop Rai (DIN: 06789287)	3	3	NIL
Mr. Sanjiv Kavaljit Singh (DIN: 00015689)	3	3	NIL
Mr. Hira Lal Bhatia (DIN: 00159258)	3	3	NIL

A. Whole Time Director

- Salary and commission within the limits prescribed under the Companies Act, 2013.
- Annual increments depending upon individual's performance.
- The remuneration payable to Whole Time Director was decided by the Board of Directors vide board meeting dated 16.01.2018, while renewing his appointment for 3 years w.e.f. 31.03.2018, shareholders' approval by way of special resolution was obtained at 67th Annual General Meeting held on 26.10.2018.
- No sitting fees.

Remuneration Policy

The remuneration policy can be downloaded from the link: <http://atlasbicycles.com/policies.htm>

B. Non-Executive Directors

- Sitting fees for attending meetings.

The remuneration payable to non-executive directors is decided by the Board of Directors.

Details of remuneration paid during 2019-20.

A. Whole Time Director

Name	Mr. I.D. Chugh
Basic Salary	10,43,640
House Rent Allowance	1,86,420
Long Service Allowance	2,760
Other Allowance	8,95,440
Superannuation	1,04,364
Provident Fund Contribution	1,25,232
Management Commission	-
Medical Expenses	86,940
Leave Travel Allowance	86,940
Total	25,31,736

No Stock options is offered to any of the Directors or employees of the Company. Resolution passed at the General Meetings read with explanatory statement for appointment / reappointment of Whole Time Director discloses details of service contract, notice period, etc.

B. Non-Executive Directors

Name of Director	Sitting Fees (₹)
Mr. HiraLal Bhatia (DIN: 00159258)	2,05,000/-
Mr. Kartik Roop Rai (DIN: 06789287)	2,05,000/-
Mr. Sanjiv Kavaljit Singh (DIN: 00015689)	2,10,000/-
Ms. Sadhna Syal (DIN: 07837529)	45,000

10. STAKEHOLDER'S RELATIONSHIP COMMITTEE

Composition

The Stakeholder's Relationship Committee formulated in

compliance with Regulation 20 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and comprises of Executive and Non-Executive Directors. As on 31.03.2020 the composition of Stakeholder's Relationship Committee was as follows:

Name of Member	Designation	Category
Mr. Hira Lal Bhatia (DIN: 00159258)	Chairman	Non-executive Director
Mr. Ishwar Das Chugh (DIN: 00073257)	Member	Executive Director
Mr. Sanjiv Kavaljit Singh (DIN: 00015689)	Member	Non-Executive-Independent Director

Terms of Reference

The Stakeholder's Relationship Committee, inter alia, oversees and reviews all matters connected with the investor services in connection with applications received and shares allotted in the Initial Public Offer, status of refund account, conversion of partly paid shares into fully paid shares, rematerialization and dematerialization of shares and transfer of shares of the Company. The Committee oversees performance of the Registrar and Transfer Agent of the Company and recommends measures for overall improvement in the quality of investor services.

The Secretarial Department of the Company and the Registrar and Share Transfer Agent, Mas Services Limited attend to all grievances of the shareholders and investors received directly or through SEBI, Stock Exchanges, Ministry of Corporate Affairs and Registrar of Companies etc.

The Minutes of the Stakeholder's Relationship Committee are noted by the Board of Directors at the Board Meetings.

Continuous efforts are made to ensure that grievances are more expeditiously redressed to the complete satisfaction of the investors.

Meetings

One Stakeholders Relationship Committee Meeting was held during the year on 14.08.2019. The attendance of each member as at 31st March, 2020 is as given below:

Name of Members	No. of meetings held during tenure	No. of meetings attended during tenure	Leave of absence sought
Mr. Ishwar. Das. Chugh (DIN: 00073257)	1	1	NIL
Mr. Hira Lal Bhatia (DIN: 00159258)	1	1	NIL
Mr. Sanjiv Kavaljit Singh (DIN: 00015689)	1	1	NIL

Complaints received and redressed during the year 2019-20

During the year 1 complaints were received from shareholders/ debenture holders all of which were replied / resolved to the full satisfaction of the shareholders.

11. SHARE TRANSFER SUB-COMMITTEE

Mr. Ishwar Das Chugh (DIN: 00073257), Whole Time Director of the Company has been delegated the power to approve share transfers.

There were no share transfers pending for registration for more than 21 days during the year.

12. RISK MANAGEMENT COMMITTEE

Since our company is not among top 500 listed companies determined on the basis of market capitalization at the end of F.Y 2019-20 (on the basis of list of top 500 companies available on NSE/ BSE websites) it is not mandatory for our company to maintain such committee.

13. RELATED PARTY TRANSACTION POLICY

The Board of Directors of the Company formulates a policy for entering into Related Party Transactions in accordance with the Provisions of Section 188 of the Companies Act, 2013 read with Rules made there under and as per Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. All related party transactions are entered into at arm's length, in ordinary course of business and are not material.

A. APPROVAL AND REVIEW

- a) All Related Party Transactions (including any modification/renewal thereof) are entered with prior approval of the Audit Committee.
- b) The Audit Committee grants omnibus approval to proposed Related Party Transactions in accordance with Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 accepting those transactions which fall under Section 188 of the Companies Act, 2013, subject to the following conditions:
 - i. the omnibus approval must be as per the policy on related party transactions and for transaction which are repetitive in nature;
 - ii. the Committee is satisfied of the need of such omnibus approval and that such approval is in the interest of the listed entity.
 - iii. the omnibus approval shall specify (a) the name of the related party, nature of transaction, period of transaction, maximum amount of transaction that can be entered into (b) the indicative base price/current contracted price and the formula for variation in the price if any and (c) such other conditions as the Committee may deem fit;

Provided that where the need for Related Party Transaction cannot be seen and aforesaid details are not available, the Committee grants omnibus approval for such transactions subject to their value not exceeding Rs.1 crore per transaction.
- c) All Related Party Transactions which are 'Material' shall also require prior approval of the shareholders by way of special resolution and all Related Parties shall abstain from voting,

irrespective of whether they are party to the particular transaction or not. Provided that if the legal requirement is relaxed or made stringent on this requirement, then the same will be followed.

- d) All Related Party Transactions are reviewed by the Audit Committee on quarterly basis.

B. MATERIAL RELATED PARTY TRANSACTION

Subject to the provisions of Regulation 23 (1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a transaction with a related party shall be considered material if the transaction / transactions to be entered into individually or taken together with previous transactions during a financial year, exceeds 10% of the annual consolidated turnover of the Company as per the last audited financial statement of the Company.

14. COMPLIANCE OFFICER

Mr. Nikhil Bindal was the Company Secretary and Compliance Officer of the Company for the financial year 2019-20 in compliance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and requirements of SEBI (Prohibition of Insider Trading) Regulation, 1992 / 2015.

15. SUBSIDIARY COMPANIES

The Company duly complies with provisions of Regulation 24 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Company has three wholly owned Subsidiary Companies viz. Atlas Cycles Sonapat Limited (CIN: U35929HR1999PLC034261), Atlas Cycles (Sahibabad) Limited (CIN : U35929HR1999PLC034260) and Atlas Cycles (Malanpur) Limited (CIN: U35929HR1999PLC034259).

The minutes of Board Meetings of Atlas Cycles Sonapat Limited held on 26.06.2019, 14.08.2019, 29.10.2019, 14.11.2019 and 13.02.2020 were placed at the Board

Meeting of the holding Company Atlas Cycles (Haryana) Limited for review.

The minutes of Board Meetings of Atlas Cycles (Sahibabad) Limited held on 26.06.2019, 14.08.2019, 29.10.2019, 14.11.2019 and 13.02.2020 were placed at the Board Meeting of the holding Company Atlas Cycles (Haryana) Limited for review.

The minutes of Board Meetings of Atlas Cycles (Malanpur) Limited held on 26.06.2019, 14.08.2019, 29.10.2019, 14.11.2019 and 13.02.2020 were placed at the Board Meeting of the holding Company Atlas Cycles (Haryana) Limited for review.

16. CORPORATE GOVERNANCE MANUAL

The Company strictly adhere to Secretarial Standards notified by the Institute of Company Secretaries of India(ICSI) for Board Meetings, Committee Meetings and General Meetings and follows comprehensive Corporate Governance procedures for effective functioning of the Board and its Committees. It has also incorporated the Code of Conduct and Ethics for Directors and Senior Management which is available on the website of the Company www.atlasbicycles.com. It has also incorporated Code of Conduct relating to Insider Trading titled "Code of Practices and Procedures and Code of Conduct to Regulate, Monitor and Report Trading in Securities and Fair Disclosure of Unpublished Price Sensitive Information pursuant to the requirements of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015". These are regularly monitored and reviewed.

17. LEGAL COMPLIANCE REPORTING

As required under Regulation 17(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board periodically reviews compliance of various laws applicable to the Company.

18. ANNUAL GENERAL MEETINGS

The details of last three Annual General Meetings of the Company are given hereunder:

Year	AGM	Date	Time	Venue	Special Resolution passed
2016-17	66 th AGM	28 th September, 2017	4:00 p.m.	Atlas Cycles (Haryana) Limited, Industrial Area, Sonapat	<ul style="list-style-type: none"> To amend and Adopt New Articles of Association of the Company Alteration of the Capital Clause of Memorandum of Association
2017-18	67 th AGM	26 th October, 2018	4:00 p.m.	Atlas Cycles (Haryana) Limited, Industrial Area, Sonapat	<ul style="list-style-type: none"> Re-appointment of Mr. Ishwar Das Chugh as Whole Time Director Re-appointment of Mr. Hira Lal Bhatia as Non-executive Director
2018-19	68 th AGM	13 th December, 2019	3:00 p.m.	Bulbul Hotel, 208-L, Model Town, Atlas Road, Sonapat131001, Haryana	<ul style="list-style-type: none"> Re-appointment of Mr. Sanjiv Kavaljit Singh & Mr. Kartik Roop Rai as Independent Director Re-appointment of Mr. Hira Lal Bhatia as Non-executive Director Appointment of Ms. Sadhna Syal as Independent Director

19. POSTAL BALLOT

During the financial year ended on 31st March 2020, following one special resolution was passed through postal ballot:

Resolution No. 1: Sale of Assets (undertaking) of Atlas Cycles (Haryana) Limited

Mr. Rajiv Bhasin, Chartered Accountant (Membership No.093845), Partner, M/s Mehra Khanna & Co., Chartered Accountants was appointed as the Scrutinizer for the Postal Ballot and complete procedure followed is available at www.atlasbicycles.com/postalballot.htm

20. EXTRAORDINARY GENERAL MEETING

During the financial year ended on 31st March 2020, No Extraordinary General Meeting was held.

21. DISCLOSURES

a) *Disclosure on materially significant related party transactions that are not in conflict with the interests of the Company at large.*

Related party transactions as per AS-18 have been dealt with in note no. 46 (Notes forming part of the accounts). However, these transactions are not in conflict with the interest of the Company.

b) *Disclosure of Accounting Treatment*

In the preparation of the financial statements, the Company has followed the Accounting Standards referred in Section 133 of the Companies Act, 2013. The significant accounting policies which are consistently applied are set out in Notes to Accounts.

c) *Risk Management*

Business risk evaluation and management is an ongoing process within the Company. During the year under review, a detailed exercise on 'Risk Assessment and Management' was carried out covering the entire gamut of business operations.

d) *Details of non compliance by the Company, penalties, and strictures imposed on the Company by Stock Exchange or SEBI or any Statutory Authority, on any matter related to capital markets, during the last three years.*

The Company has complied with all the requirements of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. During the last 5 years, there were delay in timely submission of Quarterly and Yearly Financial Results to the Stock Exchanges due to closing down of Malanpur Unit of the Company and also due to labour unrest in sonapat unit of the company in FY 2019-20 which had impacted the whole company. Accordingly, there were penalties imposed by the National Stock Exchange of India Limited amounting to ₹ 11,74,100 and BSE Limited amounting to ₹ 22,68,825(approx.). Apart from this, there were no strictures or penalties imposed either by SEBI or the Stock Exchange or any statutory authority for non-compliance of any matter related to the capital market since the listing of the Company.

e) *Policy on Determination of Materiality for*

Disclosures (Regulation 23 of SEBI Listing Regulation): The Company has adopted a Policy on Determination of Materiality for Disclosures.

f) *Policy on Archival and Preservation of Documents (Regulation 9 of SEBI Listing Regulation):* The Company has adopted a Policy on Archival and Preservation of Documents.

g) *List of all credit ratings obtained by the entity along with any revisions thereto, during the relevant financial year, for all debt instruments of such entity or any fixed deposit programme or any scheme or proposal of the listed entity, involving mobilization of funds, whether in India or abroad.* – The Company has received (ICRA) D rating in May, 2019 from ICRA Limited.

h) *Details of utilization of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A)–* Not applicable.

i) *A Certificate from a Company Secretary in Practice that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as directors of companies by the Board/Ministry of Corporate Affairs or any such statutory authority- The Certificate is attached to this report. (Annexure-3)*

j) *Where the board had not accepted any recommendation of any committee of the board which is mandatorily required, in the relevant financial year, the same to be disclosed along with reasons thereof -* Not applicable, as the Board has accepted all recommendation of its all Committees, during the year under review.

k) *Total fees for all services paid by the listed entity and its subsidiaries, on a consolidated basis, to the statutory auditor and all entities in the network firm/network entity of which the statutory auditor is a part.- ₹ 30,74,040/-.*

l) *Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:*

- number of complaints filed during the financial year - Nil
- number of complaints disposed of during the financial year - Nil
- number of complaints pending as on end of the financial year - Nil

22. MEANS OF COMMUNICATION

- The Board of Directors of the Company approves and takes on record the quarterly, half yearly and yearly financial results, in the performa prescribed by Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- The approved financial results are sent forthwith to the National Stock Exchange of India Limited and BSE Limited and are published in a National English language Newspaper, viz, Financial Express. In

addition, the same are published in a local Hindi language Newspaper, viz., Jan Satta, with in forty-eight hours of approval thereof.

- The Company's financial results and official news releases are being displayed on the Company's website i.e. www.atlasbicycles.com.

23. CORPORATE ETHICS

As a responsible corporate citizen, the Company consciously follows corporate ethics in both business and corporate interactions. The Company has framed various codes and policies, which act as guiding principles for carrying business in ethical way. Our various policies available at www.atlasbicycles.com/policies.htm are:

- Code of Conduct for Directors and Senior Management Personnel;
- Code of Practices and Procedures and Code of Conduct to Regulate, Monitor and Report Trading in Securities and Fair Disclosure of Unpublished Price Sensitive Information pursuant to the requirements of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- Policy on Material Related Party Transactions;
- Policy on Familiarization Programme for Independent Directors;
- Risk Management Policy;
- Nomination & Remuneration Policy
- Policy for Preservation of Documents
- Whistle Blower Policy
- Archival Policy
- Policy for Determination of Materiality of Events and Information
- Policy for Determining Material Subsidiaries

The Company has adopted discretionary requirements as specified in Part E of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 as to having separate posts of Chairman and Chief Executive Officer. Mr. Hira Lal Bhatia was the Chairman and Mr. Narendra Pal Singh was the Chief Executive Officer during the financial year under review.

25. CEO/CFO CERTIFICATION

The Chief Executive Officer and the Chief Financial Officer have submitted the certificate to the Board as required under Regulation 17(8) read with Part B of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

26. REPORT ON CORPORATE GOVERNANCE

The Company has submitted Quarterly Compliance Reports to the Stock Exchange within 15 days from the close of each quarter as per Regulation 27 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, duly signed by the compliance Officer.

27. GENERAL SHAREHOLDERS INFORMATION

Registered office Atlas Cycles (Haryana) Limited
Industrial Area, Atlas Road,
Sonapat- 131001, Haryana

Annual General Meeting

Day, Date and Time Monday, 25th October, 2021
at 04:00 P.M. (I.S.T.)

Venue Hotel Sagar, 148-R, Model Town,
Atlas Road, Sonapat 131001,
Haryana

Financial Calendar

- Financial reporting for the quarter ending June 30, 2019 : 14th August, 2019
- Financial reporting for the half year ending September 30, 2019 : 14th November, 2019
- Financial reporting for the quarter ending December 31, 2019 : 14th February, 2020
- Financial reporting for the year ending March 31, 2020 : 30th May, 2020

Book Closure Period

19th October 2021 to 25th October 2021 (both days inclusive).

Dividend payment Date

When dividend is declared, dividend payment is made within 30 days of the date of declaration to those shareholders whose names appear on the Register of members on the date of Annual General Meeting.

Listing of Equity Shares on Stock Exchange(s)

National Stock Exchange of India Limited (NSE)
Exchange Plaza, Bandra-Kurla Complex
Bandra (E), MUMBAI – 400051

BSE Limited, (BSE)
P. J. Towers, 25th Floor, Dalal Street,
Mumbai-400001,

Listing Fees

Annual Listing Fee for the year 2019-20 has been paid to National Stock Exchange of India Limited and BSE Limited, where the equity shares of the Company are listed within the stipulated time.

Stock Code

Scrip Code – National Stock Exchange of India Limited
– “ATLAS CYCLE” BSE Limited – ‘505029’

ISIN for Equity Shares – INE446A01025.

Stock Market Data

Monthly high and low prices of equity shares of Atlas Cycles (Haryana) Limited at the National Stock Exchange (NSE) and Bombay Stock Exchange (BSE) during the year under review and the comparison in performance of share price of the Company vis-à-vis broad based Indices are given below:

Month	Share Price on NSE		Nifty 50		Share Price on BSE		BSE Sensex	
	HIGH	LOW	HIGH	LOW	HIGH	LOW	HIGH	LOW
	₹	₹	₹	₹	₹	₹	₹	₹
April, 2019	86.30	59.85	11856.2	11549.1	87.3	59.8	39487.5	38460.3
May, 2019	63.5	47.05	12041.2	11108.3	63.95	47.2	40125	36956.1
Jun-19	51	33	12103.1	11625.1	50.8	32.95	40312.1	38871
July, 2019	44	33.5	11981.8	10999.4	43.45	34.4	40032.4	37128.3
August,2019	41.9	34.1	11181.5	10637.2	42	35.15	37807.6	36102.4
Sep., 2019	86.1	38.15	11694.9	10670.3	85.5	38.2	39441.1	35987.8
Oct., 2019	90.4	45.35	11945	11090.2	90.1	44.65	40392.2	37415.8
Nov., 2019	58.5	49.4	12158.8	11802.7	58	50.1	41163.8	40014.2
Dec., 2019	53.4	40.00	12293.9	11832.3	52.7	40.4	41810	40135.4
Jan.,2020	56.65	48.25	12430.5	11929.6	55.5	48.5	42273.9	40476.6
Feb., 2020	51.4	43.5	12246.7	11175.1	51	44.5	41709.3	38220
Mar., 2020	45	26.6	11433	7511.1	44.5	27.75	39083.2	25638.9

Source: BSE/NSE Website

The Company's shares are regularly traded on BSE Limited and National Stock Exchange of India Limited.

There are no outstanding global depository receipts or American depository receipts or warrants or any convertible instruments

Shareholding Pattern by Size

ATLAS CYCLES (HARYANA) LIMITED

DISTRIBUTION SCHEDULE AS ON 31/03/2020

NOMINAL VALUE OF EACH SHARE - ₹ 5/-

NO OF SH HOLDERS	% TO TOTAL	SHARE HOLDING OF NOMINAL VALUE OF ₹	NO OF SHARE	AMOUNT IN ₹	% TO TOTAL
10279	95.211	1 TO 5000	1391192	6955960	21.390
239	2.214	5001 TO 10000	364226	1821130	5.600
118	1.093	10001 TO 20000	333934	1669670	5.134
48	0.455	20001 TO 30000	241944	1209720	3.720
19	0.176	30001 TO 40000	132173	660865	2.032
27	0.250	40001 TO 50000	248468	1242340	3.820
25	0.232	50001 TO 100000	356357	1781785	5.479
41	0.380	100001 AND ABOVE	3435544	17177720	52.823
10796	100	TOTAL	6503838	32519190	100
TOTAL SHARE HOLDERS IN NSDL		5748	TOTAL SHARES IN NSDL		4452439
TOTAL SHARE HOLDERS IN CDSL		3789	TOTAL SHARES IN CDSL		1762211
TOTAL SHARE HOLDERS IN PHY		1389	TOTAL SHARES IN PHY		289188
TOTAL SHARE HOLDERS		10926	TOTAL SHARES		6503838

Registrar and Share Transfer Agent

M/s Mas Services Limited, Delhi has been appointed as the Registrar and Share Transfer Agent of the Company w.e.f. 01.02.2003 for handling the share transfer work both in physical and electronic form. All correspondence relating to share transfer, transmission, dematerialization, rematerialisation etc. can be made at the following address:

MAS SERVICES LIMITED

T-34, IInd Floor,
Okhla Industrial Area,
Phase II, New Delhi – 110020
Tel.: 011-26387281, 7282, 7283
Fax: 011-26387384
Contact Person: Mr. Sharwan Mangla (General Manager)

Timing: Monday to Friday, 10.00 a.m. to 1.00 p.m. and 2.00 p.m. to 4.00 p.m.

Share Transfer System

Shares sent for transfer in physical form are processed and transfer is completed by our Registrar and Share Transfer Agents within a period of 15 days from the date of receipt provided all the documents are in order. In case of shares in electronic form, the transfers are processed by NSDL/CDSL through respective Depository Participants. Share Transfer Requests under objection are returned within two weeks.

