

NOTICE OF EXTRA ORDINARY GENERAL MEETING

TO THE SHAREHOLDERS

Notice is hereby given that the Extra Ordinary General Meeting of the members of M/s Atlas Cycles (Haryana) Limited will be held at Bulbul Hotel, 208-L, Model Town, Atlas Road, Sonapat 131001, Haryana on Monday, the 29th August, 2016 at 4.00 P.M. (I.S.T.) to transact the following business(es):-

SPECIAL BUSINESS

Item No. 1 – Re-appointment of Mr. Ishwar Das Chugh as Whole Time Director from 31st March, 2013 to 30th March, 2018

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

“RESOLVED THAT pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V & as per Articles of Association of the company & all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 & pursuant to the provisions of Sections 269 and 309 read with Schedule XIII and other applicable provisions of the Companies Act, 1956 (including any statutory modification(s) or re-enactment thereof for the time being in force), the approval of members of the Company be and are hereby accorded to the re-appointment of Mr. Ishwar Das Chugh as Whole Time Director of the Company with retrospective effect from 31st March, 2013 to 30th March, 2018, at a remuneration and on the terms and conditions of appointment as contained in the explanatory statement to this resolution, with authority to the Board of Directors and the Nomination and Remuneration Committee to alter and vary the remuneration as it may deem fit, within the limits specified in Section 197 read with Schedule V of the Companies Act, 2013 and in Section 309 read with Schedule XIII of the Companies Act, 1956.”

Item No. 2 – Appointment of Mr. Ishwar Das Chugh as Whole Time Director from 21st July, 2016 to 30th March, 2018

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

“RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), approval be and is hereby accorded to the appointment of Mr. Ishwar Das Chugh as Whole Time Director of the Company with effect from 21st July, 2016 to 30th March, 2018, at a remuneration and on the terms and conditions of appointment as contained in the explanatory statement to this resolution, with authority to the Board of Directors and the Nomination and Remuneration Committee to alter and vary the remuneration as it may deem fit, within the limits specified in Section 197 read with Schedule V of the Companies Act, 2013.”

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

**Sd/-
JASPREET SINGH
COMPANY SECRETARY**

Delhi, 21st July 2016

NOTES:-

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EXTRA ORDINARY 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.
2. 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.
3. 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.

4. 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.
5. In case of joint holders, only such joint holder who is named first in the order of names will be entitled to vote.
6. Explanatory Statement as required under Section 102 of the Companies Act, 2013, in respect of special business(es) is annexed hereto. The relevant details of Directors proposed to be appointed / reappointed, as required under Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 are also annexed herewith.
7. The Register of Members and Share Transfer Books of the Company shall remain closed from Thursday, 25th August 2016 to Monday, 29th August 2016 (both days inclusive.)
8. 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. Monday 22nd August 2016. 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. Monday 22nd August 2016 only shall be entitled to avail the facility of remote e-voting / Poll. A person who is not a Member as on the cut off date should treat this Notice for information purposes only.
9. Notice of the Meeting 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 is being sent in the permitted mode.
10. Member(s) may also note that the Notice of the Meeting will also be available on the Company's website www.atlasbicycles.com for their download.
11. Members may get any change in their address/ their mandates registered with the Company before 24th August 2016.
12. In Compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014, the Company is pleased to offer e-Voting facility as an alternative mode of voting which will enable the Members to cast their votes electronically. Necessary arrangements have been made by the Company with 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.

The procedure and instructions for e-voting as given in the Notice of the Extra Ordinary General Meeting are as follows:

- a. The e-voting period begins at 9:00 hours on Friday, 26th August, 2016 and ends at 17:00 hours on Sunday, 28th August, 2016. After the expiry of said period, the facility shall forthwith be blocked.
- I. In case of Members receiving e-mail from NSDL (For those members whose e-mail addresses are registered with Company/Depositories):**
 - a. Open e-mail and open PDF file viz."ACL-remote e-Voting.pdf" with your client ID or Folio No. as password containing your user ID and password for remote e-voting. Please note that the password is an initial password.
 - b. Launch internet browser by typing the following URL: <https://www.evoting.nsd.com/>.
 - c. Click on Shareholder-Login.
 - d. Put user ID and password as initial password noted in step (i) above. Click Login.
 - e. Password change menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - f. Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
 - g. Select "EVEN" of "Atlas Cycles (Haryana) Limited".
 - h. Now you are ready for remote e-voting as Cast Vote page opens.
 - i. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - j. Upon confirmation, the message "Vote cast successfully" will be displayed.
 - k. Once you have voted on the resolution, you will not be allowed to modify your vote.

