



# ATLAS CYCLES (HARYANA) LIMITED

Registered Office : Industrial Area, Atlas Road, Sonepat - 131 001, (Haryana) India.  
Corporate Identity Number L35923HR1950PLC001614

28<sup>th</sup> December, 2015

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

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

The General Manager,  
**Delhi Stock Exchange of India Ltd.**  
DSE House, 3/1, Asaf Ali Road  
NEW DELHI – 110002  
FAX NO. 011 – 46470053/54

Mr. Nitin Ambure (Vice President)  
**National Securities Depository  
Limited** Trade World – A Wing, Kamala  
mills Compound lower Parel, Mumbai-  
400013

**MAS Services Limited**  
T-34, 2<sup>nd</sup> Floor, Okhla Industrial Area,  
Phase- II, New Delhi- 110020

**Subject: Results of E-voting and Postal Ballot under Regulation 44 (3) of SEBI (Listing  
Obligation and Disclosure Requirement) Regulations, 2015**

Dear Sir,

The Board of Directors of the Company, in its meeting held on 7<sup>th</sup> September, 2015, had resolved to change the registered office of the Company from the State of Haryana to National Capital Territory of Delhi. It was also resolved to sell the Malanpur Unit, M.P. (Undertaking) of the Company, located in Madhya Pradesh as the same had been shut down for almost a year.

The Company had resolved to pass Special Resolutions through the process of Postal Ballot as per provisions of Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014. The Company had completed the process of dispatch of Postal Ballot Notices for passing of 2 (two) Special Resolutions for shifting of registered office of the Company and for sale of Malanpur Unit, M.P. (Undertaking) of the Company by 25<sup>th</sup> September 2015. The voting through postal ballot and electronic mode

for Atlas Cycles (Haryana) Ltd.

  
Company Secretary

**LEADING PRODUCER & EXPORTER OF QUALITY BICYLES**

Sonepat Office : Phones 091-130-2200001 to 2200005 Fax: 091-130-2200018, Gram: 'Atlas', Sonepat



commenced from 10.00 AM of 26<sup>th</sup> September 2015 and ended at 5.00 PM on 25<sup>th</sup> October 2015. The Company was to declare its voting results on 29<sup>th</sup> October 2015.

Meanwhile, some of the Shareholders of the Company (Minority Shareholders) approached the Hon'ble Company Law Board, by way of an interim application in a pending petition, being CP No. 18 of 2015, titled Vikram Kapur & Another Vs. Atlas Cycles (Haryana) Limited & Others, seeking restraint order against the change of registered office of the Company from the State of Haryana to NCT of Delhi.

The Hon'ble Company Law Board vide its order dated 20<sup>th</sup> October 2015 took the undertaking from the Company on record that till the next date of hearing which was fixed as 4<sup>th</sup> November 2015, the registered office of the Company shall not be shifted. Subsequently vide order dated 4<sup>th</sup> November 2015, Hon'ble Company Law Board, specifically directed that no further steps be taken with respect to the shifting of registered office of the Company. In deference to the directions passed by the Company Law Board, no further action was taken on the issue of shifting of registered office.

The results of Postal Ballot were submitted by Scrutinizer M/s Dinesh Nangru & Co., Chartered Accountants, to the Chairman of the Company in sealed cover on 31<sup>st</sup> October 2015 and the same were not opened or declared in deference to the order of the Company Law Board.

In the hearing before the Company Law Board on 22<sup>nd</sup> December 2015, the Hon'ble Board clarified that while the undertaking given earlier shall continue till disposal of the application, there shall be no impediment to going ahead with the other Special Resolution regarding sale of Malanpur Unit, M.P. (Undertaking) of the Company, which was part of the same Postal Ballot process.

Accordingly the results of the Postal Ballot submitted by the Scrutinizer in sealed covers were opened in the meeting of the Board of Directors held on 26<sup>th</sup> December 2015, and were taken on record. However the results of the Ballot relating to Shifting of Registered Office are not being made public, in deference to the orders passed by the Company Law Board.