Shareholders can trade in the Company's share only in electronic form. The process for getting the shares dematerialized is as follows:

- Shareholder submits the share certificates along with Dematerialization Request Form (DRF) to Depository Participant (DP).
- DP processes the DRF and generates a unique Dematerialization Request No.
- DP forwards DRF and share certificates to Registrar and Share Transfer Agent (RTA).
- RTA after processing the DRF confirms or rejects the request to Depositories.
- If confirmed by the RTA, Depositories give credit to shareholder in his account maintained with DP.

This process takes approximately 10-15 days from the date of receipt of DRF. As trading in shares of the Company can be done only in electronic form, it is advisable that the shareholders who are holding shares in physical form get their shares dematerialized.

Categories of Equity Shareholders as on March 31, 2020

Category of Shareholder	No. of shares held	Percentage of shareholding
Promoters, Associates and Relatives	2766907	42.54
Mutual Funds/ UTI	0	0.00
Financial Institution	502	0.01
Foreign Institutional Investors	0.00	0.00
Bodies Corporate	196323	3.02
General Public	3435313	52.81
NBFC Registered with RBI	400	0.01
Non-Resident Indian / OCB	71359	1.10
Clearing Member	28032	0.43
Trust	5002	0.08
Total	6503838	100.00

Dematerialization of shares and liquidity

As on 31.03.2020 of the total equity shares, 95.55% were held in dematerialized Form and the balance 4.45% shares are in physical form. The Company has not issued any GDRs/ ADRs/ Warrants or any convertible instruments which are pending for conversion.

Plant Locations

The Company's plants are located at Sonapat, Sahibabad, Malanpur, Bawal and Rasoi.

Nomination

Shareholders holding shares in physical form and desirous of making nomination in respect of their shareholding in the Company are requested to submit their request to the Registrar & Transfer Agent of the Company.

Address for Correspondence

(a) **Investor Correspondence:** For any query in relation to the shares of the Company.

For Shares held in Physical Form:

MAS SERVICES LIMITED

T-34, IInd Floor,
Okhla Industrial Area,
Phase II, New Delhi – 110020
Tel.: 011-26387281, 7282, 7283
Fax: 011-26387384
Contact Person: Mr. Sharwan Mangla (General Manager)

Timing: Monday to Friday, 10.00 a.m. to 1.00 p.m. and 2.00 p.m. to 4.00 p.m.

For Shares held in Demat Form:

To the Investors' Depository Participant(s) and / or Mas Services Limited at the above mentioned address.

(b) **For grievance redressal and any query on Annual Report**

Company Law Department
Atlas Cycles (Haryana) Limited
Industrial Area, Atlas Road,
Sonapat – 131001
Ph. No.: 0130-2200001 to 2200006
Fax No.: 0130-2200018
Email: companysecretary@atlascycles.co.in
Website: www.atlasbicycles.com

COMPLIANCE CERTIFICATE OF THE AUDITORS

The Statutory Auditors have certified that the Company has complied with the conditions of Corporate Governance for the year ended March, 31, 2020 as stipulated in Regulation 24 & Regulation 27 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the same forms part of this Annual Report.

The Certificate from the Statutory Auditors will be sent to the BSE Limited and National Stock Exchange of India Limited along with the Annual Report of the Company.

RECONCILIATION OF SHARE CAPITAL AUDIT

As stipulated by SEBI, a qualified Chartered Accountant or Practicing Company Secretary carries out Reconciliation of Share Capital Audit to reconcile the total admitted Capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued and listed capital. This audit is carried out by Mr. Rajiv Bhasin, Chartered Accountant and the report

thereon is submitted to the National Stock Exchange of India Limited and BSE Limited.

The audit confirms that the total Listed and Paid-up Capital is in agreement with the aggregate of the total number of shares in dematerialized form (held with NSDL and CDSL) and total number of shares in physical form.

OBSERVANCE OF THE SECRETARIAL STANDARDS ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA

The Institute of Company Secretaries of India (ICSI) has issued Secretarial Standards on important aspects like Board Meetings, General Meetings, Maintenance of Registers and Records, Minutes of Meetings and Transmission of Shares, etc. till now, the Secretarial Standards relating to the Board Meetings and General

Meetings of the Company have become mandatory to comply with effect from 1st July 2015 and the Company is strictly complying with the same.

SANJIV KAVALJIT SINGH
(DIN: 00015689)

104, Malcha Marg,
New Delhi – 110021

KARTIK ROOP RAI
(DIN: 06789287)

7020, Sector-B, Pocket - 10,
Vasant Kunj, Delhi-110070

Date : 12th September, 2021
Place : Delhi



DIRECTORS

CEO/ CFO CERTIFICATION

We the undersigned, in our respective capacities as Chief Executive officer (CEO) and Chief Financial Officer (CFO) of Atlas Cycles (Haryana) Limited ("the Company") to the best of our knowledge and belief certify that:

- a. We have reviewed financial statements and the cash flow statement for the year ended March 31, 2020 and that to the best of our knowledge and belief, we state that:
 - i. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - ii. these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b. We further state that to the best of our knowledge and belief, no transactions entered into by the Company during the year, which are fraudulent, illegal or violative of the Company's code of conduct.
- c. We are responsible for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting of the Company and have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- d. We have indicated to the Auditors and the Audit Committee:
 - i. significant changes, if any, in internal control over financial reporting during the year;
 - ii. Significant changes, if any, in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - iii. Instances of significant fraud of which they have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

For ATLAS CYCLES (HARYANA) LIMITED

Date:- 12th September, 2021
Place:- Delhi

Sd/-
(NARENDRA PAL SINGH)
CHIEF EXECUTIVE OFFICER

Sd/-
(CHANDER MOHAN DHALL)
CHIEF FINANCIAL OFFICER

Declaration on Code of Conduct as per Schedule V Part D of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

I declare that the members of Board of Directors and Senior Management Personnel have affirmed compliance with the code of conduct of board of directors and senior management.

Date : 12th September, 2021
Place: Delhi

Sd/-
NARENDRA PAL SINGH
CHIEF EXECUTIVE OFFICER

INDEPENDENT AUDITORS' CERTIFICATE

(INDEPENDENT AUDITOR'S CERTIFICATE ON COMPLIANCE WITH THE CORPORATE GOVERNANCE REQUIREMENTS UNDER SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS REGULATIONS, 2015)

To the Members of
ATLAS CYCLES (HARYANA) LIMITED

1. This certificate is issued in accordance with the terms of our engagement letter dated 28-09-2017.
2. This report contains details of compliance of conditions of corporate governance by ATLAS CYCLES (HARYANA) LIMITED ('the Company') for the year ended 31 March, 2020 as stipulated in regulations 17-27, clause (b) to (i) of regulation 46(2) and paragraphs C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') pursuant to the Listing Agreement of the Company with Stock Exchanges.

Management's Responsibility for compliance with the conditions of Listing Regulations

3. The compliance with the terms and conditions contained in the corporate governance is the responsibility of the Management of the Company including the preparation and maintenance of all relevant supporting records and documents.

Auditor's Responsibility

4. Our examination was limited to procedures and implementation thereof adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.
5. Pursuant to the requirements of the Listing Regulations, it is our responsibility to provide a reasonable assurance whether the Company has complied with the conditions of Corporate Governance as stipulated in Listing Regulations for the year ended 31 March, 2020.
6. We conduct our examination in accordance with the Guidance Note on Reports or Certificates for Special Purpose issued by the Institute of Chartered Accountants of India (ICAI). The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by ICAI.
7. We have complied with the relevant applicable requirements of the Standards on quality control (SDC). Quality counsel of firms that perform Audit and review of historical financial information and other Assurance and related services engagement.

Opinion

8. In our opinion, and to the best of our information and according to explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned Listing Regulations.
9. We state that such compliances is neither an assurances as to the future viability of the company nor the effectiveness with which the management has conducted the affairs of the company.

Restriction on use

10. The certificate is addressed and provided to the members of the Company solely for the purpose to enable the Company to comply with the requirement of the Listing Regulation and it should not be used by other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty or care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing

For **Dinesh Nangru & co.**
Chartered Accountants,

CA. DINESH NANGRU
Partner
Firm Registration No. : 015003N
UDIN: 21094779AAAACF7397

New Delhi
Date: 12th September, 2021

MANAGEMENT DISCUSSION & ANALYSIS

(for year ended 31st March, 2020)

FORWARD LOOKING STATEMENTS

This report contains forward-looking statements, which may be identified by the use of words like 'plans', 'expects', 'will', 'anticipates', 'believes', 'intends', 'projects', 'estimates' or other words of similar connotation. All statements that address expectations or projections about the future, including, but not limited to statements about the Company's strategy for growth, product development, market position, expenditures, and financial results, are forward-looking statements. Forward-looking statements are based on certain assumptions and expectations of future events. The Company cannot guarantee that these assumptions and expectations are accurate or will be realized. The Company's actual results, performance or achievements could thus differ materially from those projected in any such forward looking statements. The Company assumes no responsibility to amend, modify or revise any forward looking statement, on the basis of any subsequent developments, information or events.

INDUSTRY OVERVIEW

India produces approximately 10% of the world annual bicycle production, which is estimated at 150 Million units. The annual domestic demand of bicycles in India is approximately 12.5 million units, out of which around 4.0 million units is a government demand for the various welfare schemes. Exports out of India are largely to Africa and the less developed economies and negligible to western markets. Today, the Indian bicycle manufacturing and bicycle parts industry is widely recognized for its quality standards in the international market.

Bicycle market in India is projected to grow at a CAGR of over 10% till 2022 on account of growing population base, increasing discretionary spending and rising health consciousness among people. In India cycle is being swiftly adopted as a mean to stay fit and as a popular recreational activity. Growing urban population base and rising demand for roadster bicycles from rural population to derive growth in the countries bicycle market in the ensuring years.

The market for the premium or the lifestyle bikes targeted towards the lifestyle consumer is just about emerging on account of increasing individual incomes and higher aspiration levels of the middle income group. Growth in the "specials segment" (Sport Light Roadster, mountain terrain bike and children's bicycles) was higher than in the "standard segment". The definition of high end bikes itself is changing.

Not only are the price points changing, but even definitions of the segments. Cycles were simplistically segmented into gents, ladies, kids and high end. But now the lifestyle bikes are being segmented in line with the global trend that is based on their usage. There are Road bikes, Mountain terrain bikes and Children bikes etc.

M/s Atlas Cycles (Haryana) Limited is a Public Limited Listed Company having presence in bicycles segment with a track record of more than 69 Years, having established brand both in Indian as well as International Market. The company is engaged in manufacturing of bicycles and bicycles components.

OPPORTUNITY AND THREATS

The areas of strength are promoters having long track record, rich experience and adequate manufacturing infrastructure with latest technology and strong dealers network. Atlas Brand is well accepted both in Indian as well as International Market and one of the largest cycle manufacturer in the world. However, the areas of weaknesses: Rising input cost i.e. prices of sheets, strips, Tyres, Tubes and other related chemicals are governed by external forces including its trend in International Market. Product obsolescence vis-a-vis non-acceptance of model could adversely affect the revenue stream and profitability. Further these are the major areas under business risk, promoters risk, and financial risk and so on.

PRODUCTWISE PERFORMANCE

The company has a recognized Research and Development centre recognized by the Government of India which is continuously working on development of new models and upgrading the present models. The company has introduced a number of new models in the market keeping in view the market trend and customer preference for fancy bicycles. Further Atlas has widened its product range and the company is concentrating and researching more and more on Fancy cycles for satisfying changing needs of youth.

OUT – LOOK

India is the second largest manufacturer of bicycles in the world. Unlike the developed nations where bicycle is used primarily for health & recreational purposes, India needs bicycles for socio-economic empowerment of 1/3rd of its populations. Growth in population, health consciousness and socio-economically sustainable rural development are most important demographic trends promoting bicycle as the obvious choice of transportation in future. Out of the total quantity sold, approximately 55% bicycles are roadsters 25% fancy and about 20% meant for kids. With rising income of the middle class, fancy and kids segment will grow at a much faster pace as compared to normal roadster cycles.

SEGMENT WISE PERFORMANCE

Bicycle industry has continued to show a growth of around 4 to 5% during last two years inspite of general slowdown in the economy. Standard bicycle segment which contributes around 55% of the total sales is growing marginally as compared to Fancy and Kids segments which are growing at 7 to 8% every year. Fancy cycles with features like disc breaks, shockers, alloy wheels and gears are driving the sales particularly in metro and mini-metro cities. With rising income of the middle class, fancy segment especially the kids segment is showing a very healthy growth.

RISK AND CONCERNS

Small manufacturers from unorganized sectors are increasing their market presence every year. With little infrastructure and low overheads, they are able to supply bicycles at a very low price as compared to the organized sector because of which profitability of the industry is under stress. Though they are not

supplying very good quality product and their after sales service is not comparable, but because of the price advantage, their sales volume is increasing every year.

INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY

To achieve effectiveness and efficiency of operation, reliability of financial reporting and compliance with applicable laws, rules, and regulations and compliance of significant policies, the Company has a well defined system of internal control throughout the organization. The internal audit department regularly probes the deficiency in operation of internal control and suggest ways to rectify such deficiencies. To improve efficiency and internal control company has introduced Microsoft-Navision 2009, an Enterprise Resource Planning (ERP) system. Due to the total integration, there is a consistent flow of accurate and easy to access data within all the departments. The company has adequate systems of internal control to provide reasonable assurance that assets are safeguarded and protected against loss from unauthorized use or disposition and those transactions are authorized, recorded and reported properly.

FINANCIAL PERFORMANCE

The company has achieved a turnover ₹ 15590.21 Lacs in FY 2019-20 compared to ₹ 53836.12 Lacs during the previous year.

HEALTH SAFETY AND ENVIRONMENT

Atlas is fully committed to the safety, health and well-being of

its employees and to minimizing the environmental impact on its business operations. A safe and healthy environment is maintained and appropriate steps are taken with the object of minimizing the environmental impact on all processes and practices. The Company has a range of policies on quality, safety and health aspects to guide the employees work practices, actions and decisions. The Company strives to continuously improve the effectiveness of its policies and the employees are encouraged to contribute their mite in this direction. All employees are obliged to ensure that they fully understand all policies and do fully comply with the requirements.

HUMAN RESOURCE AND INDUSTRIAL RELATIONS

One of the “Key” reasons for the exponential growth of Atlas is undoubtedly its “People”. The Company has always provided an open and challenging work environment, wherein the staff members get an opportunity to rapidly gain and assimilate knowledge. Creativity and dedication of all the employees represent the most precious assets of the Company. For the growth of the organization, the human resource function has an important role to play not only in identifying and recruiting suitable individuals, but also in developing and rewarding its employees. As such, we have remained focused on strengthening human capital through continuous training and development and by upgrading skills of employees to meet the Company’s objectives. The Company has a union free environment and the industrial relations scenario continued to be stable during the year.

DETAILS OF SIGNIFICANT CHANGES (I.E. CHANGE OF 25% OR MORE AS COMPARED TO THE IMMEDIATELY PREVIOUS FINANCIAL YEAR) IN KEY FINANCIAL RATIOS, ALONG WITH DETAILED EXPLANATIONS THEREFOR, INCLUDING:

There has been significant changes in the Financial Ratios of the Company. The key Financial Ratio are as below:-

S.No.	Particulars	FY 2019-20	FY 2018-19	Resons for difference
i	Debtors Turnover	23.52	18.12	Due to reduction in Turnover but slow realization of debtors.
ii	Inventory Turnover Ratio	20.13	7.72	-
iii	Interest Coverage Ratio	1.33	(5.52)	Improved due to the company has paid off all it's bank borrowings
iv	Current Ratio	0.76	0.81	-
v	Debt Equity ratio	0.16	1.16	Reduction in Debt Equity Ratio is due to pay off of bank borrowings by the Company.
vi	Operating Profit Margin Ratio	(26.35)	(8.41)	Due to continuous Labour unrest and one unit being non operational resulting in increased operating Loss
vii	Net Profit Margin Ratio	2.00	(8.51)	It is improved due to sale of Non Core Immovable Properties of te company.
viii	Return on Net worth	5.68	(88.52)	It is improved due to sale of Non Core Immovable Properties of te company.

CAUTIONARY STATEMENT

Statements in the Directors' Report & Management Discussion and Analysis describing the Company's objectives, projections, estimates, expectations or predictions may be "forward-looking statements" within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to the Company's operation include raw material availability and prices, cyclical demand and pricing in the Company's principal market, changes in Government regulations, tax regimes, economic developments within India and the countries in which the Company conducts business and other incidental factor.

APPRECIATION

Your Directors express their warm appreciation to all the employees working at various units for their diligence and

contribution. Your Directors also wish to record their appreciation for the support and co-operation received from the dealers, agents, suppliers, bankers and all other stakeholder.

SANJIV KAVALJIT SINGH
(DIN: 00015689)

104, Malcha Marg,
New Delhi – 110021

KARTIK ROOP RAI
(DIN: 06789287)

7020, Sector-B, Pocket - 10,
Vasant Kunj, Delhi-110070

Date : 12th September, 2021
Place : Delhi



DIRECTORS

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10) (i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,
The Members of
Atlas Cycles (Haryana) Limited,
Industrial area
Sonepat Haryana 131001

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **Atlas Cycles (Haryana) Limited** having **CIN: L35923HR1950PLC001614** and having registered office at Industrial area, Sonepat Haryana - 131001 (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10 (i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations/ representations furnished to us by the Company & its Director/ officers, We hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2020 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority:

Sr. No.	Name of Director	DIN	Date of appointment in Company
1	Sanjiv Kavaljit Singh	00015689	03/09/2014
2	Ishwar Das Chugh	00073257	31/03/1988
3	Hira Lal Bhatia*	00159258	31/07/1979
4	Kartik Roop Rai	06789287	19/12/2013
5	Sadhna Syal	07837529	29/10/2019

Ensuring the eligibility of the appointment/ continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

- Mr. Hira Lal Bhatia has resigned from the directorship of the company w.e.f. 07.06.2020.

For **Mukesh Arora & Company**
 Practicing Company Secretaries

Mukesh Arora
 M.NO-4819
 COP-4408
 UDIN NO: F004819B000469791

Place: New Delhi
 Date: 17-07-2020

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF ATLAS CYCLES (HARYANA) LIMITED

Report on the Audit of Standalone Financial Statements

Opinion

We have audited the standalone financial statements of Atlas Cycles (Haryana) Limited ("the Company") which comprise Balance Sheet as at 31st March, 2020, the Statement of Profit and Loss, the Cash Flow Statement and statement of changes in equity for the year then ended, and a summary of the significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, aforesaid standalone financial statements give the information required by the companies Act 2013 (the Act) in the manner so required and give a true and fair view in conformity with the Indian accounting standards ("IND AS") prescribed under section 133 of the act read with the companies (Indian accounting Standards) Rules, 2015, as amended, and other accounting principles generally accepted in India, of the state of affairs of the company as at 31st March 2020, of its loss, changes in equity and cashflows for the year ended on that date.

Basis of Opinion

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing specified under Section 143(10) of the Act and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India. Those Standards and pronouncements require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the standalone financial statements are free from material misstatement. We are independent of the company in accordance with the code of ethics issued by The Institute of Chartered Accountants of India and we have fulfilled our ethical responsibilities in accordance with the provisions of the act. We believe that the audit evidence we obtained is sufficient and appropriate to provide a basis for our opinion.

Emphasis on Matter

There were no significant impact of COVID-19 on the financial statements of the Company for the year ended 31st March, 2020 however the impact on next financial year is presently not ascertainable, in the opinion of the management the impact would not be significant which describes the management's assessment of the impact of the outbreak of COVID-19 on the activities of the Company. The management believes that no adjustments are required in the Financial statements as it does not impact the current financial year, however in view of the various preventive measures taken and highly uncertain economic environment, a definitive assessment of the impact on the subsequent periods is highly dependent upon circumstances as they evolve. Our opinion is not modified in respect of this matter.

Key Audit matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial statements of current period. These matters were addressed

in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined that there are no key audit matters to be communicated in our report.

Other Information

The Company's management and Board of Directors are responsible for the other information. The other information comprises the information included in the Company's Annual Report, but does not include the financial statements and our auditor's report thereon.

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's Responsibilities for the Standalone Financial Statements

The Company's Management and Board of Directors are responsible for the preparation and presentation of these standalone financial statements in terms of the requirements of the Companies Act, 2013 (hereinafter referred to as "the Act") that give a true and fair view of the standalone financial position, standalone financial performance, standalone cash flows and changes in equity of the Company in accordance with accounting principles generally accepted in India including the Indian Accounting Standards specified in the Companies (Indian Accounting Standards) Rules, 2015 (as amended) under Section 133 of the Act. The Company's Board of Directors are also responsible for ensuring accuracy of records including financial information considered necessary for the preparation of the standalone financial statements. The Board of Directors of the company are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgements and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, the management and Board of Directors of the Company are responsible for assessing the ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company

or to cease operations, or has no realistic alternative but to do so.

The Board of Directors of the Company is also responsible for overseeing the financial reporting process of the company.

Auditors' Responsibility for the Audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial control systems in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

As required by the Companies (Auditor's Report) Order, 2016 (The Order) issued by the Central Government of India in terms of section 143(11) of the Act, we give in "Annexure A" statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable

- A. As required by Section 143 (3) of the Act, we report, to the extent applicable, that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - (b) In our opinion, proper books of account as required by law have been kept by the company so far as it appears from our examination of those books.
 - (c) The Balance Sheet, the Statement of Profit and Loss (including other comprehensive income), Cash Flow Statement and the Statement of Changes in Equity dealt with by this Report are in agreement with the books of account.
 - (d) In our opinion, the aforesaid standalone financial statements comply with the IND AS specified under Section 133 of the Act read with companies (Indian Accounting Standard) Rules 2015 as amended.
 - (e) On the basis of the written representations received from the directors as on 31st March, 2020 taken on record by the Board of Directors, none of the directors disqualified as on 31st March 2020, from being appointed as a director in terms of Section 164 (2) of the Act.
 - (f) With respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
- B. With respect to the other matters to be included in the Auditors' Report in accordance with Rule 11 of the

Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

- i. The Company, as explained by the management, has legal cases amounting to Rs. 66.85 crores which have been filed in different courts by the vendors against the company for recovery of their dues and no interest liability is likely to incur and hence not provided for.
 - ii. The Company did not have any long-term contracts including derivatives for which there were any material foreseeable losses.
 - iii. There has been some delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
- C. With respect to the matter to be included in the Auditor's report under Section 197(16)

In our opinion and according to the information and explanation given to us, the remuneration paid during the current year by the Company to its directors during the current year is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director Company and its is not in excess of the limit laid down under Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) which are required to be commented upon by us.