- I. 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 dineshnangru@gmail.com with a copy marked to evoting@nsdl.co.in.
- II. **In case of Members receiving Physical copy of Notice of Extra Ordinary General Meeting (for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy)**
 - a. Initial password is provided in the box overleaf.
 - b. Please follow all steps from Sl. No. (b) to Sl. No. (l) above, to cast vote.
- A. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
- B. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/ PIN for casting your vote.
- C. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- D. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 22nd August, 2016.
- E. Any person, who acquires shares and becomes member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 22nd August, 2016, may also obtain the login ID and password by sending a request at evoting@nsdl.co.in or RTA, MAS Services Limited. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.
- F. A member may participate in the EGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the EGM.
- G. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the EGM through ballot paper.
- H. Mr. Dinesh Nangru, Chartered Accountant (Membership No. 094779), Partner, M/s Dinesh Nangru & Co., Chartered Accountants having address Chamber No. 301, Street No. 12, 1117, Naiwala, Karol Bagh, New Delhi-110005 has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- I. **For members who do not cast votes using e-voting facility**, The Chairman shall, at the EGM, 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 EGM but have not cast their votes by availing the remote e-voting facility. Members are provided with Ballot Papers along with this Notice of EGM. Ballot Paper contain instructions for filling the Ballot Paper. Duly filled in Ballot Paper, properly marked for cast of vote and signed is required to be dropped in the Ballot Box as will be provided at the venue of EGM to complete the process of casting of vote via ballot paper procedure.
- J. The Scrutinizer shall after the conclusion of voting at the EGM, will count the votes cast at the meeting and will 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 three days of the conclusion of the EGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting within two days.
- K. The Results declared alongwith 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.

In case of any queries or issues regarding e-voting, members may contact to Mr. Sharwan Mangla (General Manager), Mas Services Limited, RTA at T – 34, 2nd Floor, Okhla Industrial Area, Phase – II, New Delhi – 110020, Tel.: 011-26387281/82/83, Email : info@masserv.com to address the grievances connected with the electronic voting.

- L. In case of any queries or issues in general, members may contact to Mr. Jaspreet Singh, Company Secretary at Atlas Cycles (Haryana) Limited, Industrial Area, Atlas Road, Sonapat 131001, Haryana, Tel.: 0130-2200001/02/03, E-mail : companylaw@atlascyclesonapat.com.

13. Route Map of Venue of EGM :



14. 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.
15. At the ensuing Extra Ordinary General Meeting Mr. Ishwar Das Chugh (DIN: 00073257) is being re-appointed / appointed as Whole Time Director in the Company.

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

**Sd/-
JASPREET SINGH
COMPANY SECRETARY**

Delhi: the 21st July 2016

EXPLANATORY STATEMENT

As required by Section 102 of the Companies Act, 2013 (the Act), the following Explanatory Statement sets out all material facts relating to the special business mentioned under Item Nos. 1 to 2 of the accompanying Notice dated 21st July 2016

AGENDA ITEM NO. 1 to 2

An objection has been raised by a shareholder of the Company Mr. Sanjay Dhawan, holding 500 equity shares of the Company that re-appointment of Mr. Ishwar Das Chugh as Whole Time Director of the Company in the Annual General Meeting of the Company held on 30th September 2013 was invalid as Mr. Ishwar Das Chugh had crossed his age of 70 years and instead of passing an Ordinary Resolution, a Special Resolution was required to be passed as per Schedule XIII of the Companies Act, 1956. Although the resolution was passed with unanimous votes in favour of re-appointment of Mr. Ishwar Das Chugh as Whole Time Director of the Company, but inadvertently it was passed as Ordinary Resolution

instead of Special Resolution. The Company has decided to approach the Central Government for grant of approval and as a precautionary measure the Company has approached its shareholders for passing a Special resolution for re-appointment of Mr. Ishwar Das Chugh as Whole Time Director with retrospective effect from 31st March 2013 till 30th March 2018 and also for appointment of Mr. Ishwar Das Chugh as Whole Time Director from present date of Board Meeting i.e. 21st July 2016 in which Mr. Ishwar Das Chugh is appointed as Whole Time Director of the Company subject to approval of the Shareholders of the Company via special resolution for the remaining tenure of his appointment till 30th March 2018.

