



ATLAS CYCLES (HARYANA) LIMITED

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

Date: 01.10.2016

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)
Bombay Stock Exchange Ltd.
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
MUMBAI – 400001
FAX NO. 022-22721919/2037/2039/
2041/2061

Sub: PROCEEDINGS OF THE 65TH ANNUAL GENERAL MEETING OF THE COMPANY HELD ON 30.09.2016


Dear Sir,

We are enclosing herewith a copy of the proceedings of the 65th Annual General Meeting of the Company held on 30th September, 2016 in compliance to Regulation 30 of Securities Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 for your information and record.

Thanking you.

Yours faithfully,

For ATLAS CYCLES (HARYANA) LIMITED


JASPREET SINGH
COMPANY SECRETARY



ATLAS CYCLES (HARYANA) LIMITED

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

ATLAS CYCLES (HARYANA) LIMITED

PROCEEDINGS OF THE 65TH ANNUAL GENERAL MEETING OF THE MEMBERS OF M/S ATLAS CYCLES (HARYANA) LIMITED HELD AT THE REGISTERED OFFICE OF THE COMPANY AT ATLAS CYCLES (HARYANA) LIMITED, INDUSTRIAL AREA, ATLAS ROAD, SONEPAT – 131001, HARYANA ON FRIDAY, THE 30TH SEPTEMBER, 2016 AT 4:00 P.M.

Meeting Commenced at: 4.00 PM

Meeting Concluded at: 4.30 PM

DIRECTORS PRESENT

Mr. Kartik Roop Rai (DIN: 06789287) : Chairman of the AGM,
Independent Director,
Chairman of Audit Committee

Mr. Sanjiv Kavaljit Singh (DIN: 00015689) : Independent Director,
Chairman of Nomination &
Remuneration Committee,

Also attending on behalf of
Chairman of Stakeholders
Relationship Committee

Mr. Ishwar Das Chugh (DIN: 00073257) : Whole Time Director

IN ATTENDANCE

| | | |
|--------------------|---|--|
| Mr. Dinesh Nangru | : | For Dinesh Nangru & Coompany, Scrutinizer for E-voting and Ballot |
| Mr. Rajiv Bhasin | : | For Mehra Khanna & Company, Statutory Auditors |
| Mr. Mukesh Arora | : | For Mukesh Arora & Co., Secretarial Auditors |
| Mr. Jaspreet Singh | : | Company Secretary |

MEMBERS

| | | |
|-----------|---|-----|
| In person | - | 180 |
| Proxies | - | 42 |
| E-Voting | - | 10 |

Mr. Kartik Roop Rai, Independent Director of the Company, was elected as Chairman of the Meeting.

The relevant documents relating to agenda of the Meeting were kept open and accessible during the continuance of the meeting to the members present.

At 04:00 P.M., Mr. Kartik Roop Rai (DIN: 06789287), Chairman, commenced the Meeting by welcoming the members to the 65th Annual General Meeting of the Company.

The Company Secretary, with the permission of Chairman, informed the members of the Company that the requisite quorum of 30 members present personally being present, the meeting was called to order. It was also ensured that requisite quorum is present thought out the proceedings of the meeting and the meeting is in order.

It was informed that Mr. Hira Lal Bhatia, Non-Executive Director and Chairman of Stakeholders Relationship Committee and Ms. Veena Buber, Non-Executive Woman Director, could not attend the 65th Annual General Meeting due to their other commitments.

With the permission of the members present, Notice convening the 65th Annual General Meeting along with its Explanatory Statement, Directors'

Report / Board's Report, Balance Sheet as on 31.03.2016 and Statement of Profit & Loss for the period of 12 months ended on 31.03.2016 along with its notes both stand alone and consolidated were taken as read and Statutory Auditors' Audit Report and Secretarial Auditors' Audit Report were read.

Thereafter it was informed that pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company had extended the e-voting facility to its Members in respect of businesses to be transacted at the Annual General Meeting of the Company. The e-voting commenced from Tuesday, 27th September, 2016 at 9.00 a.m. and ended on Thursday 29th September, 2016 at 5.00 p.m. and Mr. Dinesh Nangru, of M/s Dinesh Nangru & Co., Practicing Chartered Accountant, was appointed as the Scrutinizer by the Board of Directors for scrutinizing the e-voting process and ballot process. The shareholders who had not casted their votes through e-voting facility were given option to cast their votes through ballot paper. The 3 (three) resolutions proposed to be passed as Ordinary Business relating to approval of Financial Statements, re-appointment of director retiring by rotation and ratification of appointment of Statutory Auditors and 1 (one) resolution proposed to be passed as Ordinary Resolution in Special Business relating to approval of Members for charging of nominal fee for delivery of company documents to Members were read out and were briefly clarified as to why these were being proposed to be passed. The members raised no questions. The members were issued Ballot Papers and were informed about the instructions on filling in ballot paper and signing of ballot paper.