For Dinesh Nangru & Co
Chartered Accountants
Firm Registration No: 015003N

CA Dinesh Nangru
Partner

Place: Delhi
Date: 12th September, 2021

Membership No: 094779
UDIN: 21094779AAAACB1191

“ANNEXURE A” TO THE INDEPENDENT AUDITORS’ REPORT

(Referred to in paragraph 1 under “Report on Other Legal and Regulatory Requirements” section of our report of even date to the members of ATLAS CYCLES (HARYANA) LTD.)

The Annexure referred to in our Independent Auditors’ Report to the members of the Company on the standalone Ind AS Financial Statements for the year ended 31 March 2020, we report that:

- 1) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets;
 - (b) The Fixed Assets have been physically verified by the management in a phased manner, designed to cover all the items over a period of three years, which in our opinion, is reasonable having regard to the size of the company and nature of its business. Pursuant to the program, a portion of the fixed asset has been physically verified by the management during the year and no material discrepancies between the book's records and the physical fixed assets have been noticed.
 - (c) According to information and explanations given to us and on the basis of our examination of the records of the company, the title deeds of immovable properties are held in the name of the company.
- (d) The company has during the year sold its Rasoi plant, steel tube plant in Bawal and other non- core land and building(residential) in Sonipat, Refer note 4 of the balance sheet.
- 2) (a) As explained to us, the inventories were physically verified during the year by the Management, wherever applicable, at reasonable intervals other than for inventories lying with third parties at the end of the year for which confirmations have been obtained in most of the cases.
 - b) The discrepancies noticed on physical verification of the inventory as compared to books records which has been properly dealt with in the books of account were not material.
- 3) The Company has not granted any loans, secured or unsecured to companies, firms, Limited Liability partnerships or other parties covered in the Register maintained under section 189 of the Act. Accordingly, the provisions of clause 3 (iii) (a) to (C) of the Order are not applicable to the Company and hence not commented upon.
 - 4) In our opinion and according to the information and explanations given to us, the company has complied with the provisions of section 185 and 186 of the Companies Act, 2013 In respect of loans, investments, guarantees, and security.
 - 5) The Company has not accepted deposits from the public and hence the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the Companies (Acceptance of Deposit) Rules, 2015 with regard to the deposits accepted from the public are not applicable
 - 6) As informed to us, the maintenance of Cost Records has not been specified by the Central Government under sub-section (1) of Section 148 of the Act, in respect of the activities carried on by the company and the such accounts and records are made and maintained by the company.
 - 7) According to the information and explanation given to us, and the records of the company examined by us, the company is not regular in depositing with the appropriate authorities undisputed statutory dues including provident fund, employees state insurance, income-tax, goods and service tax, duty of customs, cess and other material statutory dues. However, according to the information and explanation given to us, no undisputed material amounts payable in respect of statutory dues were in arrears as at 31st March, 2020 for a period more than six months from the date they became payable, on account of ESI of ₹ 17,896/- and PF of ₹ 4,33,405/- which is yet to be deposited by Sonapat unit of the Company.
 - 8) In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of dues to banks. The Company has not taken any loan either from financial institutions or from the government and has not issued any debentures.

- 9) Based upon the audit procedures performed and the information and explanations given by the management, the company has not raised moneys by way of initial public offer or further public offer including debt instruments. However, term Loans raised by the company has been applied for which those are raised. However, the company has taken inter corporate loan from its associate concern Milton Cycle of ₹ 9,00,00,000/- (₹ Nine crores) which carries interest @ 11% p.a. The company has not honored repayment terms as stipulated terms of inter corporate loan agreement.
- 10) To the best of our knowledge and according to the information and explanations given to us, we report that no fraud by the Company or on the company by its officers or employees has been noticed or reported during the year.
- 11) To the best of our knowledge and according to the information and explanations given to us, the managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act;
- 12) In our opinion, the Company is not a Nidhi Company. Therefore, the provisions of clause 4 (xii) of the Order are not applicable to the Company.
- 13) In our opinion, all transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 and the details have been disclosed in the Financial Statements as required by the applicable Ind AS.
- 14) Based upon the audit procedures performed and the information and explanations given by the management, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, the provisions of clause 3 (xiv) of the Order are not applicable to the Company and hence not commented upon.
- 15) Based upon the audit procedures performed and the information and explanations given by the management, the company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, the provisions of clause 3 (xv) of the Order are not applicable to the Company and hence not commented upon.
- 16) In our opinion, the company is not required to be registered under section 45 IA of the Reserve Bank of India Act, 1934 and accordingly, the provisions of clause 3 (xvi) of the Order are not applicable to the Company and hence not commented upon.

For Dinesh Nangru & Co
Chartered Accountants
Firm Registration No: 015003N

CA Dinesh Nangru
Partner

Place: Delhi
Date: 12th September, 2021

Membership No: 094779
UDIN: 21094779AAAACB1191

“ANNEXURE – B” TO THE INDEPENDENT AUDITORS’ REPORT

(Referred to in paragraph 1(f) under Report on Other Legal and Regulatory Requirements’ section of our report of even date)

Report on the Internal Financial Controls with reference to the aforesaid standalone financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

We have audited the internal financial controls over financial reporting of ATLAS CYCLES (HARYANA) LIMITED (“the Company”) as of 31 March 2020 in conjunction with our audit of the Standalone Ind AS Financial Statements of the Company for the year ended on that date.

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2020, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountant of India”.

Management’s Responsibility for Internal Financial Controls

The respective Board of Directors of the Holding company and its subsidiary company, which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on, internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditors’ Responsibility

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal

financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Ind AS Financial Statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of Ind AS Financial Statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that

transactions are recorded as necessary to permit preparation of Ind AS Financial Statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the Ind AS Financial Statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

For **Dinesh Nangru & Co**
Chartered Accountants
Firm Registration No: 015003N

CA Dinesh Nangru
Partner

Place: Delhi
Date: 12th September, 2021 UDIN: 21094779AAAACB1191

Atlas Cycles (Haryana) Limited

STANDALONE BALANCE SHEET AS AT 31.03.2020

(Amount in ₹)

Particulars	Note No.	As at 31.03.2020	As at 31.03.2019
ASSETS			
(1) Non - current assets			
(a) Property, plant and equipment	4	442,828,270	813,309,659
(b) Capital work-in-progress		-	19,451,576
(c) Financial assets			
(i) Investments	5	3,211,406	3,211,406
(ii) Other financial assets	6	17,063,038	10,063,038
(d) Deferred tax assets (net)	7	270,900,606	170,999,206
(e) Other non - current assets	8	166,738,069	170,077,233
Total non - curret assets		900,741,389	1,187,112,118
(2) Current assets			
(a) Inventories	9	313,907,788	415,779,530
(b) Financial assets			
(i) Investments	10	493,152	493,152
(ii) Trade receivables	11	366,746,406	975,358,890
(iii) Cash and cash equivalents	12	39,264,529	35,708,392
(iv) Bank balance other than cash and cash equivalent	13	1,870,854	1,870,854
(v) Loans	14	225,459,505	222,992,929
(vi) Other financial assets	15	15,500,512	14,566,221
(d) Other current assets	16	27,370,232	42,608,622
Total curret assets		990,612,978	1,709,378,590
TOTAL ASSETS		1,891,354,367	2,896,490,708
EQUITY AND LIABILITIES			
EQUITY			
(a) Equity share capital	17	32,519,190	32,519,190
(b) Other equity	18	516,210,546	485,021,795
Total Equity		548,729,736	517,540,985
LIABILITIES			
(1) Non - current liabilities			
(a) Financial liabilities			
(i) Borrowings	19	-	3,242,567
(ii) Other financial liabilities	20	29,397,807	268,608,742
(b) Provisions	21	9,691,664	8,802,577
Total non - curret liabilities		39,089,471	280,653,886
(2) Current liabilities			
(a) Financial liabilities			
(i) Borrowings	22	90,000,000	597,820,131
(ii) Trade Payables	23	1,084,142,834	1,355,882,121
(iii) Other financial liabilities	24	2,601,894	6,453,913
(b) Other Current Liabilities	25	39,407,750	56,979,881
(c) Provisions	26	87,382,682	81,159,791
Total curret liabilities		1,303,535,160	2,098,295,837
Total Equity & Liabilities		1,891,354,367	2,896,490,708

Significant Accounting Policies

2&3

The Accompanying notes are integral part of these standalone financial statements

As per our Report of even date

For **DINESH NANGRU & COMPANY**
Chartered Accountants
FRN: 015003N

Narendra Pal Singh
Chief Executive Officer

Chander Mohan Dhall
Chief Financial Officer

CA. DINESH NANGRU
PARTNER
M. No. – 094779
UDIN: 21094779AAAACB1191

Rakesh
Company Secretary

Kartik Roop Rai
(DIN: 06789287)
Director

Sanjiv Kavaljit Singh
(DIN: 00015689)
Director

Date : 12th September, 2021
Place : New Delhi

Atlas Cycles (Haryana) Limited

STANDALONE STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31.03.2020 (Amount in ₹)

Particulars	Note No.	Year ended 31.03.2020	Year ended 31.03.2019
I Income			
a Revenue from operations	28	1,559,021,395	5,383,612,514
b Other income	29	442,004,428	5,552,636
Total income (a + b)		2,001,025,823	5,389,165,150
II Expenses			
Cost of material consumed	30	1,053,517,754	3,875,402,701
Purchases of Stock-in-Trade	31	60,351,943	233,997,269
Change in Inventories of Finished Goods, Work-in-progress and Stock-in-Trade	32	28,644,890	80,758,010
Employee benefits expenses	33	347,850,853	364,540,539
Finance costs	34	94,181,376	70,291,473
Depreciation and amortization expenses	35	43,965,097	42,073,080
Other expenses	36	441,226,559	1,286,229,095
Total expenses		2,069,738,472	5,953,292,167
III Profit / (loss) before exceptional items and tax		-68,712,649	-564,127,017
V Profit / (loss) before tax		-68,712,649	-564,127,017
VI Tax expense			
(1) Current tax			
(2) Deferred tax (Assets/ Liability Utilization)		99,901,400	106,008,750
VII Profit / (loss) for the Year from continuing operations		31,188,751	-458,118,267
VIII Other comprehensive income			
Items that will not be reclassified to profit or loss		-	-
(i) Remeasurements of net defined benefit plans		-	-
(ii) Income tax relating to above items			
IX Total comprehensive income for the year		31,188,751	-458,118,267
X Earnings per equity share (Refer Note 48)			
(1) Basic		4.80	(70.44)
(2) Diluted		4.80	(70.44)

Significant Accounting Policies

2&3

The accompanying notes are integral part of these standalone financial statements

As per our report of even date

For **DINESH NANGRU & COMPANY**
Chartered Accountants
FRN: 015003N

Narendra Pal Singh
Chief Executive Officer

Chander Mohan Dhall
Chief Financial Officer

CA. DINESH NANGRU
PARTNER
M. No. – 094779
UDIN: 21094779AAAACB1191

Rakesh
Company Secretary

Kartik Roop Rai
(DIN: 06789287)
Director

Sanjiv Kavaljit Singh
(DIN: 00015689)
Director

Date : 12th September, 2021
Place : New Delhi

Atlas Cycles (Haryana) Limited

STANDALONE CASH FLOW STATEMENT FOR THE YEAR ENDED 31.03.2020

(Amount in ₹)

Particulars	Year ended 31.03.2020	Year ended 31.03.2019
CASH FLOW FROM OPERATING ACTIVITIES		
Profit before exceptional items and tax as per statement of profit and loss	-68,712,649	-564,127,017
Adjustments for:		
Depreciation & Amortisation	43,965,097	42,073,080
(Gain)/Loss on disposal of property, plant & equipment	-371,333,499	60,834,892
Profit on Sale of Current Investments	-	-690,098
Bad Debts	7,351	-
Liability / Provisions no longer required written back	-1,199,777	-756,846
Interest Income	-3,300,058	-1,833,797
Finance costs	94,181,376	70,291,473
Operating Profit before Working Capital Changes	-306,392,160	-394,208,313
Working capital adjustments:		
Decrease/ (Increase) in trade and other receivables	608,605,133	714,830,383
Decrease/ (Increase) in Inventories	101,871,742	190,012,402
Decrease/ (Increase) in Other Non Current Financial Assets	-7,000,000	1,653,957
Decrease/ (Increase) in Other Non Current Assets	3,339,164	-1,732,287
Decrease/ (Increase) in Current Loans	-2,466,576	-43,907,498
Decrease/ (Increase) in Other Current Assets	15,238,391	-1,688,744
Decrease/ (Increase) in Other Current Financial Assets	-934,291	19,956,971
Decrease/ (Increase) in Bank Balances other than cash equivalents	-	4,228,364
Increase/ (decrease) Other Non-Current Financial Liabilities	-239,210,935	18,792,049
Increase/ (decrease) in Non Current Provisions	889,087	850,584
Increase/ (decrease) in trade and other payables	-270,539,510	-588,499,554
Increase/ (decrease) in Other Financial Liabilities	-3,852,019	-12,998,225
Increase/ (decrease) in Other Current Liabilities	-17,572,131	-47,582,631
Increase/ (decrease) in Provisions	6,222,892	36,228,755
Net cash flows generated from (used in) operating activities after exceptional items	-111,801,213	-104,063,787
CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of property, plant & equipment, including CWIP and capital advances	-47,038,953	-67,702,245
Sale, plant & equipment, including CWIP and capital advances	764,340,319	27,743,634
Sale/(Purchase) of Investment	-	113,986,269
Interest Received	3,300,058	1,833,797
Net cash flows generated from (used in) investing activities	720,601,424	75,861,455

(Amount in ₹)

Particulars	Year ended 31.03.2020	Year ended 31.03.2019
CASH FLOW FROM FINANCING ACTIVITIES		
Net Proceeds from Short term Borrowings	-507,820,131	94,410,650
Net Proceeds from Long term Borrowings	-3,242,567	-1,422,163
Interest Paid	-94,181,376	-70,291,473
Net cash flows generated from (used in) financing activities	-605,244,074	22,697,014
Net increase (decrease) in cash and cash equivalents	3,556,137	-5,505,318
Net foreign exchange difference		
Cash and cash equivalents at the beginning of the year	35,708,392	41,213,710
Cash and cash equivalents at year end	39,264,529	35,708,392
Components of cash and cash equivalent as at		
Cash in hand	3,020,106	4,803,961
Balances with banks:		
- Current Account (Scheduled Bank)	32,230,847	25,995,195
- On Deposits with Original maturity of less than 3 months	3,412,429	3,412,429
- Unpaid Dividend Account	601,147	1,496,807
Cash and cash equivalents as per note 12	39,264,529	35,708,392

The Cash flow statement has been prepared under the Indirect method as set out in Indian Accounting Standard (Ind As 7) statement of Cash flows.

The accompanying notes are integral part of these standalone financial statements

As per our report of even date

For **DINESH NANGRU & COMPANY**
Chartered Accountants
FRN: 015003N

Narendra Pal Singh
Chief Executive Officer

Chander Mohan Dhall
Chief Financial Officer

CA. DINESH NANGRU
PARTNER
M. No. – 094779
UDIN: 21094779AAAACB1191

Rakesh
Company Secretary

Kartik Roop Rai
(DIN: 06789287)
Director

Sanjiv Kavaljit Singh
(DIN: 00015689)
Director

Date : 12th September, 2021
Place : New Delhi

Atlas Cycles (Haryana) Limited

NOTE-1

STANDALONE STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31.03.2020

A. Equity Share Capital

(Amount in ₹)

Particulars	Amount
As at 01.04.2019	32,519,190.00
Changes in equity share capital	-
As at 31.03.2020	32,519,190.00

B. Other equity

Particulars	Reserves and Surplus	Reserves and Surplus	Reserves and Surplus	Reserves and Surplus	Items of other comprehensive income	Total
	Retained earnings	General Reserves	Securities Premium	Fixed Assets Revaluation Reserve	Defined Benefit Plan	
Balance as at 01.04.2019	-730,455,523	1,115,883,070	60,620,185	38,974,063		485,021,795
Impact of IND AS Adjustment	-					
Additions during the period	31,188,751				-	31,188,751
Additions from Sale Revaluation reserve		38,974,063				38,974,063
Addition for income tax refund previous year						
Deletion during the period				-38,974,063		-38,974,063
As at 31.03.2020	-699,266,772	1,154,857,133	60,620,185	-	-	516,210,546

The accompanying notes are integral part of these standalone financial statements

As per our report of even date

For **DINESH NANGRU & COMPANY**

Chartered Accountants

FRN: 015003N

CA. DINESH NANGRU

PARTNER

M. No. – 094779

UDIN: 21094779AAAACB1191

Rakesh

Company Secretary

Narendra Pal Singh

Chief Executive Officer

Kartik Roop Rai

(DIN: 06789287)

Director

Chander Mohan Dhall

Chief Financial Officer

Sanjiv Kavaljit Singh

(DIN: 00015689)

Director

Date : 12th September, 2021

Place : New Delhi

NOTES TO FINANCIAL STATEMENTS

NOTE: 2 & 3

1. Significant accounting policies

1.1. Basis of measurement

The financial statements have been prepared under historical cost convention on accrual basis, except for the items that have been measured at fair value as required by relevant Ind AS. The standalone financial statements are presented in Indian Rupees, which is the Company's functional and presentation currency and all amounts are rounded to the nearest rupees and two decimals thereof, except as stated otherwise.

1.2. Use of estimates and judgements

The presentation of the financial statements in conformity with Ind AS requires the management to make estimates, judgements and assumptions affect the application of accounting policies and reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities at the date of financial statements and reported amount of revenue and expenses during the reporting period. The application of accounting policies that requires critical accounting estimates involving complex and subjective judgements and the use of assumptions in these financial statements have been disclosed in Note 3.3. Accounting estimates could change from period to period. Actual result could differ from those estimates. Appropriate changes in estimates are made as the management becomes aware of changes in circumstances surrounding the estimates. Changes in estimates are reflected in the financial statements in the period in which such changes are made and, if material, their effects are disclosed in the notes to the financial statements.

1.3. Critical accounting estimates

a) Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable. Revenue is reduced by rebates and other similar allowances.

Revenue from the sale of goods is recognised when the goods are dispatched and titles have passed, at which time all the following conditions are satisfied:

- the Company has transferred to the buyer the significant risks and rewards of ownership of the goods;
- the Company retains neither continuing managerial involvement to the degree usually associated with ownership nor effective control over the goods sold;
- the amount of revenue can be measured reliably;
- it is probable that the economic benefits associated with the transaction will flow to the Company; and
- the costs incurred or to be incurred in respect of the transaction can be measured reliably

Dividend income from investments is recognised when the shareholder's right to receive payment has been established.

Interest income from a financial asset is recognised when it is probable that the economic benefits will flow to the Group and the amount of income can be measured reliably. Interest income is accrued on, time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

b) Useful lives and residual value of property, plant and equipment and Intangible assets

Company reviews the useful lives and residual values of property, plant and equipment and Intangible Assets at least once a year. Such lives are dependent upon an assessment of both the technical lives of the assets and also their likely economic lives based on various internal and external factors including relative efficiency and operating costs. Accordingly useful lives are reviewed annually using the best information available to the Management.

1.4. Property, plant and equipment

Property, plant and equipment are stated at cost, less accumulated depreciation and impairment, if any. Costs directly attributable to acquisition are capitalized until the property, plant and equipment are ready for use, as intended by the Management. The Company depreciates property, plant and equipment over their estimated useful lives using the straight-line method. The management has used useful lives for assets as mentioned in Schedule II of Companies Act, 2013

Depreciation methods, useful lives and residual values are reviewed periodically, including at each financial year end.

Advances paid towards the acquisition of property, plant and equipment outstanding at each Balance Sheet date is classified as capital advances under other non-current assets and the cost of assets not ready to use before such date are disclosed under 'Capital work-in-progress'. Subsequent expenditures relating to property, plant and equipment are capitalized only when it is probable that future economic benefits associated with these will flow to the Company and the cost of the item can be measured reliably. Repairs and maintenance costs are recognized in the Statement of Profit and Loss when incurred.

The cost and related accumulated depreciation are eliminated from the financial statements upon sale or retirement of the asset and the resultant gains or losses are recognized in the Statement of Profit and Loss.

1.5. Impairment of assets

Property, plant and equipment are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the Cash Generating Unit (CGU) to which the asset belongs.

If such assets are impaired, the impairment to be recognized in the Statement of Profit and Loss is measured by the amount by which the carrying value of the assets exceeds the estimated recoverable amount of the asset. An impairment loss is reversed in the Statement of Profit and Loss if there has been a change in the estimates used to determine the recoverable amount. The carrying amount of the asset is increased to its revised recoverable amount, provided that this amount does not exceed the carrying amount that would have been determined (net of any accumulated depreciation) had no impairment loss been recognized for the asset in prior years.