The copy of Petition filed by Mr. Sanjay Dhawan in the Sonepat Civil Court is available for inspection by Members of the Company at the Registered Office of the Company during business hours from 2 PM to 4 PM on working days and will also be made available for inspection at the venue of the Extra-Ordinary General Meeting.

You may kindly observe that Mr. Ishwar Das Chugh is serving the Company with integrity, diligence and honesty from past 38 years and is being re-appointed as Whole Time Director of the Company for a period of 5 years each from past 28 years.

The remuneration drawn by Mr. Ishwar Das Chugh is approved by Nomination and Remuneration Committee of the Company and is within the limits prescribed by Schedule XIII of the erstwhile Companies Act, 1956 and now Schedule V of Companies Act, 2013.

At the board meetings held on 28th March 2013 and 21st July 2016 the Board of Directors approved the appointment of Mr. I.D. Chugh, as Whole Time Director for a period till 30th March 2018 on revised terms as set out below; approval of the members is requested to the same.

1. PERIOD :- 31st March 2013 to 30th March, 2018 /
21st July, 2016 to 30th March, 2018.

2. REMUNERATION:-

SALARY: Between Rs. 86,177/- and Rs. 1,20,000/- per month as may be decided by the Board from time to time inclusive of D.A. and other allowance and payments, if any.

COMMISSION:- At the rate of 0.5% of annual net profits of the Company computed in accordance with the provisions of the Companies Act, 1956 / Companies Act, 2013 subject to the such limits as may be placed by the Board on the quantum of such commission from time to time whichever is less.

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

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

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

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

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

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

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

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

MIMIMUM REMUERATION:- In the case of absence or inadequacy of profits in any year, the minimum remuneration payable to Mr. Ishwar Das Chugh, shall be restricted as per Schedule XIII of the Companies Act, 1956 / Schedule V of the Companies Act, 2013 as amended.

OTHER CONDITIONS:-

- (i) The terms and conditions of the said appointment may be altered and varied from time to time by the Board, as it may deem fit as not to exceed the limits specified in Schedule XIII of the Companies Act, 1956 / Schedule V of the Companies Act, 2013 or any amendments made thereafter in that regard.
- (ii) Mr. Ishwar Das Chugh's employment may be terminated by either party giving a notice.
- (iii) Mr. Ishwar Das Chugh is re-appointed / appointed as whole time director of the Company by virtue of his employment in the Company and if at any time he ceases to be in the employment of the Company, for any reason whatsoever, he ceases to be a director of the Company.

(iv) He shall not be entitled to any sitting fee for attending the meeting of the Board of Directors or Committees thereof.

NATURE OF DUTIES / JUSTIFICATION FOR RE-APPOINTMENT / APPOINTMENT :

Mr. Ishwar Das Chugh has served as Factory Manager of the Company's factory at Sahibabad and as "OCCUPIER" under the Factories Act, 1948 of Sahibabad Unit and other Units of the Company in which capacity he has devoted whole time attention to the affairs of the Company. He has also performed such duties as are assigned to him from time to time by the Board of Directors of the Company.

Mr. Ishwar Das Chugh has been associated with the Company for over 38 years in various capacities from time to time. Currently he has served as the Whole Time Director of the Company for over 28 years.

Mr. Ishwar Das Chugh holds a Masters Degree in Business Administration and has over 55 years business and industrial experience in marketing and management fields.

The Board considers that Mr. I.D. Chugh's re-appointment / appointment as Whole Time Director is in the interest of the Company and accordingly recommends his appointment.

Notice has been received from member signifying his intention to propose appointment of Mr. I.D.Chugh as a Whole time director of the company alongwith a deposit of Rs. 1,00,000/-.

Your Directors recommend the resolution for approval. None of the Directors, Key Managerial Personnel and their relatives are interested in the resolution(s) being passed except Mr. Ishwar Das Chugh.