The resolution regarding Sale of Malanpur Unit M.P. (undertaking) of Atlas Cycles (Haryana) Limited, (which were indicated as item no. 2 in the Postal Ballot Notice), has been passed by requisite majority votes in the favour of the Resolution.

Please find attached declaration of results in format as per Regulation 44 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Kindly take the information in your record and oblige.

Yours faithfully

**ATLAS CYCLES (HARYANA) LIMITED**

for Atlas Cycles (Haryana) Ltd.

  
Company Secretary  
**JASPREET SINGH**  
COMPANY SECRETARY



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## DECLARATION OF RESULT OF POSTAL BALLOT

Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, the Board of Directors of the Company had accorded its approval to conduct a Postal Ballot to seek the consent of the members of the Company for the proposed special resolutions to be passed through Postal Ballot as specified in the notice dated September 7, 2015 ("the said Notice") read with the Explanatory Statement attached thereto.

The Company had appointed Mr. Dinesh Nangru, Chartered Accountant of M/s Dinesh Nangru & Co., as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.

The Company had appointed National Securities Depository Limited (NSDL) to provide e-voting facility to its members.

The Last date of receipt of the Postal Ballot Forms duly completed from the members / E-voting was October 25, 2015.

The Scrutinizer has submitted his report on the Postal Ballot and pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the following results are hereby announced:

1	Date of the AGM / EGM	December 26, 2015
2	Total number of shareholders on record date	10,790
3	No. of Shareholders present in the meeting either in person or through proxy:	Not Applicable
	Promoters and Promoter Group:	
	Public:	
4	No. of Shareholders attended the meeting through Video Conferencing	Not Applicable
	Promoters and Promoter Group:	
	Public:	

for Atlas Cycles (Haryana) Ltd.

  
Company Secretary

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**Resolution No. 2 : Sale of Malanpur Unit, M.P. (Undertaking of Atlas Cycles (Haryana) Limited.)**

Resolution required: (Ordinary/ Special)		Special									
Whether promoter/ promoter group are interested in the agenda/resolution?		NO									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Polled outstanding shares (3)=[(2)/(1)]* 100	No. of Votes in favour (4)	No. of Votes – against (5)	% of favour polled (6)=[(4)/(2)]*100	Votes in votes (7)=[(5)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100		
Promoter and	E-Voting	14,54,565	2,28,257	15.69	2,28,257	0	100	0	0		
	Poll										
Promoter Group	Postal Ballot	14,54,565	11,79,559	81.09	11,79,559	0	100	0	0		
	Total	14,54,565	14,07,816	96.79	14,07,816	0	100	0	0		
Public-Institutions	E-Voting	14,627	NIL	NIL	NIL	NIL	NIL	NIL	NIL		
	Poll										
	Postal Ballot	14,627	NIL	NIL	NIL	NIL	NIL	NIL	NIL		
	Total	14,627	NIL	NIL	NIL	NIL	NIL	NIL	NIL		
Public-Non Institutions	E-Voting	17,82,727	22,624	1.27	22,385	239	98.94	1.06	1.06		
	Poll										
	Postal Ballot	17,82,727	4,58,686	25.73	4,56,022	2,664	99.42	0.58	0.58		
	Total	17,82,727	4,81,310	27	4,78,407	2,903	99.40	0.60	0.60		
<b>Total</b>		<b>32,51,919</b>	<b>18,89,126</b>	<b>58.09</b>	<b>18,86,223</b>	<b>2,903</b>	<b>99.85</b>	<b>0.15</b>	<b>0.15</b>		

As per the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 and based on the said Report of the Scrutinizer dated October 31, 2015, it is declared that the aforesaid special resolution is passed by requisite majority.

For ATLAS CYCLES (HARYANA) LIMITED

for Atlas Cycles (Haryana) Ltd.



**JASPREET SINGH**  
COMPANY SECRETARY