1.6. Intangible assets

Intangible assets are stated at cost less accumulated amortization and impairment. Intangible assets are amortized over their respective individual estimated useful lives on a straight-line basis, from the date that they are available for use. The estimated useful life of an identifiable intangible asset is based on a number of factors including the effects of obsolescence, demand, competition, and other economic factors (such as the stability of the industry, and known technological advances). Amortization methods and useful lives are reviewed periodically including at each financial year end.

Computer software which is not an integral part of the related hardware is classified as an intangible asset and is being amortized over the estimated useful life.

1.7. Employee benefits

Defined contribution plan

Employee benefits in the form of Provident Fund (with Government Authorities) are considered as defined contribution plan and the contributions are charged to the statement of Profit & Loss of the year when the contributions to the respective funds are due.

Defined benefit plan

Retirement benefits in the form of Gratuity and Long term compensated leaves are considered as defined benefit obligations and are provided for on the basis of an actuarial valuation, using the projected unit credit method, as at the date of the Balance Sheet. Other short-term absences are provided based on past experience of leave availed.

Actuarial Gains and losses arising from experience adjustments and changes in actuarial assumptions are recognized immediately in the balance sheet with a corresponding debit or credit to retained earnings through other comprehensive income (OCI) in the period in which they occur. Re-measurements are not reclassified to profit or loss in subsequent periods.

1.8. Financial instruments – initial recognition, subsequent measurement and impairment

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity. Financial assets or a liability is recognised when the Company becomes a Party to the contractual provision of the instrument.

a) Financial assets

Financial assets include cash and cash equivalent, trade and other receivables, investments in securities and other eligible current and noncurrent assets.

Financial Assets are measured at amortised cost or fair value through Other Comprehensive Income or fair value through Profit or Loss, depending on its business model for managing those financial assets and the assets contractual cash flow characteristics.

Subsequent measurements of financial assets are dependent on initial categorisation. For impairment purposes significant financial assets are tested on an individual basis, other financial assets are assessed collectively in groups that share similar credit risk characteristics.

The company derecognizes a financial asset when the contractual rights to the cash flows from the financial assets expire or it transfers the financial assets and the transfer qualifies for the derecognition under Ind AS 109.

Investment in equity shares

Investments in equity securities are initially measured at fair value. Any subsequent fair value gain or loss is recognized through Profit or Loss.

The company assesses impairment based on expected credit loss (ECL) model to all its financial assets measured at amortised cost.

b) Financial liabilities

Financial liabilities include long term and short-term loan and borrowings, trade and other payables and other eligible current and non-current liabilities.

All financial liabilities recognized initially at fair value and, in the case of loans and borrowing and other payable, net of directly attributable transaction costs. After initial recognition, financial liabilities are classified under one of the following two categories

i) Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities held for trading. The Company has not designated any financial liabilities upon initial measurement recognition at fair value through profit or loss. Financial liabilities at fair value through profit or loss are at each reporting date at fair value with all the changes recognized in the Statement of Profit and Loss.

ii) Financial liabilities measured at amortised cost

After initial recognition, such financial liabilities are subsequently measured at amortized cost by applying the Effective Interest Rate (EIR) method to the gross carrying amount of financial liability. The EIR amortization is included in finance expense in the profit and loss.

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires.

1.9. Taxes on income

Income tax expense represents the sum of current and deferred tax. Tax is recognised in the Statement of Profit and Loss, except to the extent that it relates to items recognised directly in equity or other comprehensive income.

Current tax provision is computed for Income calculated after considering allowances and exemptions under the provisions of the applicable Income Tax Laws. Current tax assets and current tax liabilities are off set, and presented as net.

Deferred tax is recognised on differences between the carrying amounts of assets and liabilities in the Balance sheet and the corresponding tax bases used in the computation of taxable profit and are accounted for using the liability method. Deferred tax liabilities are generally recognised for all taxable temporary differences, and deferred tax assets are generally recognised for all deductible temporary differences, carry forward tax losses and allowances to the extent that it is probable that in future taxable profits will be available to set off such deductible temporary differences. Deferred tax assets and liabilities are measured at the applicable tax rates. Deferred tax assets and deferred tax liabilities are off set, and presented as net.

The carrying amount of deferred tax assets is reviewed at each balance sheet date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available against which the temporary differences can be utilised.

1.10. Provisions, contingent liabilities and contingent assets

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Provisions are reviewed at each reporting period and are adjusted to reflect the current best estimate.

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made. Information on contingent liability is disclosed in the Notes to the Financial Statements. Contingent assets are not recognized in financial statements but are disclosed, if any.

1.11. Borrowing cost

Borrowing costs incurred for the acquisition or developing of qualifying assets are recognized as part of cost of such assets when it is considered probable that they will result in future economic benefits to the company. While other borrowing cost are expensed in period in which they are incurred

1.12. Foreign currency transactions

Financial statements have been presented in Indian Rupees, which is the Company's functional and presentation currency. Transactions in foreign currencies are initially recorded by the Company at rates prevailing at the date of the transaction. Subsequently monetary items are translated at closing exchange rates of balance sheet date and the resulting exchange difference recognised in profit or loss. Differences arising on settlement of monetary items are also recognised in profit or loss.

1.13. Provision for bad debts

Provision against doubtful debtors to be created based on the age and category (good, doubtful, disputed and irrecoverable) of the debtors. Provision for Bad and Doubtful debts have been created on case to case basis after assessing the recoverability aspect.

1.14. Government grant

Grants related to specific Fixed Assets are disclosed as a deduction from the value of concerned Assets. Grants related to revenue are credited to the statement of Statement of Profit and Loss. Grants in the nature of promoter's contribution are treated as Capital Reserve.

1.15. Cash flow statements

Cash Flow is reported using indirect method, whereby net profits before tax is adjusted for the effects of transactions of a non- cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flow from regular revenue generation, investing and financing activities of the company are segregated.

Atlas Cycles (Haryana) Limited

Notes to Financial Statements

4 PROPERTY, PLANT AND EQUIPMENT

Financial Year 2019-20

(Amount in ₹)

Particulars	Gross Carrying Value			Depreciation			Net Carrying Value	
	Balance as at 1 April 2019	Additions	Disposals/Write-off*	Balance as at 31 Mar 2020	Depreciation for the period	Other Adjustments	Balance as at 31 Mar 2020	Balance as at 31 Mar 2019
Tangible assets								
Land & Building	772910566	21831553	343844040*	450898079	5137396	46273195	212687735	519087032
Plant & Machinery	660825024	23495660	77320175*	607000509	26955938	9556308	461432338	216792316
Computer	57673181		8477099*	49196082	542830	8284345	48134641	1797025
Vehicles	159123870	102000	8661230*	150564640	10339205	12545160	100660088	56257827
Electrical Installation	25756004		12101437*	13654567	63241	7165978	13101115	5552152
Furniture & Fixtures	83417930	1609740	18520000*	66507670	926487	11543751	58977360	13823306
TOTAL	1759706575	47038953	468923981*	1337821547	43965097	95368737	894993277	813309659
Under Const. Installation Building/ Machinery	19451576	0	19451576	0			0	19451576
Total	1779158151	47038953	488375557	1337821547	43965097	95368737	894993277	832761235

*During the year the company sold its Rasoi Plant, steel tube plant in Bawal and other non core land and building(Residential) in Sonapat

Atlas Cycles (Haryana) Limited

Notes to Financial Statements

(Amount in ₹)

Particulars	As at 31 March 20	As at 31 March 19
5 NON-CURRENT INVESTMENT		
Investment in Equity Instruments (Unquoted, fully paid up)		
A) Subsidiary Companies (measured at cost)		
50,000 (50,000) Equity shares of ₹ 10 each fully paid up in Atlas Cycle (Malanpur) Limited	500,000	500,000
50,000 (50,000) Equity Shares of ₹ 10/- each fully paid up in ATLAS CYCLES(SAHIBABAD) LTD.	500,000	500,000
50,000 (50,000) Equity Shares of ₹ 10/- each fully paid up in ATLAS CYCLES SONEPAT LTD.	500,000	500,000
Equity Shares Fully Paid Up -Trade Un Quoted		
Ambojini Property Developers Pvt. Ltd.	14,100	14,100
1410 (1410) Equity Shares of ₹ 10 each		
	1,514,100	1,514,100
Investment in Debt Instruments (Unquoted, fully paid up)		
A) Others (measured at cost)		
10% OCD Ambojini Property Developers Pvt. Ltd.		
16062 (16062) Debentures of ₹ 100 each	1,606,200	1,606,200
	1,606,200	1,606,200
Unquoted Government Securities		
12 years National Defence Certificate for the face value of ₹ 1750 each pledged with Government authorities	1,750	1,750
7 Years National Savings Certificate pledged with Excise authorities	10,000	10,000
	11,750	11,750
Unquoted Mutual Fund		
THE OCIAN'S ART FUND-(D) (46000 units of ₹ 100 each)	4,600,000	4,600,000
Less: Provision for impairment	-4,600,000	-4,600,000
	-	-
Investment in Equity Instruments (Quoted, fully paid up)		
Central Bank of India	79,356	79,356
7780 (7780) Equity Shares of ₹ 10 each	79,356	79,356
Total	3,211,406	3,211,406
Aggregate Book Value of Quoted Investment	79,356	79,356
Aggregate Market Value of Quoted Investment	95,305	283,970
Aggregate Book Value of Un-Quoted Investment	7,732,050	7,732,050
Aggregate amount of impairment in value of investments	4,600,000	4,600,000

(Amount in ₹)

Particulars	As at 31 March 20	As at 31 March 19
6 OTHER FINANCIAL ASSETS		
Fixed deposits	15,928,000	8,928,000
Accrued interest	1,135,038	1,135,038
Total	17,063,038	10,063,038

(Amount in ₹)

Particulars	As at 31 March 20	As at 31 March 19
7 DEFERRED TAX ASSETS (NET)		
Deferred tax assets		
Others	270,900,606	170,999,206
Net deferred tax assets	270,900,606	170,999,206

(Amount in ₹)

Particulars	As at 31 March 20	As at 31 March 19
8 OTHER NON-CURRENT ASSETS		
Capital advances	-	3,905,500
Deposit with others	8,767,012	9,100,676
Claim Recoverable	23,023,842	23,023,842
Others	134,947,215	134,047,215
Total	166,738,069	170,077,233

(Amount in ₹)

Particulars	As at 31 March 20	As at 31 March 19
9 INVENTORIES		
(Value at lower of cost and net realisable value)		
(As taken, valued and certified by the management)		
Raw materials and packing material	184,313,884	247,233,876
Work-in-progress	7,438,928	8,199,104
Finished goods	75,464,918	86,514,764
Stock in trade	1,375,051	18,209,919
Scarp	-	-
Stores and spares	45,315,007	55,621,867
Total	313,907,788	415,779,530

Note : Inventories and Trade Receivables were hypothecated till last year against working capital facilities availed by the company

(Amount in ₹)

Particulars	As at 31 March 20	As at 31 March 19
10 CURRENT INVESTMENT		
Investments in Mutual Fund (Quoted)		
(valued at fair value through profit & loss)		
HDFC Corporate Debt Opp.Fund - R-G 44075 (2017: 2681205, 2016:2681205) Units of ₹ 10 each	493,152	493,152
Total	493,152	493,152
Aggregate Book Value of Quoted Investment	493,152	493,152
Aggregate Market Value of Quoted Investment	1,009,930	672,368
Aggregate Book Value of Un-Quoted Investment	-	-
Aggregate amount of impairment in value of investments	-	-

(Amount in ₹)

Particulars	As at 31 March 20	As at 31 March 19
11 TRADE RECEIVABLES		
Trade receivables outstanding for a period less than six months from the date they are due for payment		
Unsecured, considered good	174,092,814	762,977,726
Unsecured, considered doubtful	-	-
Less: Provision for doubtful debts	-	-
	174,092,814	762,977,726
Trade receivables outstanding for a period exceeding six months from the date they are due for payment		
Unsecured, considered good	192,653,592	212,381,164
Unsecured, considered doubtful	40,210,956	41,410,733
Less: Provision for doubtful debts	-40,210,956	-41,410,733
	192,653,592	212,381,164
Total	366,746,406	975,358,890

Note : Inventories and Trade Receivables were hypothicated till last year against working capital facilities availed by the company

(Amount in ₹)

Particulars	As at 31 March 20	As at 31 March 19
12 CASH AND CASH EQUIVALENTS		
Cash in hand	3,020,106	4,803,961
Balances with banks in :		
- Current Account (Scheduled Bank)	32,230,847	25,995,195
- On Deposits with Original maturity of less than 3 months	3,412,429	3,412,429
- Unpaid Dividend Account	601,147	1,496,807
Total	39,264,529	35,708,392

(Amount in ₹)

Particulars	As at 31 March 20	As at 31 March 19
13 BANK BALANCE OTHER THAN CASH AND CASH EQUIVALENT		
Other Bank Balances		
- Original maturity more than 12 months but maturing within one year from the Reporting Date	1,870,854	1,870,854
- Maturity more than 12 months from the Reporting Date	15,928,000	8,928,000
	17,798,854	10,798,854
Less: Amount disclosed under Other non-current assets (Refer note 6)	-15,928,000	-8,928,000
Total	1,870,854	1,870,854

(Amount in ₹)

Particulars	As at 31 March 20	As at 31 March 19
14 CURRENT LOANS		
Employee Advance	109,334,794	111,905,391
Loans & Advances recoverable in cash or in kind	116,124,711	111,087,538
Total	225,459,505	222,992,929

(Amount in ₹)

Particulars	As at 31 March 20	As at 31 March 19
15 OTHER FINANCIAL ASSETS		
Interest Accrued on Investment/FDR	934,291	-
Security deposits	14,566,221	14,566,221
Total	15,500,512	14,566,221

(Amount in ₹)

Particulars	As at 31 March 20	As at 31 March 19
16 OTHER CURRENT ASSETS		
Prepaid expenses	901,393	2,050,619
Balances with government authorities	25,530,027	22,561,983
Advance income tax/ Tax deducted at source (Net of Provisions)	938,812	17,996,020
Total	27,370,232	42,608,622

(Amount in ₹)

Particulars	As at 31 March 20	As at 31 March 19
17 EQUITY SHARE CAPITAL		
Authorised		
30,000(30,000) 6 1/4% P.A. free of Income tax cumulative redeemable Preference shares of ₹ 100 each	3,000,000	3,000,000
194,00,000(194,00,000) Equity Shares of ₹ 5/- each	97,000,000	97,000,000
Issued, Subscribed & Fully Paid Up Capital		
65,03,838(65,03,838) Equity Shares of ₹ 5/-each fully paid up	32,519,190	32,519,190
Total	32,519,190	32,519,190

a) The rights, preferences and restrictions attaching to each class of shares including restrictions on the distribution of dividends and the repayment of capital :

The company has only one class of equity shares having a par value of ₹ 5 per share. Each holder of equity shares is entitled to one vote per share. The company declares and pays dividends in Indian rupees. The dividend proposed, if any, by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting and also has equal right in distribution of Profit/Surplus in proportions to the number of equity shares held by the shareholders.

b) Details of shareholders holding more than 5% equity shares in the company

Name of shareholder	As at 31 March 20		As at 31 March 19	
	No. of Shares	%	No. of Shares	%
Milton Cycles Industries Ltd	651692	10.02%	651692	10.02%
Limrose Enng Works Pvt Ltd	515300	7.92%	515300	7.92%

c) Reconciliation of the number of shares outstanding at the beginning and at the end of the reporting period

Particulars	As at 31 March 20	As at 31 March 19
	No. of Shares	No. of Shares
Share outstanding as at the beginning of the year	6,503,838	6,503,838
Additions during the year	-	-
- Shares Split during the year	-	-
Deletions during the year	-	-
Share outstanding as at the end of the year	6,503,838	6,503,838

d) In last 5 years there was no bonus issue, buy back and /or issue of shares other for cash consideration

(Amount in ₹)

Particulars	As at 31 March 20	As at 31 March 19
18 OTHER EQUITY		
Retained Earning		
Balance as at the beginning of the year	-730,455,523	-272,337,256
Restatement due to application of Ind AS	-	-
(+) Net Profit/(Net Loss) For the current year as per the statement of Profit and loss	31,188,751	-458,118,267
Balance as at the end of the year	-699,266,772	-730,455,523
General Reserve		
Balance as at the beginning of the year	1,115,883,070	1,115,883,070
Addition(Trf from Revaluation Reserve)	38,974,063	-
Deletion	-	-
Balance as at the end of the year	1,154,857,133	1,115,883,070
Securities Premium		
Balance as at the beginning of the year	60,620,185	60,620,185
Addition	-	-
Deletion	-	-
Balance as at the end of the year	60,620,185	60,620,185
Fixed Assets Revaluation Reserve		
Balance as at the beginning of the year	38,974,063	38,974,063
Addition	-	-
Deletion(Trf fo General Reserve)	-38,974,063	-
Balance as at the end of the year	-	38,974,063
Item of other comprehensive income that will not be classified in profit & loss		
Re-measurement of the net defined benefit Plans	-	-
Addition	-	-
Deletion	-	-
Balance as at the end of the year	-	-
Total other equity	516,210,546	485,021,795

During the year company has sold land of Rasoi unit against which Revaluation Reserve was standing of ₹ 38974063 now transferred to general Reserve on sale of Rasoi unit land

(Amount in ₹)

Particulars	As at 31 March 20	As at 31 March 19
19 NON-CURRENT BORROWING		
Secured loans		
- Vehicle loans From scheduled banks	2,601,894	7,423,117
- Public Deposits	-	-
	2,601,894	7,423,117
Less: Amount disclosed under the head other financial liabilities (note 24)	-2,601,894	-4,180,550
Total	-	3,242,567

Note:

- 1 Vehicle loans are secured by way of hypothecation of vehicle concerned and carry interest from 10.50% p.a. to 10.25% p.a. on different loans and repayable in 36 / 48 equal installments.

(Amount in ₹)

Particulars	As at 31 March 20	As at 31 March 19
20 OTHER FINANCIAL LIABILITIES		
Permanent Deposits from Dealers	15,303,734	15,306,945
Security Deposits from Others	14,094,073	14,601,797
Advance against sale of land #	-	238,700,000
Total	29,397,807	268,608,742

(Amount in ₹)

Particulars	As at 31 March 20	As at 31 March 19
21 NON-CURRENT PROVISIONS		
Provision for employee benefits		
Leave encashment	9,691,664	8,802,577
Total	9,691,664	8,802,577

(Amount in ₹)

Particulars	As at 31 March 20	As at 31 March 19
22 CURRENT BORROWINGS		
a) Secured loans		
Working Capital Facilities from Banks		
Working capital loan	-	568,466,587
Short Term Loans	90,000,000	-
Bills Discounting from Banks/Financial Institution	-	29,353,544
Total	90,000,000	597,820,131

- a) Last year Working Capital Limit from Consortium banks were secured against Hypothecation of Inventory and Book Debts and 1st Charge over Fixed Assets of the Company which were repayable on demand and carried Interest @ 14.43% p.a.
- b) Company has taken inter corporate loan from its associates concern Milton Cycle Industries limited of ₹ 90000000 (₹ Nine crore) which carries Interest @ 11% P.a.