Pursuant to Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the information about the Director seeking appointment in the Extra Ordinary General Meeting is as follows:

Name of Director	Mr. Ishwar Das Chugh (DIN: 00073257)
Date of Birth	10 th June, 1939
Relationship with other Directors inter-se and KMPs	None
Date of first appointment	31 st March, 1988
No. of Board Meetings attended in Financial Year 2016-17 till 20 th July 2016	3
Expertise in specific functional area	Expertise in marketing & management and is in Service of Company for over 38 years
Qualification	M.B.A.
No. of equity shares held in the company	60 Equity Shares
List of Public Companies (other than Atlas Cycles (Haryana) Limited) in which directorship held as on 20 th July, 2016	Atlas Cycles Sonapat Limited Atlas Cycles (Sahibabad) Limited Atlas Cycles (Malanpur) Limited Milton Cycles Industries Limited
Chairman/ Member of the Committees of the Board of Public Companies in which he is a director as on 20 th July, 2016	<u>Atlas Cycles (Haryana) Limited:-</u> Member in following Committees: - Risk Management Committee - Stakeholders Relationship Committee

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 is in losses since last 3 years.
	Foreign investments or collaborations, if any	The Company has not entered into any material foreign collaboration and no direct capital investment has been made in the Company. Foreign investors, mainly comprising NRIs, FIIs and Foreign Nationals are investors in the Company on account of past issuances of securities/ secondary market purchases.
II.	Information about the appointee	
	Background details	Mr. Ishwar Das Chugh is M.B.A. by qualification and is associated with the Company since 1977. He has total experience of 38 years in serving the Company in the field of Marketing & Management and was serving the Company as Whole Time Director of the Company from past 28 years.
	Past remuneration	For period between 31.03.2008 to 30.03.2013, remuneration was between Rs 60,000/- and Rs 80,000 per month as was decided by the Board of Directors and other terms and conditions were similar.
	Recognition or awards	Nil
	Job profile and his suitability	He has worked as Whole Time Director of the Company, as Factory Manager for Sahibabad Unit and as Occupier for over 28 years, in which capacity he was 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 & provisions of erstwhile Companies Act, 1956 and is comparable to the remuneration of Whole Time Director levels of similar sized Bicycle Companies.
	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any	Being working as Whole Time Director of the Company, he is drawing salary against his professional services provided to the Company. Apart from that he has no relationship with any other managerial personnel of the Company.
III.	Other information	
	Reasons of loss or inadequate profits	Since past few years, Malanpur Manufacturing Unit of the Company was unable to perform well and it has been closed. Accordingly due to heavy losses in Malanpur Unit which has also negatively affected the other Units of the Company, there is a loss or inadequate profits.
	Steps taken or proposed to be taken for improvement	The Company has allocated the territory serviced by the Malanpur Unit to the Sahibabad Unit of the Company and with the sale of assets of the Malanpur Unit, its creditors and other liabilities will be paid off to improve the financial position of the Company. Similarly, Sonapat Unit of the Company is also selling its assets to cover up financial hardships.
	Expected increase in productivity and profits in measurable terms	The aforesaid steps taken / to be taken by the Company are expected to improve the Company's performance and profitability in the future. The projections are provided below.
IV.	Disclosure	NA

Expected increase in productivity and profits in measurable terms :

Turnover

Rs. in lacs

Year	Sahibabad Unit	Sonepat Unit	Malanpur Unit	Total
2016-17	487.00	178.50	2.01	667.51
2017-18	525.00	192.90	1.00	718.90
2018-19	560.00	209.10	0.75	769.85
	1,572.00	580.50	3.76	2,156.26

Profits

Rs. in lacs

Year	Sahibabad Unit	Sonepat Unit	Malanpur Unit	Total
2016-17	12.00	6.12	-5.00	13.12
2017-18	13.00	6.35	-4.00	15.35
2018-19	14.00	1.55	-3.00	12.55
	39.00	14.02	-12.00	41.02

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

Sd/-

**JASPREET SINGH
COMPANY SECRETARY**

Delhi, 21st July 2016

ATLAS CYCLES (HARYANA) LIMITED

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

CIN No: L35923HR1950PLC001614

Tel. : 0130-2200001 - 06, **Fax :** 0130-2200018

Email : companylaw@atlascyclesonepat.com

Notice under Section 201

Pursuant to Section 201 of the Companies Act, 2013 (the Act), notice is hereby given that Atlas Cycles (Haryana) Limited (“**the Company**”) is proposing to make application(s) to the Central Government for condonation of delay u/s 460 & to obtain its approval under Sections 196, 197 and 203 read with Schedule V of the Companies Act, 2013 together with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and all other applicable provisions, if any, & under Section 269 read with Schedule XIII and other applicable provisions of the Companies Act, 1956 (including any statutory modification(s) or re-enactment thereof, for the time being in force) for re-appointment of Mr. Ishwar Das Chugh as Whole Time Director of the Company for a period commencing from 31st March, 2013 to 30th March, 2018 as approved by Shareholders of the Company in their Annual General Meeting held on 30.09.2013 as Ordinary Resolution and to approve remuneration being paid to Mr. Ishwar Das Chugh as Whole Time Director of the Company for a period commencing from 31st March, 2013 to 30th March, 2018.

