

ATLAS CYCLES (HARYANA) LIMITED

CIN:L35923HR1950PLC001614

Regd. Office : Industrial Area, Atlas Road, Sonapat - 131001, Haryana (India)
E-mail: companysecretary@atlasbicycles.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)**

Place: New Delhi
Date: 12th September, 2021

**Company Secretary &
Compliance officer**

NOTES: -

1. In accordance with the Secretarial Standard-2, proxy holders shall be required to prove their identity before entering the venue of the meeting. Proxy holders and 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@mehra.khanna.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@atlascycles.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@atlascycles.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	<u>Atlas Cycles (Haryana) Limited:-</u> Member in Stakeholders Relationship Committee	<u>Nil</u>

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

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@mehrakhanna.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@atlasbicycles.co.in

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ELECTRONIC VOTING PARTICULARS

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

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

Commencement of e-voting	From 9:00 a.m. (IST) on Friday, October 22, 2021.
End of e-voting	Up to 5:00 p.m. (IST) on Sunday, October 24, 2021.

- The cut-off date (i.e. the record date) for the purpose of e-voting is October 18, 2021.
- Please refer to the attached 69th AGM Notice for instructions on E-Voting.
- Route map of venue of 69th AGM is mentioned at the back of attendances slip.

----- TEAR HERE -----

ATLAS CYCLES (HARYANA) LIMITED

CIN: L35923HR1950PLC001614

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

ATTANDANCE SLIP

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

Name & Address of First/Sole Shareholder :

Name of Proxy holder (if any) :

No. of Shares held :

I/we hereby record my/our presence at the 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 day of October, 2021 at 04:00 P.M.

.....
Signature of Member/Proxy

Notes:

- Only Member/Proxy can attend the meeting. No minors would be allowed at the meeting.
- Member/Proxy wish to attend the meeting must bring this attendance slip to the meeting and hand over at the entrance duly filled in and signed.
- Electronic copy of the Annual Report for F.Y. 2019-20 and the notice of 69th Annual General Meeting along with the Attendance Slip, Proxy Form & Route Map to AGM venue are being sent to all the members whose email address is registered with the Company/Depository Participant, unless any member has requested for a physical copy of the same. Members receiving electronic copy and attending the AGM can print copy of this Attendance Slip.
- Physical copy of Annual Report for F.Y. 2019-20 and Notice of the 69th Annual General Meeting along with Attendance Slip, Proxy Form and Route Map is being sent through permitted mode to all members whose email is not registered.

ATLAS CYCLES (HARYANA) LIMITED

CIN: L35923HR1950PLC001614

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

Route Map of Venue of 69th Annual General Meeting

to be held on Monday 25th October, 2021 at 4:00 p.m.

at Hotel Sagar, 148-R, Model Town, Near State Bank of India, Atlas Road, Sonapat - 131001, Haryana