(Amount in ₹)

Particulars	As at 31 March 20	As at 31 March 19
23 TRADE PAYABLES		
Payable to MSME parties	317,752,047	318,745,844
Payable to Others	766,390,787	1,037,136,277
Total	1,084,142,834	1,355,882,121

(Amount in ₹)

Particulars	As at 31 March 20	As at 31 March 19
24 OTHER CURRENT FINANCIAL LIABILITIES		
Current maturities of long-term debt (refer note 19)	2,601,894	4,180,550
Interest accrued	-	2,273,363
Total	2,601,894	6,453,913

(Amount in ₹)

Particulars	As at 31 March 20	As at 31 March 19
25 OTHER CURRENT LIABILITIES		
Statutory dues	10,518,033	33,007,530
Security deposits	6,629,569	6,782,669
Employees related payables	484,148	1,242,398
Others payables	21,174,853	14,450,477
Unpaid dividends	601,147	1,496,807
Total	39,407,750	56,979,881

(Amount in ₹)

Particulars	As at 31 March 20	As at 31 March 19
26 CURRENT PROVISIONS		
Provision for employee benefits		
Employee Benefits	26,000,242	40,273,690
Provision for others	61,382,440	40,886,101
Total	87,382,682	81,159,791

(Amount in ₹)

Particulars	For the Year ended 31 March 20	For the Year ended 31 March 19
28 REVENUE FROM OPERATIONS		
Sale of finished goods	1,554,932,016	5,372,043,521
Other operating revenue		
Scrap sales	2,728,930	8,434,434
Export Incentive	1,360,449	3,134,559
Total	1,559,021,395	5,383,612,514

(Amount in ₹)

Particulars	For the Year ended 31 March 20	For the Year ended 31 March 19
29 OTHER INCOME		
Interest Income	3,300,058	1,143,699
Profit on Sale of Property, Plant and Equipments	387,589,451	750,626
Profit on Sale of Current Investments	-	690,098
Rental Income	72,686	157,795
Provision written back	1,199,777	756,846
Miscellaneous Income	49,842,456	2,053,572
Total	442,004,428	5,552,636

(Amount in ₹)

Particulars	For the Year ended 31 March 20	For the Year ended 31 March 19
30 COST OF MATERIAL CONSUMED		
Raw Material Consumed	1,053,517,754	3,875,402,701
Total	1,053,517,754	3,875,402,701

(Amount in ₹)

Particulars	For the Year ended 31 March 20	For the Year ended 31 March 19
31 PURCHASES OF STOCK-IN-TRADE		
Purchases of Bicycles	60,351,943	233,997,269
Total	60,351,943	233,997,269

(Amount in ₹)

Particulars	For the Year ended 31 March 20	For the Year ended 31 March 19
32 CHANGE IN INVENTORIES OF FINISHED GOODS, WORK-IN-PROGRESS AND STOCK-IN-TRADE		
Opening stock		
Finished goods	86,514,764	135,126,234
Stock-in-trade	18,209,919	41,446,604
Scrap	-	-
Work-in-progress	8,199,104	17,108,959
	<u>112,923,787</u>	<u>193,681,797</u>
Closing stock		
Finished goods	75,464,918	86,514,764
Stock-in-trade	1,375,051	18,209,919
Scrap	-	-
Work-in-progress	7,438,928	8,199,104
	<u>84,278,897</u>	<u>112,923,787</u>
(Increase)/ Decrease in Stock	28,644,890	80,758,010
Total	28,644,890	80,758,010

(Amount in ₹)

Particulars	For the Year ended 31 March 20	For the Year ended 31 March 19
33 EMPLOYEE BENEFIT EXPENSES		
Salaries and Wages	300,764,855	310,829,514
Contribution to Provident and Other Funds	32,551,151	33,137,419
Staff Welfare and Training Expenses	14,534,847	20,573,606
Total	347,850,853	364,540,539

(Amount in ₹)

Particulars	For the Year ended 31 March 20	For the Year ended 31 March 19
34 FINANCE COSTS		
Interest Expense	92,787,992	67,757,035
Other Borrowing Costs	1,393,384	2,534,438
Total	94,181,376	70,291,473

(Amount in ₹)

Particulars	For the Year ended 31 March 20	For the Year ended 31 March 19
35 DEPRECIATION AND AMORTIZATION EXPENSE		
Depreciation on property, plant & equipment	43,965,097	42,073,080
Total	43,965,097	42,073,080

(Amount in ₹)

Particulars	For the Year ended 31 March 20	For the Year ended 31 March 19
36 OTHER EXPENSES		
Freight outward & handling charges	87,567,753	374,374,647
Packing Material Consumed	54,480,935	200,077,683
Stores and Spare Parts Consumed	92,348,416	316,721,782
Power & Fuel	22,800,545	57,233,186
Repairs and Maintenance:		
Buildings	5,108,463	1,776,905
Plant & Machinery	5,068,441	9,548,918
Others	21,534,169	16,204,849
Travelling & conveyance	28,434,088	61,603,816
Advertisement and sales promotion	9,725,263	29,635,227
Rates & Taxes	4,346,317	22,239,516
Commission to agents	4,788,404	19,259,451
Printing & Stationery, Postage & Telephone	3,919,590	9,034,730
Insurance	3,222,261	4,490,528
Legal Fees	2,771,671	2,349,497
Rent	496,566	2,250,060
Payment to Auditors (Refer Note below 30.1)	3,215,110	3,316,075
Loss on sale of property, plant and equipment	16,255,952	61,585,518
Director Sitting fees	675,000	430,000
Donations	52,500	68,000
Bad debt written off	7,351	-
Miscellaneous Expenses	74,407,764	94,028,707
Total	441,226,559	1,286,229,095

(Amount in ₹)

Particulars	For the Year ended 31 March 20	For the Year ended 31 March 19
36.1 PAYMENT TO AUDITOR		
As Auditor:		
Statutory Audit fee	2,500,000	2,500,000
Tax Audit Fee	400,000	400,000
In other Capacity		
For Other Services including Certifications	315,110	416,075
Total	3,215,110	3,316,075

37 FINANCIAL RISK MANAGEMENT

The Company's principal financial liabilities, other than derivatives, comprise borrowings, trade and other payables, and financial guarantee contracts. The main purpose of these financial liabilities is to manage finances for the Company's operations. The Company has loan and other receivables, trade and other receivables, and cash and short-term deposits that arise directly from its operations. The Company's activities are exposed to **market risk, credit risk and liquidity risk.**

I. Market risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market prices comprise three types of risk: currency rate risk, interest rate risk and other price risks, such as equity price risk and commodity risk. Financial instruments affected by market risk include loans and borrowings, deposits, investments. The sensitivity analyses in the following sections relate to the position as at 31st March 2020 and 31st March 2019.

The analyses exclude the impact of movements in market variables on: the carrying values of gratuity and other postretirement obligations; provisions; and the non-financial assets and liabilities of foreign operations. The sensitivity of the relevant profit or loss item is the effect of the assumed changes in respective market risks.

(a) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. In order to optimize the Company's position with regard to interest income and interest expenses and to manage the interest rate risk, treasury performs a comprehensive corporate interest rate risk management by balancing the proportion of the fixed rate and floating rate financial instruments in its total portfolio.

- (i) The exposure of Company borrowings to interest rate changes at the end of reporting period are as follows:

Particulars	(Amount in ₹)	
	As at 31 March 20	As at 31 March 19
Variable rate borrowings	-	568,466,587
Fixed rate borrowings	92,601,894	36,776,661
Total borrowings	92,601,894	605,243,248

- (ii) As at the end of reporting period, the Company had the following variable rate borrowings outstanding:

Particulars	As at 31 March 20		As at 31 March 19	
	Balance	% of total loans	Balance	% of total loans
Loans repayable on demand (Cash Credit)	-	-	568,466,587	100.00%
Net exposure to cash flow interest rate risk	-	-	568,466,587	100%

(iii) Sensitivity

Profit/loss is sensitive to higher/lower interest expense from borrowings as a result of changes in interest rates.

Particulars	Increase/ Decrease in Basis Points		Impact on Profit before Tax	
	31-Mar-20	31-Mar-19	31-Mar-20	31-Mar-19
Decrease in Profit before Tax	+50	+50	-	2,842,333
Increase in Profit before Tax	- 50	- 50	-	-2,842,333

(b) Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Company is exposed to the foreign exchange risk through its trading sales.

Foreign currency exposure	Currency	Amount in Forex	
		As at 31 March 20	As at 31 March 19
Trade Receivables	USD	56,900	182,076

II. Credit risk

Credit risk arises from the possibility that the counterparty will default on its contractual obligations resulting in financial loss to the company. To manage this, the Company periodically assesses the financial reliability of customers, taking into account the financial conditions, current economic trends, and analysis of historical bad debts and ageing of accounts receivable. The Company is exposed to credit risk from its operating activities (primarily trade receivables) and from its financing activities, including deposits with banks, mutual funds and other financial instruments.

The Company extends credit to customers in normal course of business. The Company considers factors such as credit track record in the market and past dealings for extension of credit to customers. The Company monitors the payment track record of the customers. Outstanding customer receivables are regularly monitored. The Company evaluates the concentration of risk with respect to trade receivables as low, as its customers are located in several jurisdictions and industries and operate in domestic markets. The Company has also taken advances and security deposits from its customers, which mitigate the credit risk to an extent.

III. Liquidity Risk

Liquidity risk is defined as the risk that company will not be able to settle or meet its obligation on time or at a reasonable price. The Company's objective is to at all times maintain optimum levels of liquidity to meet its cash and collateral requirements. The Company's treasury department is responsible for liquidity, funding as well as settlement management. In addition, processes and policies related to such risk are overseen by senior management. Management monitors the Company's net liquidity position through rolling, forecast on the basis of expected cash flows.

The table below provides details regarding the remaining contractual maturities of financial liabilities at the reporting date based on contractual undiscounted payments:

Maturity patterns of borrowings & other Financial liabilities (Amount in ₹)

As at 31-03-2020	Carrying Amount	On Demand	Less than 12 months	More than 1 years	Total
Borrowings	92,601,894	-	92,601,894	-	92,601,894
Trade payables	1,084,142,834	428,505,059	655,637,775	-	1,084,142,834
Other Liabilities	31,999,701	-	2,601,894	29,397,807	31,999,701
Total	1,208,744,429	428,505,059	750,841,563	29,397,807	1,208,744,428

(Amount in ₹)

As at 31-03-2019	Carrying Amount	On Demand	Less than 12 months	More than 1 years	Total
Borrowings	605,243,248	568,466,587	33,534,094	3,242,567	605,243,248
Trade payables	1,355,882,121	678,739,001	677,143,120	-	1,355,882,121
Other Liabilities	275,062,655	-	6,453,913	268,608,742	275,062,655
Total	2,236,188,024	1,247,205,588	717,131,127.00	271,851,309	2,236,188,024

38 CAPITAL MANAGEMENT

The primary objective of the Company's Capital Management is to maximize the shareholder value and also maintain an optimal capital structure to reduce cost of capital. In order to manage the capital structure, the Company may adjust the amount of return on capital to shareholders, issue new or sell assets to reduce debts. The Company monitors capital using gearing ratio, which is net debt divided by total capital plus debt.

(Amount in ₹)

Particulars	As at	
	31 March 20	31 March 19
Debt	92,601,894	605,243,248
Cash & bank balances	41,135,383	37,579,246
Net Debt (A)	51,466,511	567,664,002
Total Equity (B)	548,729,736	517,540,985
Total Equity and Net Debt ('C)	600,196,248	1,085,204,987
Gearing Ratio (A/C)	8.57%	52.31%

Notes-

- Debt is defined as long-term and short-term borrowings including current maturities (excluding derivatives) as described in notes 19 and 22.
- Total equity (as shown in balance sheet) includes issued capital and all other equity reserves.

39 RECOGNITION OF OPENING AND CLOSING BALANCES OF DEFINED BENEFIT OBLIGATION

In accordance with the Payment of Gratuity Act, 1972, the Company provides for gratuity, as defined benefit plan. The gratuity plan provides for a lump sum payment to the employees at the time of separation from the service on completion of vested year of employment i.e. five years. The liability of gratuity plan is provided based on actuarial valuation as at the end of each financial year based on which the Company contributes the ascertained liability to Life Insurance Corporation of India with whom the plan assets are maintained.

These plans typically expose the Company to actuarial risks such as: investment risk, inherent interest rate risk, longevity risk and salary risk

Investment Risk	The present value of the defined benefit plan liability (denominated in Indian Rupee) is calculated using a discount rate which is determined by reference to market yields at the end of the reporting period on government bonds. Currently for the plan in India, it has a relatively balanced mix of investments in government securities, and other debt instruments.
Interest Rate Risk	The defined benefit obligation calculated uses a discount rate based on government bonds. If bond yields fall, the defined benefit obligation will tend to increase.
Longevity Risk	The present value of the defined benefit plan liability is calculated by reference to the best estimate of the mortality of plan participants both during and after their employment. An increase in the life expectancy of the plan participants will increase the plan's liability.
Salary Risk	Higher than expected increases in salary will increase the defined benefit obligation.

The present value of the defined benefit obligation, and the related current service cost, were measured using the projected unit credit method.

Movements in the present value of the defined benefit obligation are as follows :-

(Amount in ₹)

GRATUITY	Gratuity (Funded)	
	2019-20	2018-19
Defined Benefit obligation at the beginning of the year	127,139,463	111,630,289
Current Service Cost	4,677,115	2,802,823
Interest cost	9,613,294	8,818,793
Benefit paid	10,704,733	3,887,558
Defined Benefit obligation at the year end	152,134,605	127,139,463

Actuarial assumptions

	Gratuity (Funded)	
	2019-20	2018-19
Discount rate (Per Annum)	7.50%	7.50%
Expected rate of return plan (Per Annum)	8.25%	8.25%
Rate of escalation of salary (Per Annum)	8.00%	8.00%

The estimates of rate of escalation in salary considered in actuarial valuation, takes into account seniority and promotion & other relevant factors.

As per the IND AS 21 "Employees benefit", the disclosure as defined in the accounting Standard are given below:

	(Amount in ₹)	
Defined Contribution Plan	31-Mar-20	31-Mar-19
Employer's Contribution to Provident Fund	12,049,175	11,206,025
Employers Contribution to Supper Annuation Fund	-	-
Employers Contribution to Gratuity Fund	11,017,165	3,893,845

40 CONTINGENT LIABILITIES IN RESPECT OF

	(Amount in ₹)	
	31-Mar-20	31-Mar-19
a) Surety bonds in favour of government	500,000	3,677,350
b) Guarantees given by bank	40,987,376	141,455,441
c) Guarantees In respect of Entry Tax matters	28,000	
d) Guarantees In respect of Sales Tax matters	49,197,930	
e) Interest on pending Litigation	-	11,567,548

41 DETAILS OF RAW MATERIAL CONSUMED DURING THE YEAR

Particulars	2020			2019	
	Units	Quantity (in lacs)	Value ₹	Quantity (in lacs)	Value ₹
(i) Sheets & Strips	Kgs.	295,115	15,432,575	1,308,269	73,368,854
(ii) Tyres	Nos.	984,558	113,683,636	3,422,369	376,916,204
(iii) Tubes	Nos.	1,004,086	47,081,019	3,332,365	142,861,221
(iv) Rims	Nos.	1,072,900	106,450,101	3,878,743	394,852,475
(v) Other Items	-	-	41,525,839	-	152,488,368
(vi) Components	-	-	729,344,584	-	2,734,915,579
			1,053,517,754		3,875,402,701

42 VALUE OF IMPORTED AND INDIGENOUS RAW MATERIAL AND COMPONENTS CONSUMED DURING THE YEAR

	Indigeneous		Imported	
	Value (₹)	Percentage	Value (₹)	Percentage
(i) Raw Material	282,647,331	100	NIL	0
	(987998754)	(100)	NIL	(0)
(ii) Components	693,473,647	89.96	77,396,776	10.04
	(2547101837)	(88.21)	(340,302,110)	(11.79)

Previous Year figures are shown in brackets.

43 VALUE OF TOTAL IMPORTS ON CIF BASIS (Amount in ₹)

	2020	2019
(i) Raw Material, Components & Spare Parts	77,396,776	340,302,110
(ii) Capital Goods	-	-
	<u>77,396,776</u>	<u>340,302,110</u>

44 EXPENDITURE IN FOREIGN CURRENCY (Amount in ₹)

	2020	2019
(i) Commission on export	1,973,802	1,787,277
(ii) Foreign Tours	35,285	11,617,431
(iii) Foreign Publicity & exhibition	2,323,832	791,787
	<u>4,332,919</u>	<u>14,196,495</u>

45 EARNINGS IN FOREIGN EXCHANGE (Amount in ₹)

	2020	2019
F.O.B. Value of goods exported	100,689,718	140,391,867

46 RELATED PARTY DISCLOSURES**A. Name of associated parties and nature of related party relationship**

- i) **Associated Companies** : Milton Cycles Inds Ltd, Janki Das & Sons (P) Ltd, Romer Engineering Works (P) Ltd
ii) **Subsidiary Companies are:** Atlas Cycles Sonapat Ltd, Atlas Cycles (Sahibabad) Ltd, Atlas Cycles (Malanpur) Ltd.,

Directors & Employees (As at 31.03.2020) : Sh. I.D.Chugh, Sh. H.L.Bhatia, Sh. Kartik Roop Rai, Sh. Sanjiv Kavaljit Singh, Ms. Sadhna Syal, Sh. Vikram Kapur, Sh. Gautam Kapur, Sh. Girish Kapur, Sh. Sanjay Kapur, Sh. Rajiv Kapur, Sh. Angad Kapur, Sh. Rishav Kapur, Sh. Prashant Kapur, Sh. Rahul Kapur, Sh. Abhinav Kapur,

B. Transactions with the Associated Parties and Subsidiaries (Amount in ₹)

	2020	2019
Sale of Goods	15,770,633	9,688,805
Rent	-	-
Purchase of Goods	188,292,923	429,717,104
Balance at year end	134249649	93,290,355
Intercorporate Loan	90,000,000.00	-

C. Transactions with key managerial persons: (Amount in ₹)

	2020	2019
Remunerations:	57,064,634	54,404,912

47 EARNINGS PER SHARE

The following is a reconciliation of the equity shares used in the computation of basic and diluted earnings per equity share:

	(Amount in ₹)	
Particulars	Year ended 31.03.2020	Year ended 31.03.2019
Issued Equity Shares (65,03,838 of ₹ 5 each)	6,503,838	6,503,838
Add/ Less: Adjustments (Refer note)	-	-
Weighted average number of equity shares in calculating basic & diluted EPS (A)	<u>6,503,838</u>	<u>6,503,838</u>

Net profit available to equity holders of the Company used in the basic and diluted earnings per share was determined as follows:

Particulars	(Amount in ₹)	
	Year ended 31.03.2020	Year ended 31.03.2019
Profit for the year	31,188,751	(458,118,267)
Add/ Less: Adjustments	-	-
Net profit/ (loss) as per Statement of Profit & Loss (for calculation of basic & diluted EPS (B))	31,188,751	(458,118,267)
Basic Earnings per Share (₹) (B/A)	4.80	(70.44)
Diluted Earnings per Share (₹) (B/A)	4.80	(70.44)

The number of shares used in computing basic EPS is the weighted average number of shares outstanding during the year. The diluted EPS is calculated on the same basis as basic EPS, after adjusting for the effects of potential dilutive equity.

48 SEGMENT INFORMATION

- (i) The company is engaged in the business of "Manufacturing and Selling of Bicycles" and therefore, has only one reportable segment in accordance with IND AS 108 "Operating segments)

49 PREVIOUS YEAR FIGURES

Figures of the Previous Year have been regrouped, rearranged and reclassified to conform to the current year classification.

As per our report of even date

For **DINESH NANGRU & COMPANY**
Chartered Accountants
FRN: 015003N

Narendra Pal Singh
Chief Executive Officer

Chander Mohan Dhall
Chief Financial Officer

CA. DINESH NANGRU
PARTNER
M. No. – 094779
UDIN: 21094779AAAACB1191

Rakesh
Company Secretary

Kartik Roop Rai
(DIN: 06789287)
Director

Sanjiv Kavaljit Singh
(DIN: 00015689)
Director

Date : 12th September, 2021
Place : New Delhi

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF ATLAS CYCLES (HARYANA) LIMITED

Report on the Audit of Consolidated Financial Statements

Opinion

We have audited the accompanying consolidated financial statements of Atlas Cycles (Haryana) Limited ("the Holding Company") and its Subsidiaries Atlas Cycles (Sonapat) Limited, Atlas Cycles (Sahibabad) Limited and Atlas Cycles (Malanpur) Limited (collectively referred to as "the Group") which comprise the consolidated Balance Sheet as at 31st March, 2020, the consolidated Statement of Profit and Loss and the consolidated Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, aforesaid standalone financial statements give the information required by the companies Act 2013 (the Act) in the manner so required and give a true and fair view in conformity with the Indian accounting standards ("IND AS") prescribed under section 133 of the act read with the companies (Indian accounting Standards) Rules, 2015, as amended, and other accounting principles generally accepted in India, of the state of affairs of the company as at 31st March 2020, of its loss, changes in equity and cash flows for the year ended on that date.

Basis of Opinion

We conducted our audit of the consolidated financial statements in accordance with the Standards on Auditing specified under Section 143(10) of the Act and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India. Those Standards and pronouncements require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement. We are independent of the group in accordance with the code of ethics issued by The Institute of Chartered Accountants of India and we have fulfilled our ethical responsibilities in accordance with the provisions of the act. We believe that the audit evidence we obtained is sufficient and appropriate to provide a basis for our opinion.

Emphasis on Matter

There were no significant impact of COVID-19 on the financial statements of the Company for the year ended 31st March, 2020 however the impact on next financial year is presently not ascertainable, in the opinion of the management the impact would not be significant which describes the management's assessment of the impact of the outbreak of COVID-19 on the activities of the Company. The management believes that no adjustments are required in the Financial statements as it does not impact the current financial year, however in view of the various preventive measures taken and highly uncertain economic environment, a definitive assessment of the impact on the subsequent periods is highly dependent upon circumstances as they evolve. Our opinion is not modified in respect of this matter.

Key Audit matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial statements of current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined that there are no key audit matters to be communicated in our report.

Other Information

The Holding Company's management and Board of Directors are responsible for the other information. The other information comprises the information included in the Holding Company's Annual Report, but does not include the financial statements and our auditor's report thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

The Holding Company's Management and Board of Directors are responsible for the preparation and presentation of these consolidated financial statements in terms of the requirements of the Companies Act, 2013 (hereinafter referred to as "the Act") that give a true and fair view of the consolidated financial position, consolidated financial performance, consolidated cash flows and changes in equity of the Group in accordance with accounting principles generally accepted in India including the Indian Accounting Standards specified in the Companies (Indian Accounting Standards) Rules, 2015 (as amended) under Section 133 of the Act. The Holding Company's Board of Directors are also responsible for ensuring accuracy of records including financial information considered necessary for the preparation of consolidated financial statements. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgements and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error which has been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial statements, the respective management and Board of Directors of the entities included in the Group are responsible for assessing the ability of each entity to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the entity or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the entities included in the Group is responsible for overseeing the financial reporting process of each entity.

Auditors' Responsibility for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial control systems in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

- A. As required by Section 143 (3) of the Act, we report, to the extent applicable, that:
- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
 - (b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of these books.
 - (c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss (including other comprehensive income), Consolidated Cash Flow Statement and the Consolidated Statement of Changes in Equity dealt with by this Report are in agreement with the relevant books of account maintained by the Holding Company, its subsidiary included in the Group incorporated in India including relevant records relating to the preparation of the consolidated financial statements.
 - (d) In our opinion, the aforesaid consolidated financial statements comply with the Ind AS specified under Section 133 of the Act.
 - (e) On the basis of the written representations received from the directors of the Holding Company and its subsidiaries as on 31st March, 2020 taken on record by the Board of Directors of the respective Companies, none of the directors of the Group companies incorporated in India is disqualified as on 31st March 2020, from being appointed as a director in terms of Section 164 (2) of the Act.

(f) With respect to the adequacy of the internal financial controls with reference to financial statements of the Holding Company and its subsidiary companies incorporated in India and the operating effectiveness of such controls, refer to our separate Report in Annexure A.