Any member having any objection to the above proposal may, if he/she so desires, communicate his/her objection(s) in writing, duly substantiated, within a period of 30 days from the date of publication of this notice to the Secretary, Ministry of Corporate Affairs, ‘A’ Wing, Shashtri Bhawan, Dr. Rajendra Prasad Road, New Delhi 110 001 with a copy of the same to the applicant Company at the above mentioned Registered Office or through email at companylaw@atlascyclesonepat.com.

For Atlas Cycles (Haryana) Limited

Date: 21.07.2016
Place: Sonapat

Sd/-
Jaspreet Singh
Company Secretary

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ATLAS CYCLES (HARYANA) LIMITED

CIN: L35923HR1950PLC001614

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

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

Website: www.atlasbicycles.com, E-mail : companylaw@atlascyclesonepat.com

Ballot Form

(In lieu of E-voting)

Extra Ordinary General Meeting - Monday, the 29th August, 2016

1. Name of the First Named Shareholder : _____
And Registered address : _____
2. Name(s) of the Joint Shareholder(s) : _____
3. Registered Folio/DPID & Client ID No. : _____
4. 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 Extra Ordinary General Meeting of the Company on **Monday, August 29, 2016 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	I/We assent to the resolution (For)	I/We dissent to the resolution (Against)
1.	Special Resolution to re-appoint Mr. Ishwar Das Chugh (DIN: 00073257) as Whole Time Director of the Company with retrospective effect from 31st March, 2013 to 30th March, 2018.			
2.	Special Resolution to appoint Mr. Ishwar Das Chugh (DIN: 00073257) as Whole Time Director of the Company from 21st July, 2016 to 30th March, 2018.			

Place: _____

Date: _____

Signature of Shareholder

INSTRUCTIONS

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

Form No. MGT-11

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the member (s) _____

Registered address _____

E-mail Id _____

Folio No/ Client Id _____ DP ID _____

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

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 :, or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra Ordinary General Meeting of the Company to be held at Bulbul Hotel, 208-L, Model Town, Atlas Road, Sonapat-131001 Haryana, on Monday, 29th day of August, 2016 at 04.00 P.M. and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Description	Optional	
		For	Against
1.	Special Resolution to re-appoint Mr. Ishwar Das Chugh (DIN: 00073257) as Whole Time Director of the Company with retrospective effect from 31st March, 2013 to 30th March, 2018.		
2.	Special Resolution to Appoint Mr. Ishwar Das Chugh (DIN: 00073257) as Whole Time Director of the Company from 21st July, 2016 to 30th March, 2018.		

Signed this.....day of.....2016

.....
Signature of shareholder

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

Affix
Revenue
Stamp
(Rs 1)

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Extra Ordinary General Meeting at 04:00 p.m. on 29th August, 2016.

ATLAS CYCLES (HARYANA) LIMITED

CIN: L35923HR1950PLC001614

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

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

Website: www.atlasbicycles.com, E-mail : companylaw@atlascyclesonepat.com

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ELECTRONIC VOTING PARTICULARS

EVSN (ELECTRONIC VOTING SEQUANCE NUMBER)	USER ID	PASSWORD	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, August 26, 2016
End of e-voting	Upto 05.00 p.m. (IST) on Sunday, August 28, 2016

- The cut-off date (i.e. the record date) for the purpose of e-voting is 22nd August, 2016.
- Please refer to the attached EGM Notice for instructions on E-Voting.

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

ATLAS CYCLES (HARYANA) LIMITED

CIN: L35923HR1950PLC001614

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ATTANDANCE SLIP

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

Name & Address of First/Sole Shareholder :

No. of Shares held :

I/we hereby record my/our presence at the Extra Ordinary General Meeting of the Company to be held at Bulbul Hotel, 208-L, Model Town, Atlas Road, Sonapat-131001 Haryana, on Monday, 29th day of August, 2016 at 04.00 P.M.

.....
Signature of Member/Proxy

Notes:

- Only Member/Proxy can attend the meeting. No minors would be allowed at the meeting.
- Member / Proxy wish to attend the meeting must bring this attendance slip to the meeting and handover at the entrance duly filled in and signed.