B. With respect to the other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

- i. The Company, as explained by the management, has legal cases amounting to ₹ 66.85 crores which have been filed in different courts by the vendors against the company for recovery of their dues and no interest liability is likely to incur and hence not provided for.
- ii. The Company did not have any long-term contracts including derivatives for which there were any material foreseeable losses.
- iii. There has been some delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company and there was no amount required to be transferred, to the Investor Education and Protection Fund by its subsidiary companies incorporated in India during the year ended 31st March 2020.

C. With respect to the matter to be included in the Auditor's report under Section 197(16)

In our opinion and according to the information and explanation given to us, the remuneration paid during the current year by the Holding Company and its subsidiaries which are incorporated in India is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director by the Holding Company and its subsidiaries which are incorporated in India, is not in excess of the limit laid down under Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) which are required to be commented upon by us.

For **Dinesh Nangru & Co**
Chartered Accountants
Firm Registration No: 015003N

CA Dinesh Nangru
Partner

Place: Delhi
Date: 12th September, 2021

Membership No: 094779
UDIN: 21094779AAAACC1626

“ANNEXURE – A” TO THE INDEPENDENT AUDITORS' REPORT

(Referred to in paragraph 1(f) under Report on Other Legal and Regulatory Requirements' section of our report of even date)

Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

We have audited the internal financial controls over financial reporting of ATLAS CYCLES (HARYANA) LIMITED (“the Company”) as of 31 March 2019 in conjunction with our audit of the Consolidated IND AS Financial Statements of the Company and its subsidiary companies for the year ended on that date.

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2020, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountant of India”.

Management's Responsibility for Internal Financial Controls

The respective Board of Directors of the Holding company and its subsidiary company, which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on, internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing

the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Ind AS Financial Statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of Ind AS Financial Statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of Ind AS Financial Statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in

accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the Ind AS Financial Statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

For **Dinesh Nangru & Co**
Chartered Accountants
Firm Registration No: 015003N

CA Dinesh Nangru
Partner

Place: Delhi
Date: 12th September, 2021 UDIN: 21094779AAAACC1626

Membership No: 094779

Atlas Cycles (Haryana) Limited

CONSOLIDATED BALANCE SHEET AS AT 31.03.2020

(Amount in ₹)

Particulars	Note No.	As at 31.03.2020	As at 31.03.2019
ASSETS			
(1) Non - current assets			
(a) Property, plant and equipment	4	442,828,270	813,309,659
(b) Capital work-in-progress		-	19,451,576
(c) Financial assets			
(i) Investments	5	1,711,406	1,711,406
(ii) Other financial assets	6	17,063,038	10,063,038
(d) Deferred tax assets (net)	7	270,900,606	170,999,206
(e) Other non - current assets	8	165,858,069	170,097,233
Total non - curret assets		898,361,389	1,185,632,118
(2) Current assets			
(a) Inventories	9	313,907,788	415,779,530
(b) Financial assets			
(i) Investments	10	493,152	493,152
(ii) Trade receivables	11	366,746,406	975,358,890
(iii) Cash and cash equivalents	12	40,194,796	35,785,901
(iv) Bank balance other than cash and cash equivalent	13	1,870,854	1,870,854
(v) Loans	14	225,459,504	222,992,929
(vi) Other financial assets	15	15,500,512	14,566,221
(d) Other current assets	16	27,370,233	42,608,621
Total curret assets		991,543,245	1,709,456,098
TOTAL ASSETS		1,889,904,634	2,895,088,216
EQUITY AND LIABILITIES			
EQUITY			
(a) Equity share capital	17	32,519,190	32,519,190
(b) Other equity	18	514,735,094	483,600,665
Total Equity		547,254,284	516,119,855
LIABILITIES			
(1) Non - current liabilities			
(a) Financial liabilities			
(i) Borrowings	19	-	3,242,567
(ii) Other financial liabilities	20	29,397,807	268,608,742
(b) Provisions	21	9,691,664	8,802,577
Total non - curret liabilities		39,089,471	280,653,886
(2) Current liabilities			
(a) Financial liabilities			
(i) Borrowings	22	90,000,000	597,820,131
(ii) Trade Payables	23	1,084,142,833	1,355,882,121
(iii) Other financial liabilities	24	2,601,894	6,453,913
(b) Other Current Liabilities	25	39,433,469	56,998,519
(c) Provisions	26	87,382,683	81,159,791
Total curret liabilities		1,303,560,879	2,098,314,475
Total Equity & Liabilities		1,889,904,634	2,895,088,216

Significant Accounting Policies

2&3

The Accompanying notes are integral part of these Consolidated financial statements

As per our report of even date

For **DINESH NANGRU & COMPANY**
Chartered Accountants
FRN: 015003N

Narendra Pal Singh
Chief Executive Officer

Chander Mohan Dhall
Chief Financial Officer

CA. DINESH NANGRU
PARTNER
M. No. – 094779
UDIN: 21094779AAAACC1626

Rakesh
Company Secretary

Kartik Roop Rai
(DIN: 06789287)
Director

Sanjiv Kavaljit Singh
(DIN: 00015689)
Director

Date : 12th September, 2021
Place : New Delhi

Atlas Cycles (Haryana) Limited

CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31.03.2020 (Amount in ₹)

Particulars	Note No.	Year ended 31.03.2020	Year ended 31.03.2019
I Income			
a Revenue from operations	28	1,559,021,395	5,383,612,514
b Other income	29	442,004,428	5,552,636
Total income (a + b)		2,001,025,823	5,389,165,150
II Expenses			
Cost of material consumed	30	1,053,517,754	3,875,402,701
Purchases of Stock-in-Trade	31	60,351,943	233,997,269
Change in Inventories of Finished Goods, Work-in-progress and Stock-in-Trade	32	28,644,890	80,758,010
Employee benefits expenses	33	347,850,853	364,540,539
Finance costs	34	94,183,618	70,294,087
Depreciation and amortization expenses	35	43,965,097	42,073,080
Other expenses	36	441,278,639	1,286,547,120
Total expenses		2,069,792,794	5,953,612,806
III Profit / (loss) before exceptional items and tax		-68,766,971	-564,447,656
IV Exceptional items		-	-
V Profit / (loss) before tax		-68,766,971	-564,447,656
VI Tax expense			
(1) Current tax			
(2) Deferred tax (Assets/ Liability Utilization)		99,901,400	106,008,750
VII Profit / (loss) for the Year from continuing operations		31,134,429	-458,438,906
VIII Other comprehensive income			
Items that will not be reclassified to profit or loss			
(i) Remeasurements of net defined benefit plans		-	-
(ii) Income tax relating to above items		-	-
IX Total comprehensive income for the year		31,134,429	-458,438,906
X Earnings per equity share (Refer Note 48)			
(1) Basic		4.79	(70.49)
(2) Diluted		4.79	(70.49)

Significant Accounting Policies

2&3

The accompanying notes are integral part of these consolidated financial statements

As per our report of even date

For **DINESH NANGRU & COMPANY**
Chartered Accountants
FRN: 015003N

Narendra Pal Singh
Chief Executive Officer

Chander Mohan Dhall
Chief Financial Officer

CA. DINESH NANGRU
PARTNER
M. No. – 094779
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Rakesh
Company Secretary

Kartik Roop Rai
(DIN: 06789287)
Director

Sanjiv Kavaljit Singh
(DIN: 00015689)
Director

Date : 12th September, 2021
Place : New Delhi

Atlas Cycles (Haryana) Limited

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31.03.2020

(Amount in ₹)

Particulars	Year ended 31.03.2020	Year ended 31.03.2019
CASH FLOW FROM OPERATING ACTIVITIES		
Profit before exceptional items and tax as per statement of profit and loss	-68,766,971	-564,447,656
Adjustments for:		
Depreciation & Amortisation	43,965,097	42,073,080
(Gain)/Loss on disposal of property, plant & equipment	-371,333,499	60,834,892
Profit on Sale of Current Investments	-	-690,098
Bad Debts	7,351	-
Liability / Provisions no longer required written back	-1,199,777	-756,846
Interest Income	-3,300,058	-1,833,797
Finance costs	94,183,618	70,294,087
Operating Profit before Working Capital Changes	-306,444,239	-394,526,338
Working capital adjustments:		
Decrease/ (Increase) in trade and other receivables	608,605,133	714,830,383
Decrease/ (Increase) in Inventories	101,871,742	190,012,402
Decrease/ (Increase) in Other Non Current Financial Assets	-7,000,000	1,653,957
Decrease/ (Increase) in Other Non Current Assets	4,239,165	-1,752,287
Decrease/ (Increase) in Current Loans	-2,466,574	-43,907,498
Decrease/ (Increase) in Other Current Assets	15,238,389	-1,688,743
Decrease/ (Increase) in Other Current Financial Assets	-934,291	19,956,971
Decrease/ (Increase) in Bank Balances other than cash equivalents	-	4,228,364
Increase/ (decrease) Other Non-Current Financial Liabilities	-239,210,935	18,792,049
Increase/ (decrease) in Non Current Provisions	889,087	850,584
Increase/ (decrease) in trade and other payables	-270,539,511	-588,499,554
Increase/ (decrease) in Other Financial Liabilities	-3,852,019	-12,998,225
Increase/ (decrease) in Other Current Liabilities	-17,565,050	-47,585,320
Increase/ (decrease) in Provisions	6,222,892	36,228,755
Net cash flows generated from (used in) operating activities after exceptional items	-110,946,212	-104,404,500
CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of property, plant & equipment, including CWIP and capital advances	-47,038,953	-67,702,245
Sale, plant & equipment, including CWIP and capital advances	764,340,319	27,743,634
Sale/(Purchase) of Investment	-	113,986,269
Interest Received	3,300,058	1,833,797
Net cash flows generated from (used in) investing activities	720,601,424	75,861,455

(Amount in ₹)

Particulars	Year ended 31.03.2020	Year ended 31.03.2019
CASH FLOW FROM FINANCING ACTIVITIES		
Net Proceeds from Short term Borrowings	-507,820,131	94,410,648
Net Proceeds from Long term Borrowings	-3,242,569	-1,422,162
Interest Paid	-94,183,618	-70,294,087
Net cash flows generated from (used in) financing activities	-605,246,318	22,694,399
Net increase (decrease) in cash and cash equivalents	4,408,895	-5,848,646
Net foreign exchange difference		
Cash and cash equivalents at the beginning of the year	35,785,901	41,634,547
Cash and cash equivalents at year end	40,194,796	35,785,901
Components of cash and cash equivalent as at		
Cash in hand	3,020,106	4,803,961
Balances with banks:		
- Current Account (Scheduled Bank)	33,161,113	26,072,704
- On Deposits with Original maturity of less than 3 months	3,412,430	3,412,429
- Unpaid Dividend Account	601,147	1,496,807
Cash and cash equivalents as per note 12	40,194,796	35,785,901

The Cash flow statement has been prepared under the Indirect method as set out in Indian Accounting Standard (Ind As 7) statement of Cash flows.

The accompanying notes are integral part of these consolidated financial statements

As per our report of even date

For **DINESH NANGRU & COMPANY**
Chartered Accountants
FRN: 015003N

Narendra Pal Singh
Chief Executive Officer

Chander Mohan Dhall
Chief Financial Officer

CA. DINESH NANGRU
PARTNER
M. No. – 094779
UDIN: 21094779AAAACC1626

Rakesh
Company Secretary

Kartik Roop Rai
(DIN: 06789287)
Director

Sanjiv Kavaljit Singh
(DIN: 00015689)
Director

Date : 12th September, 2021
Place : New Delhi

Atlas Cycles (Haryana) Limited

NOTE-1

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31.03.2020

A. Equity Share Capital

(Amount in ₹)

Particulars	Amount
As at 01.04.2019	32,519,190.00
Changes in equity share capital	-
As at 31.03.2020	32,519,190.00

B. Other equity

Particulars	Reserves and Surplus	Reserves and Surplus	Reserves and Surplus	Reserves and Surplus	Items of other comprehensive income	Total
	Retained earnings	General Reserves	Securities Premium	Fixed Assets Revaluation Reserve	Defined Benefit Plan	
Balance as at 01.04.2019	-731,876,653	1,115,883,070	60,620,185	38,974,063		483,600,665
Impact of IND AS Adjustment	-					
Additions during the period	31,134,429	-			-	31,134,429
Additions to General Reserve from Revaluation Reserve		38,974,063				38,974,063
Addition for income tax refund for previous year						-
Deletion during the period				-38,974,063		-38,974,063
As at 31.03.2020	-700,742,224	1,154,857,133	60,620,185	-	-	514,735,094

The accompanying notes are integral part of these consolidated financial statements

As per our Report of even date

For **DINESH NANGRU & COMPANY**
Chartered Accountants
FRN: 015003N

Narendra Pal Singh
Chief Executive Officer

Chander Mohan Dhali
Chief Financial Officer

CA. DINESH NANGRU
PARTNER
M. No. – 094779
UDIN: 21094779AAAACC1626

Rakesh
Company Secretary

Kartik Roop Rai
(DIN: 06789287)
Director

Sanjiv Kavaljit Singh
(DIN: 00015689)
Director

Date : 12th September, 2021
Place : New Delhi

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

NOTE: 2 & 3

1. Significant accounting policies

1.1. Basis of measurement

The financial statements have been prepared under historical cost convention on accrual basis, except for the items that have been measured at fair value as required by relevant Ind AS. The standalone financial statements are presented in Indian Rupees, which is the Company's functional and presentation currency and all amounts are rounded to the nearest rupees and two decimals thereof, except as stated otherwise.

1.2. Use of estimates and judgements

The presentation of the financial statements in conformity with Ind AS requires the management to make estimates, judgements and assumptions affect the application of accounting policies and reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities at the date of financial statements and reported amount of revenue and expenses during the reporting period. The application of accounting policies that requires critical accounting estimates involving complex and subjective judgements and the use of assumptions in these financial statements have been disclosed in Note 3.3. Accounting estimates could change from period to period. Actual result could differ from those estimates. Appropriate changes in estimates are made as the management becomes aware of changes in circumstances surrounding the estimates. Changes in estimates are reflected in the financial statements in the period in which such changes are made and, if material, their effects are disclosed in the notes to the financial statements.

1.3. Critical accounting estimates

a) Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable. Revenue is reduced by rebates and other similar allowances.

Revenue from the sale of goods is recognised when the goods are dispatched and titles have passed, at which time all the following conditions are satisfied:

- the Company has transferred to the buyer the significant risks and rewards of ownership of the goods;
- the Company retains neither continuing managerial involvement to the degree usually associated with ownership nor effective control over the goods sold;
- the amount of revenue can be measured reliably;
- it is probable that the economic benefits associated with the transaction will flow to the Company; and
- the costs incurred or to be incurred in respect of the transaction can be measured reliably

Dividend income from investments is recognised when the shareholder's right to receive payment has been established.

Interest income from a financial asset is recognised when it is probable that the economic benefits will flow to the Group and the amount of income can be measured reliably. Interest income is accrued on, time basis, by reference to the principal outstanding and at the effective interest rate applicable,

which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

b) Useful lives and residual value of property, plant and equipment and Intangible assets

Company reviews the useful lives and residual values of property, plant and equipment and Intangible Assets at least once a year. Such lives are dependent upon an assessment of both the technical lives of the assets and also their likely economic lives based on various internal and external factors including relative efficiency and operating costs. Accordingly useful lives are reviewed annually using the best information available to the Management.

1.4. Property, plant and equipment

Property, plant and equipment are stated at cost, less accumulated depreciation and impairment, if any. Costs directly attributable to acquisition are capitalized until the property, plant and equipment are ready for use, as intended by the Management. The Company depreciates property, plant and equipment over their estimated useful lives using the straight-line method. The management has used useful lives for assets as mentioned in Schedule II of Companies Act, 2013

Depreciation methods, useful lives and residual values are reviewed periodically, including at each financial year end.

Advances paid towards the acquisition of property, plant and equipment outstanding at each Balance Sheet date is classified as capital advances under other non-current assets and the cost of assets not ready to use before such date are disclosed under 'Capital work-in-progress'. Subsequent expenditures relating to property, plant and equipment are capitalized only when it is probable that future economic benefits associated with these will flow to the Company and the cost of the item

can be measured reliably. Repairs and maintenance costs are recognized in the Statement of Profit and Loss when incurred. The cost and related accumulated depreciation are eliminated from the financial statements upon sale or retirement of the asset and the resultant gains or losses are recognized in the Statement of Profit and Loss.

1.5. Impairment of assets

Property, plant and equipment are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the Cash Generating Unit (CGU) to which the asset belongs.

If such assets are impaired, the impairment to be recognized in the Statement of Profit and Loss is measured by the amount by which the carrying value of the assets exceeds the estimated recoverable amount of the asset. An impairment loss is reversed in the Statement of Profit and Loss if there has been a change in the estimates used to determine the recoverable amount. The carrying amount of the asset is increased to its revised recoverable amount, provided that this amount does not exceed the carrying amount that would have been determined (net of any accumulated depreciation) had no impairment loss been recognized for the asset in prior years.

1.6. Intangible assets

Intangible assets are stated at cost less accumulated amortization and impairment. Intangible assets are amortized over their respective individual estimated useful lives on a straight-line basis, from the date that they are available for use. The estimated useful life of an identifiable intangible asset is based on a number of factors including the effects of obsolescence, demand, competition, and other economic factors (such as the stability of the industry, and known technological advances). Amortization methods and useful lives are reviewed periodically including at each financial year end.

Computer software which is not an integral part of the related hardware is classified as an intangible asset and is being amortized over the estimated useful life.

1.7. Employee benefits

Defined contribution plan

Employee benefits in the form of Provident Fund (with Government Authorities) are considered as defined contribution plan and the contributions are charged to the statement of Profit & Loss of the year when the contributions to the respective funds are due.

Defined benefit plan

Retirement benefits in the form of Gratuity and Long term compensated leaves are considered as defined benefit obligations and are provided for on the basis of an actuarial valuation, using the projected unit credit method, as at the date of the Balance Sheet. Other short-term absences are provided based on past experience of leave availed.

Actuarial Gains and losses arising from experience adjustments and changes in actuarial assumptions are recognized immediately in the balance sheet with a corresponding debit or credit to retained earnings through other comprehensive income (OCI) in the period in which they occur. Re-measurements are not reclassified to profit or loss in subsequent periods.

1.8. Financial instruments – initial recognition, subsequent measurement and impairment

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity. Financial assets or a liability is recognised when the Company becomes a Party to the contractual provision of the instrument.

a) Financial assets

Financial assets include cash and cash equivalent, trade and other receivables, investments in securities and other eligible current and noncurrent assets.

Financial Assets are measured at amortised cost or fair value through Other Comprehensive Income or fair value through Profit or Loss, depending on its business model for managing those financial assets and the assets contractual cash flow characteristics.

Subsequent measurements of financial assets are dependent on initial categorisation. For impairment purposes significant financial assets are tested on an individual basis, other financial assets are assessed collectively in groups that share similar credit risk characteristics.

The company derecognizes a financial asset when the contractual rights to the cash flows from the financial assets expire or it transfers the financial assets and the transfer qualifies for the derecognition under Ind AS 109.

Investment in equity shares

Investments in equity securities are initially measured at fair value. Any subsequent fair value gain or loss is recognized through Profit or Loss.

The company assesses impairment based on expected credit loss (ECL) model to all its financial assets measured at amortised cost.

b) Financial liabilities

Financial liabilities include long term and short-term loan and borrowings, trade and other payables and other eligible current and non-current liabilities.

All financial liabilities recognized initially at fair value and, in the case of loans and borrowing and other payable, net of directly attributable transaction costs. After initial recognition, financial liabilities are classified under one of the following two categories

i) Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities held for trading. The Company has not designated any financial liabilities upon initial measurement recognition at fair value through profit or loss. Financial liabilities at fair value through profit or loss are at each reporting date at fair value with all the changes recognized in the Statement of Profit and Loss.

ii) Financial liabilities measured at amortised cost

After initial recognition, such financial liabilities are subsequently measured at amortized cost by applying the Effective Interest Rate (EIR) method to the gross carrying amount of financial liability. The EIR amortization is included in finance expense in the profit and loss.

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires.

1.9. Taxes on income

Income tax expense represents the sum of current and deferred tax. Tax is recognised in the Statement of Profit and Loss, except to the extent that it relates to items recognised directly in equity or other comprehensive income.

Current tax provision is computed for Income calculated after considering allowances and exemptions under the provisions of the applicable Income Tax Laws. Current tax assets and current tax liabilities are off set, and presented as net.

Deferred tax is recognised on differences between the carrying amounts of assets and liabilities in the Balance sheet and the corresponding tax bases used in the computation of taxable profit and are accounted for using the liability method. Deferred tax liabilities are generally recognised for all taxable temporary differences, and deferred tax assets are generally recognised for all deductible temporary differences, carry forward tax losses and allowances to the extent that it is probable that in future taxable profits will be available to set off such deductible temporary differences. Deferred tax assets and liabilities are measured at the applicable tax rates. Deferred tax assets and deferred tax liabilities are off set, and presented as net.

The carrying amount of deferred tax assets is reviewed at each balance sheet date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available against which the temporary differences can be utilised.

1.10. Provisions, contingent liabilities and contingent assets

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Provisions are reviewed at each reporting period and are adjusted to reflect the current best estimate.

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made. Information on contingent liability is disclosed in the Notes to the Financial Statements. Contingent assets are not recognized in financial statements but are disclosed, if any.

1.11. Borrowing cost

Borrowing costs incurred for the acquisition or developing of qualifying assets are recognized as part of cost of such assets when it is considered probable that they will result in future economic benefits to the company. While other borrowing cost are expensed in period in which they are incurred

1.12. Foreign currency transactions

Financial statements have been presented in Indian Rupees, which is the Company's functional and presentation currency. Transactions in foreign currencies are initially recorded by the Company at rates prevailing at the date of the transaction. Subsequently monetary items are translated at closing exchange rates of balance sheet date and the resulting exchange difference recognised in profit or loss. Differences arising on settlement of monetary items are also recognised in profit or loss.

1.13. Provision for bad debts

Provision against doubtful debtors to be created based on the age and category (good, doubtful, disputed and irrecoverable) of the debtors. Provision for Bad and Doubtful debts have been created on case to case basis after assessing the recoverability aspect.

1.14. Government grant

Grants related to specific Fixed Assets are disclosed as a deduction from the value of concerned Assets. Grants related to revenue are credited to the statement of Statement of Profit and Loss. Grants in the nature of promoter's contribution are treated as Capital Reserve.

1.15. Cash flow statements

Cash Flow is reported using indirect method, whereby net profits before tax is adjusted for the effects of transactions of a non- cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flow from regular revenue generation, investing and financing activities of the company are segregated.

1.16. Consolidation Particulars

Following subsidiary companies have been considered in the preparation of the consolidated financial statements:

Name of the entity	Relationship	Country of Incorporation	31st Mar 2020	31st Mar 2019
Atlas Cycles Sonapat Ltd	Subsidiary	India	100%	100%
Atlas Cycles (Malanpur) Ltd	Subsidiary	India	100%	100%
Atlas Cycles (Sahibabad) Ltd	Subsidiary	India	100%	100%

Atlas Cycles (Haryana) Limited

Notes to Financial Statements

4 PROPERTY, PLANT AND EQUIPMENT

Financial Year 2019-20

(Amount in ₹)

Particulars	Gross Carrying Value			Depreciation			Net Carrying Value	
	Balance as at 1 April 2019	Additions	Disposals/Write-off*	Balance as at 31 Mar 2020	Depreciation for the period	Other Adjustments	Balance as at 31 Mar 2020	Balance as at 31 Mar 2019
Tangible assets								
Land & Building	772,910,566	21,831,553	343844040*	450,898,079	5,137,396	46,273,195	212,687,795	519,087,032
Plant & Machinery	660,825,024	23,495,660	77320175*	607,000,509	26,955,938	9,556,308	461,432,338	216,792,316
Computer	57,673,181		8477099*	49,196,082	542,830	8,284,345	48,134,641	1,797,025
Vehicles	159,123,870	102,000	8661230*	150,564,640	10,339,205	12,545,160	100,660,088	49,904,552
Electrical Installation	25,756,004		12101437*	13,654,567	63,241	7,165,978	13,101,115	5,552,152
Furniture & Fixtures	83,417,930	1,609,740	18520000*	66,507,670	926,487	11,543,751	58,977,360	13,823,306
Total	1,759,706,575	47,038,953	468923981*	1,337,821,547	43,965,097	95,368,737	894,993,277	813,309,659
Under Const. Installation Building/ Machinery	19,451,576		19,451,576	-			-	19,451,576
Total	1,779,158,151	47,038,953	488,375,557	1,337,821,547	43,965,097	95,368,737	894,993,277	832,761,235

*During the year the company sold its Rasoi Plant, steel tube plant in Bawal and other non core land and building(Residential) in Sonapat

Atlas Cycles (Haryana) Limited

Notes to Financial Statements

(Amount in ₹)

Particulars	As at 31 March 20	As at 31 March 19
5 NON-CURRENT INVESTMENT		
Investment in Equity Instruments (Unquoted, fully paid up)		
A) Subsidiary Companies (measured at cost)		
50,000 (2017: 50,000,2016: 50,000) Equity shares of ₹ 10 each fully paid up in Atlas Cycle (Malanpur) Limited	-	-
50,000 (2017: 50,000,2016: 50,000) Equity Shares of ₹ 10/- each fully paid up in ATLAS CYCLES(SAHIBABAD) LTD.	-	-
50,000 (2017: 50,000,2016: 50,000) Equity Shares of ₹ 10/- each fully paid up in ATLAS CYCLES SONEPAT LTD.	-	-
Equity Shares Fully Paid Up -Trade Un Quoted		
Ambojini Property Developers Pvt. Ltd.	14,100	14,100
1410 (1410) Equity Shares of ₹ 10 each		
	<u>14,100</u>	<u>14,100</u>
Investment in Debt Instruments (Unquoted, fully paid up)		
A) Others (measured at cost)		
10% OCD Ambojini Property Developers Pvt. Ltd.	1,606,200	1,606,200
16062 (16062) Debentures of ₹ 100 each		
	<u>1,606,200</u>	<u>1,606,200</u>
Unquoted Government Securities		
12 years National Defence Certificate for the face value of ₹ 1750 each pledged with Government authorities	1,750	1,750
7 Years National Savings Certificate pledged with Excise authorities	10,000	10,000
	<u>11,750</u>	<u>11,750</u>
Unquoted Mutual Fund		
THE OCIAN'S ART FUND-(D) (46000 units of ₹ 100 each)	4,600,000	4,600,000
Less: Provision for impairment	-4,600,000	-4,600,000
Investment in Equity Instruments (Quoted, fully paid up)		
Central Bank of India	79,356	79,356
7780 (7780) Equity Shares of ₹ 10 each	<u>79,356</u>	<u>79,356</u>
Total	<u>1,711,406</u>	<u>1,711,406</u>
Aggregate Book Value of Quoted Investment	79,356	79,356
Aggregate Market Value of Quoted Investment	95,305	283,970
Aggregate Book Value of Un-Quoted Investment	6,232,050	6,232,050
Aggregate amount of impairment in value of investments	4,600,000	4,600,000

(Amount in ₹)

Particulars	As at 31 March 20	As at 31 March 19
6 OTHER FINANCIAL ASSETS		
Fixed deposits	15,928,000	8,928,000
Accrued interest	<u>1,135,038</u>	<u>1,135,038</u>
Total	<u>17,063,038</u>	<u>10,063,038</u>

(Amount in ₹)

Particulars	As at 31 March 20	As at 31 March 19
7 DEFERRED TAX ASSETS (NET)		
Deferred tax assets		
Others	270,900,606	170,999,206
Net deferred tax assets	270,900,606	170,999,206

(Amount in ₹)

Particulars	As at 31 March 20	As at 31 March 19
8 OTHER NON-CURRENT ASSETS		
Capital advances	-	3,905,500
Deposit with others	8,787,012	9,120,676
Claim Recoverable	23,023,842	23,023,842
Others	134,047,215	134,047,215
Total	165,858,069	170,097,233

(Amount in ₹)

Particulars	As at 31 March 20	As at 31 March 19
9 INVENTORIES		
(Value at lower of cost and net realisable value)		
(As taken, valued and certified by the management)		
Raw materials and packing material	184,313,884	247,233,876
Work-in-progress	7,438,928	8,199,104
Finished goods	75,464,918	86,514,764
Stock in trade	1,375,051	18,209,919
Scarp	-	-
Stores and spares	45,315,007	55,621,867
Total	313,907,788	415,779,530

Note : Inventories and Trade Receivables were hypothecated till last year against working capital facilities availed by the company

(Amount in ₹)

Particulars	As at 31 March 20	As at 31 March 19
10 CURRENT INVESTMENT		
Investments in Mutual Fund (Quoted)		
(valued at fair value through profit & loss)		
HDFC Corporate Debt Opp.Fund - R-G	493,152	493,152
44075 (2017: 2681205, 2016:2681205) Units of ₹ 10 each		
Total	493,152	493,152
Aggregate Book Value of Quoted Investment	493,152	493,152
Aggregate Market Value of Quoted Investment	1,009,930	672,368
Aggregate Book Value of Un-Quoted Investment	-	-
Aggregate amount of impairment in value of investments	-	-

(Amount in ₹)

Particulars	As at 31 March 20	As at 31 March 19
11 TRADE RECEIVABLES		
Trade receivables outstanding for a period less than six months from the date they are due for payment		
Unsecured, considered good	174,092,814	762,977,726
Unsecured, considered doubtful	-	-
Less: Provision for doubtful debts	-	-
	<u>174,092,814</u>	<u>762,977,726</u>
Trade receivables outstanding for a period exceeding six months from the date they are due for payment		
Unsecured, considered good	192,653,592	212,381,164
Unsecured, considered doubtful	40,210,956	41,410,733
Less: Provision for doubtful debts	-40,210,956	-41,410,733
	<u>192,653,592</u>	<u>212,381,164</u>
Total	<u>366,746,406</u>	<u>975,358,890</u>

Note : Inventories and Trade Receivables are hypothicated against working capital facilities availed by the company

(Amount in ₹)

Particulars	As at 31 March 20	As at 31 March 19
12 CASH AND CASH EQUIVALENTS		
Cash in hand	3,020,106	4,803,961
Balances with banks in :		
- Current Account (Scheduled Bank)	33,161,113	26,072,704
- On Deposits with Original maturity of less than 3 months	3,412,430	3,412,429
- Unpaid Dividend Account	601,147	1,496,807
Total	<u>40,194,796</u>	<u>35,785,901</u>

(Amount in ₹)

Particulars	As at 31 March 20	As at 31 March 19
13 BANK BALANCE OTHER THAN CASH AND CASH EQUIVALENT		
Other Bank Balances		
- Original maturity more than 12 months but maturing within one year from the Reporting Date	1,870,854	1,870,854
- Maturity more than 12 months from the Reporting Date	15,928,000	8,928,000
	<u>17,798,854</u>	<u>10,798,854</u>
Less: Amount disclosed under Other non-current assets (Refer note 6)	-15,928,000	-8,928,000
Total	<u>1,870,854</u>	<u>1,870,854</u>

(Amount in ₹)

Particulars	As at 31 March 20	As at 31 March 19
14 CURRENT LOANS		
Employee Advance	109,334,794	111,905,391
Loans & Advances recoverable in cash or in kind	116,124,710	111,087,538
Total	225,459,504	222,992,929

(Amount in ₹)

Particulars	As at 31 March 20	As at 31 March 19
15 OTHER FINANCIAL ASSETS		
Interest Accrued on Investment/FDR	934,291	-
Security deposits	14,566,221	14,566,221
Total	15,500,512	14,566,221

(Amount in ₹)

Particulars	As at 31 March 20	As at 31 March 19
16 OTHER CURRENT ASSETS		
Prepaid expenses	901,393	2,050,618
Balances with government authorities	25,530,028	22,561,983
Advance income tax/ Tax deducted at source (Net of Provisions)	938,812	17,996,020
Total	27,370,233	42,608,621

(Amount in ₹)

Particulars	As at 31 March 20	As at 31 March 19
17 EQUITY SHARE CAPITAL		
Authorised		
30,000(30,000) 6 1/4% P.A. free of Income tax cumulative redeemable Preference shares of ₹ 100 each	3,000,000	3,000,000
194,00,000(194,00,000) Equity Shares of ₹ 5/- each	97,000,000	97,000,000
Issued, Subscribed & Fully Paid Up Capital		
65,03,838(65,03,838) Equity Shares of ₹ 5/-each fully paid up	32,519,190	32,519,190
Total	32,519,190	32,519,190

a) The rights, preferences and restrictions attaching to each class of shares including restrictions on the distribution of dividends and the repayment of capital :

The company has only one class of equity shares having a par value of ₹ 5 per share. Each holder of equity shares is entitled to one vote per share. The company declares and pays dividends in Indian rupees. The dividend proposed, if any, by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting and also has equal right in distribution of Profit/Surplus in proportions to the number of equity shares held by the shareholders.

b) Details of shareholders holding more than 5% equity shares in the company

Name of shareholder	As at 31 March 20		As at 31 March 19	
	No. of Shares	%	No. of Shares	%
Milton Cycles Industries Ltd	651692	10.02%	651692	10.02%
Limrose Enng Works Pvt Ltd	515300	7.92%	515300	7.92%

c) **Reconciliation of the number of shares outstanding at the beginning and at the end of the reporting period**

Particulars	As at	As at
	31 March 20	31 March 19
	No. of Shares	No. of Shares
Share outstanding as at the beginning of the year	6,503,838	6,503,838
Additions during the year	-	-
- Shares Split during the year	-	-
Deletions during the year	-	-
Share outstanding as at the end of the year	6,503,838	6,503,838

d) **In last 5 years there was no bonus issue, buy back and /or issue of shares other for cash consideration**

(Amount in ₹)

Particulars	As at	As at
	31 March 20	31 March 19
18 OTHER EQUITY		
Retained Earning		
Balance as at the beginning of the year	-731,876,653	-273,437,747
Restatement due to application of Ind AS	-	-
(+) Net Profit/(Net Loss) For the current year as per the statement of Profit and loss	31,134,429	-458,438,906
Balance as at the end of the year	-700,742,224	-731,876,653
General Reserve		
Balance as at the beginning of the year	1,115,883,070	1,115,883,070
Addition (Revaluation Reserve of Rasoi Land)	38,974,063	-
Addition (Income tax refund for previous year)	-	-
Deletion	-	-
Balance as at the end of the year	1,154,857,133	1,115,883,070
Securities Premium		
Balance as at the beginning of the year	60,620,185	60,620,185
Addition	-	-
Deletion	-	-
Balance as at the end of the year	60,620,185	60,620,185
Fixed Assets Revaluation Reserve		
Balance as at the beginning of the year	38,974,063	38,974,063
Addition	-	-
Deletion(trf to General Reserve for Rasoi land sale)	-38,974,063	-
Balance as at the end of the year	-	38,974,063
Item of other comprehensive income that will not be classified in profit & loss		
Re-measurement of the net defined benefit Plans	-	-
Addition	-	-
Deletion	-	-
Balance as at the end of the year	-	-
Total other equity	514,735,094	483,600,665

During the year company has sold land of Rasoi unit against which Revaluation Reserve was standing of ₹ 38974063, now transferred to general reserve on sale of Rasoi unit land

(Amount in ₹)

Particulars	As at 31 March 20	As at 31 March 19
19 NON-CURRENT BORROWING		
Secured loans		
- Vehicle loans From scheduled banks	2,601,894	7,423,117
- Public Deposits	-	-
	<u>2,601,894</u>	<u>7,423,117</u>
Less: Amount disclosed under the head other financial liabilities (note 24)	<u>-2,601,894</u>	<u>-4,180,550</u>
Total	<u><u>-</u></u>	<u><u>3,242,567</u></u>

Note:

Vehicle loans are secured by way of hypothecation of vehicle concerned and carry interest from 10.50% p.a. to 10.25% p.a. on different loans and repayable in 36 / 48 equal installments.

(Amount in ₹)

Particulars	As at 31 March 20	As at 31 March 19
20 OTHER FINANCIAL LIABILITIES		
Permanent Deposits from Dealers	15,303,734	15,306,945
Security Deposits from Others	14,094,073	14,601,797
Advance against sale of land #	-	238,700,000
Total	<u><u>29,397,807</u></u>	<u><u>268,608,742</u></u>

(Amount in ₹)

Particulars	As at 31 March 20	As at 31 March 19
21 NON-CURRENT PROVISIONS		
Provision for employee benefits		
Leave encashment	9,691,664	8,802,577
Total	<u><u>9,691,664</u></u>	<u><u>8,802,577</u></u>

(Amount in ₹)

Particulars	As at 31 March 20	As at 31 March 19
22 CURRENT BORROWINGS		
a) Secured loans		
Working Capital Facilities from Banks		
Working capital loan	-	568,466,587
Short Term Loans	90,000,000	-
Bills Discounting from Banks/Financial Institution	-	29,353,544
Total	<u><u>90,000,000</u></u>	<u><u>597,820,131</u></u>

a) Last year working Capital Limit from Consortium banks were secured against Hypothecation of Inventory and Book Debts and 1st Charge over Fixed Assets of the Company which were repayable on demand and carried Interest @ 14.43% p.a.

b) Company has taken inter corporate loan from its associates concern Milton Cycle Industries Limited of ₹ 9,00,00,000 (₹ Nine crores), Which carries interest @ 11% pa.

(Amount in ₹)

Particulars	As at 31 March 20	As at 31 March 19
23 TRADE PAYABLES		
Payable to MSME parties	317,752,046	318,745,844
Payable to Others	766,390,787	1,037,136,277
Total	1,084,142,833	1,355,882,121

(Amount in ₹)

Particulars	As at 31 March 20	As at 31 March 19
24 OTHER CURRENT FINANCIAL LIABILITIES		
Current maturities of long-term debt (refer note 19)	2,601,894	4,180,550
Interest accrued	-	2,273,363
Total	2,601,894	6,453,913

(Amount in ₹)

Particulars	As at 31 March 20	As at 31 March 19
25 OTHER CURRENT LIABILITIES		
Statutory dues	10,518,033	33,007,530
Security deposits	6,629,569	6,782,669
Employees related payables	484,148	1,242,398
Others payables	21,200,572	14,469,115
Unpaid dividends	601,147	1,496,807
Total	39,433,469	56,998,519

(Amount in ₹)

Particulars	As at 31 March 20	As at 31 March 19
26 CURRENT PROVISIONS		
Provision for employee benefits		
Employee Benefits	26,000,242	40,273,690
Provision for others	61,382,441	40,886,101
Total	87,382,683	81,159,791

(Amount in ₹)

Particulars	For the Year ended 31 March 20	For the Year ended 31 March 19
28 REVENUE FROM OPERATIONS		
Sale of finished goods	1,554,932,016	5,372,043,521
Other operating revenue		
Scrap sales	2,728,930	8,434,434
Export Incentive	1,360,449	3,134,559
Total	1,559,021,395	5,383,612,514

(Amount in ₹)

Particulars	For the Year ended 31 March 20	For the Year ended 31 March 19
29 OTHER INCOME		
Interest Income	3,300,058	1,143,699
Profit on Sale of Property, Plant and Equipments	387,589,451	750,626
Profit on Sale of Current Investments	-	690,098
Rental Income	72,686	157,795
Provision written back	1,199,777	756,846
Miscellaneous Income	49,842,456	2,053,572
Total	442,004,428	5,552,636

(Amount in ₹)

Particulars	For the Year ended 31 March 20	For the Year ended 31 March 19
30 COST OF MATERIAL CONSUMED		
Raw Material Consumed	1,053,517,754	3,875,402,701
Total	1,053,517,754	3,875,402,701

(Amount in ₹)

Particulars	For the Year ended 31 March 20	For the Year ended 31 March 19
31 PURCHASES OF STOCK-IN-TRADE		
Purchases of Bicycles	60,351,943	233,997,269
Total	60,351,943	233,997,269

(Amount in ₹)

Particulars	For the Year ended 31 March 20	For the Year ended 31 March 19
32 CHANGE IN INVENTORIES OF FINISHED GOODS, WORK-IN-PROGRESS AND STOCK-IN-TRADE		
Opening stock		
Finished goods	86,514,764	135,126,234
Stock-in-trade	18,209,919	41,446,604
Scrap	-	-
Work-in-progress	8,199,104	17,108,959
	112,923,787	193,681,797
Closing stock		
Finished goods	75,464,918	86,514,764
Stock-in-trade	1,375,051	18,209,919
Scrap	-	-
Work-in-progress	7,438,928	8,199,104
	84,278,897	112,923,787
(Increase)/ Decrease in Stock	28,644,890	80,758,010
Total	28,644,890	80,758,010

(Amount in ₹)

Particulars	For the Year ended 31 March 20	For the Year ended 31 March 19
33 EMPLOYEE BENEFIT EXPENSES		
Salaries and Wages	300,764,855	310,829,514
Contribution to Provident and Other Funds	32,551,151	33,137,419
Staff Welfare and Training Expenses	14,534,847	20,573,606
Total	347,850,853	364,540,539

(Amount in ₹)

Particulars	For the Year ended 31 March 20	For the Year ended 31 March 19
34 FINANCE COSTS		
Interest Expense	92,787,992	67,757,035
Other Borrowing Costs	1,395,626	2,537,052
Total	94,183,618	70,294,087

(Amount in ₹)

Particulars	For the Year ended 31 March 20	For the Year ended 31 March 19
35 DEPRECIATION AND AMORTIZATION EXPENSE		
Depreciation on property, plant & equipment	43,965,097	42,073,080
Total	43,965,097	42,073,080

(Amount in ₹)

Particulars	For the Year ended 31 March 20	For the Year ended 31 March 19
36 OTHER EXPENSES		
Freight outward & handling charges	87,567,753	374,374,647
Packing Material Consumed	54,480,935	200,077,683
Stores and Spare Parts Consumed	92,348,416	316,721,782
Power & Fuel	22,800,545	57,233,187
Repairs and Maintenance:		
Buildings	5,109,223	1,776,905
Plant & Machinery	5,068,441	9,548,918
Others	21,533,409	16,204,849
Travelling & conveyance	28,434,088	61,603,816
Advertisement and sales promotion	9,725,263	29,635,227
Rates & Taxes	4,346,317	22,278,144
Commission to agents	4,788,404	19,259,451
Printing & Stationery, Postage & Telephone	3,919,590	9,034,730
Insurance	3,222,261	4,490,528
Legal Fees	2,771,671	2,587,813
Rent	496,566	2,250,060
Payment to Auditors (Refer Note below 30.1)	3,222,190	3,323,155

(Contd.)

(Amount in ₹)

Particulars	For the Year ended 31 March 20	For the Year ended 31 March 19
Loss on sale of property, plant and equipment	16,255,952	61,585,518
Director Sitting fees	720,000	464,000
Donations	52,500	68,000
Bad debt written off	7,351	-
Miscellaneous Expenses	74,407,764	94,028,707
Total	441,278,639	1,286,547,120

(Amount in ₹)

Particulars	For the Year ended 31 March 20	For the Year ended 31 March 19
36.1 PAYMENT TO AUDITOR		
As Auditor:		
Statutory Audit fee	2,500,000	2,500,000
Tax Audit Fee	400,000	400,000
In other Capacity	-	-
For Other Services including Certifications	322,190	423,155
Total	3,222,190	3,323,155

37 FINANCIAL RISK MANAGEMENT

The Company's principal financial liabilities, other than derivatives, comprise borrowings, trade and other payables, and financial guarantee contracts. The main purpose of these financial liabilities is to manage finances for the Company's operations. The Company has loan and other receivables, trade and other receivables, and cash and short-term deposits that arise directly from its operations. The Company's activities are expose it to **market risk, credit risk and liquidity risk.**

I. Market risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market prices comprise three types of risk: currency rate risk, interest rate risk and other price risks, such as equity price risk and commodity risk. Financial instruments affected by market risk include loans and borrowings, deposits, investments. The sensitivity analyses in the following sections relate to the position as at 31st March 2020 and 31st March 2019. The analyses exclude the impact of movements in market variables on: the carrying values of gratuity and other postretirement obligations; provisions; and the non-financial assets and liabilities of foreign operations. The sensitivity of the relevant profit or loss item is the effect of the assumed changes in respective market risks.

(a) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. In order to optimize the Company's position with regard to interest income and interest expenses and to manage the interest rate risk, treasury performs a comprehensive corporate interest rate risk management by balancing the proportion of the fixed rate and floating rate financial instruments in its total portfolio.

(i) The exposure of Company borrowings to interest rate changes at the end of reporting period are as follows:

Particulars	As at 31 March 20	As at 31 March 19
Variable rate borrowings	-	568,466,587
Fixed rate borrowings	92,601,894	36,776,661
Total borrowings	92,601,894	605,243,248

(ii) As at the end of reporting period, the Company had the following variable rate borrowings outstanding:

Particulars	As at 31 March 20		As at 31 March 19	
	Balance	% of total loans	Balance	% of total loans
Loans repayable on demand (Cash Credit)	-	-	568,466,587	100.00%
Net exposure to cash flow interest rate risk	-	-	568,466,587	100%

(iii) Sensitivity

Profit/loss is sensitive to higher/lower interest expense from borrowings as a result of changes in interest rates.

Particulars	Increase/ Decrease in Basis Points		Impact on Profit before Tax	
	31-Mar-20	31-Mar-19	31-Mar-20	31-Mar-19
Decrease in Profit before Tax	+50	+50	-	2,842,333
Increase in Profit before Tax	- 50	- 50	-	-2,842,333

(b) Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Company is exposed to the foreign exchange risk through its trading sales.

Foreign currency exposure	Currency	Amount in Forex	
		As at 31 March 20	As at 31 March 19
Trade Receivables	USD	56,900	182,076

II. Credit risk

Credit risk arises from the possibility that the counterparty will default on its contractual obligations resulting in financial loss to the company. To manage this, the Company periodically assesses the financial reliability of customers, taking into account the financial conditions, current economic trends, and analysis of historical bad debts and ageing of accounts receivable. The Company is exposed to credit risk from its operating activities (primarily trade receivables) and from its financing activities, including deposits with banks, mutual funds and other financial instruments.

The Company extends credit to customers in normal course of business. The Company considers factors such as credit track record in the market and past dealings for extension of credit to customers. The Company monitors the payment track record of the customers. Outstanding customer receivables are regularly monitored. The Company evaluates the concentration of risk with respect to trade receivables as low, as its customers are located in several jurisdictions and industries and operate in domestic markets. The Company has also taken advances and security deposits from its customers, which mitigate the credit risk to an extent.

III. Liquidity Risk

Liquidity risk is defined as the risk that company will not be able to settle or meet its obligation on time or at a reasonable price. The Company's objective is to at all times maintain optimum levels of liquidity to meet its cash and collateral requirements. The Company's treasury department is responsible for liquidity, funding as well as settlement management. In addition, processes and policies related to such risk are overseen by senior management. Management monitors the Company's net liquidity position through rolling, forecast on the basis of expected cash flows.

The table below provides details regarding the remaining contractual maturities of financial liabilities at the reporting date based on contractual undiscounted payments:

Maturity patterns of borrowings & other Financial liabilities					(Amount in ₹)
As at 31-03-2020	Carrying Amount	On Demand	Less than 12 months	More than 1 years	Total
Borrowings	92,601,894	-	92,601,894	-	92,601,894
Trade payables	1,084,142,833	428,505,058	655,637,775	-	1,084,142,833
Other Liabilities	31,999,701	-	2,601,894	29,397,807	31,999,701
Total	1,208,744,428	428,505,058	750,841,563	29,397,807	1,208,744,428

(Amount in ₹)

As at 31-03-2019	Carrying Amount	On Demand	Less than 12 months	More than 1 years	Total
Borrowings	605,243,248	568,466,587	33,534,094	3,242,567	605,243,248
Trade payables	1,355,882,121	678,739,001	677,143,120		1,355,882,121
Other Liabilities	275,062,655		6,453,913	268,608,742	275,062,655
Total	2,236,188,024	1,247,205,588	717,131,127.00	271,851,309	2,236,188,024

38 Capital Management

The primary objective of the Company's Capital Management is to maximize the shareholder value and also maintain an optimal capital structure to reduce cost of capital. In order to manage the capital structure, the Company may adjust the amount of return on capital to shareholders, issue new or sell assets to reduce debts. The Company monitors capital using gearing ratio, which is net debt divided by total capital plus debt.

(Amount in ₹)

Particulars	As at 31 March 20	As at 31 March 19
Debt	92,601,894	605,243,248
Cash & bank balances	42,065,650	37,656,755
Net Debt (A)	50,536,244	567,586,493
Total Equity (B)	547,254,284	516,119,855
Total Equity and Net Debt ('C)	597,790,528	1,083,706,348
Gearing Ratio (A/C)	8.45%	52.37%

Notes-

- Debt is defined as long-term and short-term borrowings including current maturities (excluding derivatives) as described in notes 19 and 22.
- Total equity (as shown in balance sheet) includes issued capital and all other equity reserves.

39 RECOGNITION OF OPENING AND CLOSING BALANCES OF DEFINED BENEFIT OBLIGATION

In accordance with the Payment of Gratuity Act, 1972, the Company provides for gratuity, as defined benefit plan. The gratuity plan provides for a lump sum payment to the employees at the time of separation from the service on completion of vested year of employment i.e. five years. The liability of gratuity plan is provided based on actuarial valuation as at the end of each financial year based on which the Company contributes the ascertained liability to Life Insurance Corporation of India with whom the plan assets are maintained.

These plans typically expose the Company to actuarial risks such as: investment risk, inherent interest rate risk, longevity risk and salary risk

Investment Risk	The present value of the defined benefit plan liability (denominated in Indian Rupee) is calculated using a discount rate which is determined by reference to market yields at the end of the reporting period on government bonds. Currently for the plan in India, it has a relatively balanced mix of investments in government securities, and other debt instruments.
Interest Rate Risk	The defined benefit obligation calculated uses a discount rate based on government bonds. If bond yields fall, the defined benefit obligation will tend to increase.
Longevity Risk	The present value of the defined benefit plan liability is calculated by reference to the best estimate of the mortality of plan participants both during and after their employment. An increase in the life expectancy of the plan participants will increase the plan's liability.
Salary Risk	Higher than expected increases in salary will increase the defined benefit obligation.

The present value of the defined benefit obligation, and the related current service cost, were measured using the projected unit credit method.

Movements in the present value of the defined benefit obligation are as follows :- (Amount in ₹)

GRATUITY

	Gratuity (Funded)	
	2019-20	2018-19
Defined Benefit obligation at the beginning of the year	127,139,463	111,630,289
Current Service Cost	4,677,115	2,802,823
Interest cost	9,613,294	8,818,793
Benefit paid	10,704,733	3,887,558
Defined Benefit obligation at the year end	152,134,605	127,139,463

Actuarial assumptions

	Gratuity (Funded)	
	2019-20	2018-19
Discount rate (Per Annum)	7.50%	7.50%
Expected rate of return plan (Per Annum)	8.25%	8.25%
Rate of escalation of salary (Per Annum)	8.00%	8.00%

The estimates of rate of escalation in salary considered in actuarial valuation, takes into account seniority and promotion & other relevant factors.

As per the IND AS 21 "Employees benefit", the disclosure as defined in the accounting Standard are given below:

	(Amount in ₹)	
Defined Contribution Plan	31-Mar-20	31-Mar-19
Employer's Contribution to Provident Fund	12,049,175	11,206,025
Employers Contribution to Supper Annuation Fund	-	-
Employers Contribution to Gratuity Fund	11,017,165	3,893,845

40 CONTINGENT LIABILITIES IN RESPECT OF

	(Amount in ₹)	
	31-Mar-20	31-Mar-19
a) Surety bonds in favour of government	500,000	3,677,350
b) Guarantees given by bank	40,987,376	141,455,441
c) Guarantees In respect of Entry Tax matters	28,000	-
d) Guarantees In respect of Sales Tax matters	49,197,930	-
e) Interest on Pending Litigations	500,000	11,567,548

41 DETAILS OF RAW MATERIAL CONSUMED DURING THE YEAR

Particulars	2020			2019	
	Units	Quantity (in lacs)	Value ₹	Quantity (in lacs)	Value ₹
(i) Sheets & Strips	Kgs.	295,115	15,432,575	1,308,269	73,368,854
(ii) Tyres	Nos.	984,558	113,683,636	3,429,657	376,916,204
(iii) Tubes	Nos.	1,004,086	47,081,019	3,334,303	142,861,221
(iv) Rims	Nos.	1,072,900	106,450,101	3,886,118	394,852,475
(v) Other Items	-	-	41,525,839	-	152,488,368
(vi) Components	-	-	729,344,584	-	2,734,915,579
			1,053,517,754		3,875,402,701

42 VALUE OF IMPORTED AND INDIGENOUS RAW MATERIAL AND COMPONENTS CONSUMED DURING THE YEAR

	Indigeneous		Imported	
	Value (₹)	Percentage	Value (₹)	Percentage
(i) Raw Material	282,647,331 (987998754)	100 (100)	NIL NIL	0 (0)
(ii) Components	693,473,647 (2547101837)	89.96 (88.21)	77,396,776 (340,302,110)	340,302,110 (11.79)

Previous Year figures are shown in brackets.

43 VALUE OF TOTAL IMPORTS ON CIF BASIS

(Amount in ₹)

	2020	2019
(i) Raw Material, Components & Spare Parts	77,396,776	340,302,110
(ii) Capital Goods	-	-
	77,396,776	340,302,110

44 EXPENDITURE IN FOREIGN CURRENCY

(Amount in ₹)

	2020	2019
(i) Commission on export	1,973,802	1,787,277
(ii) Foreign Tours	35,285	11,617,431
(iii) Foreign Publicity & exhibition	2,323,832	791,787
	4,332,919	14,196,495

45 EARNINGS IN FOREIGN EXCHANGE

(Amount in ₹)

	2020	2019
F.O.B. Value of goods exported	100,689,718	140,391,867

46 RELATED PARTY DISCLOSURES**A. Name of associated parties and nature of related party relationship**

- i) **Associated Companies** : Milton Cycles Inds Ltd, Janki Das & Sons (P) Ltd, Romer Engineering Works (P) Ltd
ii) **Subsidiary Companies are:** Atlas Cycles Sonapat Ltd, Atlas Cycles (Sahibabad) Ltd, Atlas Cycles (Malanpur) Ltd.,

Directors & Employees (As at 31.03.2020) : Sh. I.D.Chugh, Sh. H.L.Bhatia, Sh. Kartik Roop Rai, Sh. Sanjiv Kavaljit Singh, Ms. Sadhna Syal, Sh. Vikram Kapur, Sh. Gautam Kapur, Sh. Girish Kapur, Sh. Sanjay Kapur, Sh. Rajiv Kapur, Sh. Angad Kapur, Sh. Rishav Kapur, Sh. Prashant Kapur, Sh. Rahul Kapur, Sh. Abhinav Kapur,

B. Transactions with the Associated Parties and Subsidiaries

(Amount in ₹)

	2020	2019
Sale of Goods	15,770,633	9,688,805
Purchase of Goods	188,292,923	429,717,104
Balance at year end	134,249,649	93,290,355
Intercorporate Loan	90,000,000	-

C. Transactions with key managerial persons:

(Amount in ₹)

	2020	2019
Remunerations:	57,064,634	54,404,912

47 EARNINGS PER SHARE

The following is a reconciliation of the equity shares used in the computation of basic and diluted earnings per equity share:

Particulars	(Amount in ₹)	
	Year ended 31.03.2020	Year ended 31.03.2019
Issued Equity Shares (65,03,838 of ₹ 5 each)	6,503,838	6,503,838
Add/ Less: Adjustments (Refer note)	-	-
Weighted average number of equity shares in calculating basic & diluted EPS (A)	6,503,838	6,503,838

Net profit available to equity holders of the Company used in the basic and diluted earnings per share was determined as follows:

Particulars	(Amount in ₹)	
	Year ended 31.03.2020	Year ended 31.03.2019
Profit for the year	31,134,429	(458,438,906)
Add/ Less: Adjustments	-	-
Net profit/ (loss) as per Statement of Profit & Loss (for calculation of basic & diluted EPS (B))	31,134,429	(458,438,906)
Basic Earnings per Share (₹) (B/A)	4.79	(70.49)
Diluted Earnings per Share (₹) (B/A)	4.79	(70.49)

The number of shares used in computing basic EPS is the weighted average number of shares outstanding during the year. The diluted EPS is calculated on the same basis as basic EPS, after adjusting for the effects of potential dilutive equity.

48 SEGMENT INFORMATION

- (i) The company is engaged in the business of "Manufacturing and Selling of Bicycles" and therefore, has only one reportable segment in accordance with IND AS 108 "Operating segments"

49 PREVIOUS YEAR FIGURES

Figures of the Previous Year have been regrouped, rearranged and reclassified to conform to the current year classification.

As per our report of even date

For **DINESH NANGRU & COMPANY**
Chartered Accountants
FRN: 015003N

Narendra Pal Singh
Chief Executive Officer

Chander Mohan Dhall
Chief Financial Officer

CA. DINESH NANGRU
PARTNER
M. No. – 094779
UDIN: 21094779AAAACC1626

Rakesh
Company Secretary

Kartik Roop Rai
(DIN: 06789287)
Director

Sanjiv Kavaljit Singh
(DIN: 00015689)
Director

Date : 12th September, 2021
Place : New Delhi

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@atlascycles.co.in, Website : www.atlasbicycles.com

BALLOT FORM

(In lieu of E-voting)

69th Annual General Meeting - Monday, 25th October, 2021

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 69th Annual General Meeting of the Company on Monday **25th October, 2021 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, 2020 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, 2020 and the Report of the Auditors thereon.			
2.	<u>Appointment of Mr. Ishwar Das Chugh (DIN: 00073257) as Non-Executive Director Non-Independent Director of the Company</u> To consider and if thought fit, to pass with or without modification, the following resolution as Special Resolution : “ RESOLVED THAT pursuant to the provisions of Regulation 17(1) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015, as amended from time to time (“Listing Regulations”), Section 152 and any other applicable provisions of the Companies Act, 2013 (“the Act”) and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), recommendation received from the Board of Directors of the Company and pursuant to the notice received from a member in writing proposing the candidature for the office of Director, approval of the members of the Company be and is hereby accorded to the appointment of Mr. Ishwar Das Chugh (DIN: 00073257) having age of 82 years as a Non-Executive Non-Independent Director of the Company with effect from October 25, 2021, whose office is liable to retire by rotation. RESOLVED FURTHER THAT the Board of Directors of the Company (including any committee/official authorized by the Board of Directors for this purpose) be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, proper or expedient in order to give effect to the above resolution and for matters connected therewith or incidental thereto and to settle any questions, difficulties or doubts that may arise in this regard.”			
3	<u>Appointment of Mr. Chander Mohan Dhall (DIN:01398734) as the Whole-Time Director</u> To consider and if thought fit, to pass with or without modification, the following resolution as Special Resolution : “ RESOLVED THAT pursuant to the provisions of Section 152 and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the relevant Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), the applicable Regulations under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (“Listing Regulations”) and the provisions of the Articles of Association of the Company, Mr. Chander Mohan Dhall (DIN:01398734), who was appointed as an additional director and designated as a Whole-Time Director & Chief Financial Officer by the Board of Directors of the Company at their meeting held on September 12, 2021, based on the recommendation of the Nomination and Remuneration Committee of the Company and who holds office as such up to the date of ensuing Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company liable to retire by rotation.			

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)
	<p>RESOLVED FURTHER THAT in accordance with the recommendations of the Nomination and Remuneration Committee of the Company and pursuant to the provisions of Sections 196, 197, 198 and 203 of the Act, read with Schedule V to the Act, and other applicable provisions, if any, of the Act and the rules made thereunder, (including any statutory modification(s) or re-enactment thereof, for the time being in force) and the Articles of Association of the Company or such other sanctions as may be necessary, consent of the Members be and is hereby accorded to the appointment of Mr. Chander Mohan Dhall (DIN:01398734) as a Whole-Time Director designated as Whole time director & Chief Financial Officer of the Company for a period of three (3) years effective from September 30, 2021 to September 29, 2024 on the terms and conditions including remuneration as set out in the statement annexed to the Notice of this Meeting, with liberty to the Board of Directors to alter and vary the terms and conditions of the appointment and/ or remuneration based on the recommendation of the Nomination & Remuneration Committee, subject to the same not exceeding the limits specified under Section 197 read with Schedule V of the Companies Act, 2013.</p> <p>RESOLVED FURTHER THAT the Board of Directors of the Company (including any committee/official authorized by the Board of Directors for this purpose) be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, proper or expedient in order to give effect to the above resolution and for matters connected therewith or incidental thereto and to settle any questions, difficulties or doubts that may arise in this regard.”</p>			

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 DPID & 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 authorization/Board resolution to vote along with Specimen Signature of the authorized representative should accompany the Ballot Form. A scanned copy of the same may be first emailed to companysecretary@atlascycles.co.in and rajiv.bhasin@mehraakanna.com at least 48 hours before the 69th 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 69th 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

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 :

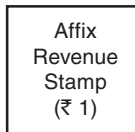
as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 69th Annual General Meeting of the Company to be held at Hotel Sagar, 148-R Model Town, Atlas Road, Sonapat-131001, Haryana on Monday, 25th October, 2021 at 4:00 P.M. (I.S.T.) and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Description	Optional (See Note 4)		
		For	Against	Abstain
1.	To receive, consider and adopt c) Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2020. and the Reports of the Board of Directors and Auditors thereon; and d) Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2020 and the Report of the Auditors thereon.			
2.	<u>Appointment of Mr. Ishwar Das Chugh (DIN: 00073257) as Non-Executive Director Non-Independent Director of the Company</u> To consider and if thought fit, to pass with or without modification, the following resolution as Special Resolution : “ RESOLVED THAT pursuant to the provisions of Regulation 17(1) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015, as amended from time to time (“Listing Regulations”), Section 152 and any other applicable provisions of the Companies Act, 2013 (“the Act”) and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), recommendation received from the Board of Directors of the Company and pursuant to the notice received from a member in writing proposing the candidature for the office of Director, approval of the members of the Company be and is hereby accorded to the appointment of Mr. Ishwar Das Chugh (DIN: 00073257) having age of 82 years as a Non-Executive Non-Independent Director of the Company with effect from October 25, 2021, whose office is liable to retire by rotation. RESOLVED FURTHER THAT the Board of Directors of the Company (including any committee/official authorized by the Board of Directors for this purpose) be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, proper or expedient in order to give effect to the above resolution and for matters connected therewith or incidental thereto and to settle any questions, difficulties or doubts that may arise in this regard.”			

Resolution No.	Description	Optional (See Note 4)		
		For	Against	Abstain
3	<p>Appointment of Mr. Chander Mohan Dhall (DIN:01398734) as the Whole-Time Director</p> <p>To consider and if thought fit, to pass with or without modification, the following resolution as Special Resolution: “RESOLVED THAT pursuant to the provisions of Section 152 and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the relevant Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), the applicable Regulations under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (“Listing Regulations”) and the provisions of the Articles of Association of the Company, Mr. Chander Mohan Dhall (DIN:01398734), who was appointed as an additional director and designated as a Whole-Time Director & Chief Financial Officer by the Board of Directors of the Company at their meeting held on September 12, 2021, based on the recommendation of the Nomination and Remuneration Committee of the Company and who holds office as such up to the date of ensuing Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company liable to retire by rotation.</p> <p>RESOLVED FURTHER THAT in accordance with the recommendations of the Nomination and Remuneration Committee of the Company and pursuant to the provisions of Sections 196, 197, 198 and 203 of the Act, read with Schedule V to the Act, and other applicable provisions, if any, of the Act and the rules made thereunder, (including any statutory modification(s) or re-enactment thereof, for the time being in force) and the Articles of Association of the Company or such other sanctions as may be necessary, consent of the Members be and is hereby accorded to the appointment of Mr. Chander Mohan Dhall (DIN:01398734) as a Whole-Time Director designated as Whole time director & Chief Financial Officer of the Company for a period of three (3) years effective from September 30, 2021 to September 29, 2024 on the terms and conditions including remuneration as set out in the statement annexed to the Notice of this Meeting, with liberty to the Board of Directors to alter and vary the terms and conditions of the appointment and/ or remuneration based on the recommendation of the Nomination & Remuneration Committee, subject to the same not exceeding the limits specified under Section 197 read with Schedule V of the Companies Act, 2013.</p> <p>RESOLVED FURTHER THAT the Board of Directors of the Company (including any committee/official authorized by the Board of Directors for this purpose) be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, proper or expedient in order to give effect to the above resolution and for matters connected therewith or incidental thereto and to settle all questions, difficulties or doubts that may arise in this regard.”</p>			

Signed this day of 2021

.....
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 69th Annual General Meeting at Monday 25th October, 2021 at 4:00 P.M. (I.S.T.).
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 oral 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
SONEPAT

ATLAS

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