Mr. Dinesh Nangru, Scrutinizer, inspected the Ballot Box to be empty and locked and kept it in front of the dias for shareholders to put in their duly filled in and signed ballot papers and cast their votes.

Once the voting process was complete under careful supervision of the Chairman, the ballot box was handed over to Mr. Dinesh Nangru, Scrutinizer and meeting concluded.

Then after the conclusion of meeting, the Scrutinizer unlocked the ballot box in presence of 2 witnesses who were not in the employment of the Company. The Scrutinizer then scrutinized all votes casted via e-voting system and ballot papers and submitted his report dated 1st October 2016 to Mr. Kartik Roop Rai, Chairman of the Meeting. With the approval of the Chairman following results were declared and posted on the website of the Company www.atlasbicycles.com and were intimated to National Securities Depository Limited (NSDL), National Stock Exchange of India Ltd.(NSE), BSE Limited (BSE) and Mas Services Limited, Registrar & Transfer Agent:

ORDINARY BUSINESS :

ITEM NO. 1: ADOPTION OF AUDITED FINANCIAL STATEMENTS AND REPORTS

Passed as Ordinary resolution via E-voting and Ballot Process :

“RESOLVED THAT

- (a) Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2016 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, 2016 and the Report of the Auditors thereon

are received, considered and adopted.”

| Particulars | No. of Votes (In Equity Shares) | % of Voting |
|--|--|--------------------|
| Total votes casted through poll and e-voting | 11,06,570 | 34.028% |
| Voted in favour | 11,06,519 | 34.027% |
| Voted against | 0 | 00.000% |
| Invalid Votes | 51 | 00.001% |

The resolution was passed as Ordinary Resolution by requisite majority votes in its favour.

ITEM NO. 2: RE-APPOINTMENT OF DIRECTOR RETIRING BY ROTATION

Passed as Ordinary resolution via E-voting and Ballot Process :

“RESOLVED THAT Mr. Hira Lal Bhatia (DIN : 00159258) is re-appointed as the director liable to retire by rotation as required by Section 152 of the Companies Act 2013.”

| Particulars | No. of Votes (In Equity Shares) | % of Voting |
|--|--|--------------------|
| Total votes casted through poll and e-voting | 11,06,570 | 34.028% |
| Voted in favour | 11,06,319 | 34.021% |
| Voted against | 200 | 00.006% |
| Invalid Votes | 51 | 00.001% |

The resolution was passed as Ordinary Resolution by requisite majority votes in its favour.

ITEM NO. 3: RATIFICATION OF APPOINTMENT OF STATUTORY AUDITORS

Passed as Ordinary resolution via E-voting and Ballot Process :

“**RESOLVED** that pursuant to the provisions of Section 139 and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the Company hereby ratifies the appointment of M/s Mehra Khanna & Co., Chartered Accountants (ICAI Firm Registration No. 001141N), as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the 66th AGM of the Company to be held in the year 2017 to examine and audit the accounts of the Company at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors plus reimbursement of Service tax, travelling and out of pocket expenses.”

| Particulars | No. of Votes (In Equity Shares) | % of Voting |
|--|--|--------------------|
| Total votes casted through poll and e-voting | 11,06,510 | 34.026% |
| Voted in favour | 11,06,259 | 34.019% |
| Voted against | 200 | 00.006% |
| Invalid Votes | 51 | 00.001% |

The resolution was passed as Ordinary Resolution by requisite majority votes in its favour.

SPECIAL BUSINESS :

ITEM NO. 4: APPROVAL OF MEMBERS FOR CHARGING NOMINAL FEE FOR DELIVERY OF COMPANY DOCUMENTS TO MEMBERS

Passed as Ordinary resolution via E-voting and Ballot Process :

“**RESOLVED** that pursuant to provisions of Section 20 of the Companies Act, 2013 and all other applicable provisions, if any, as amended from time to time, unless such fee is fixed by the Act or Rules, the Board of Directors of the Company be and is authorized to delivery documents free of cost to the members who opt to receive documents via email, in case any member specify any document to be delivered by a particular means of communication viz. post or registered post or speed post or courier, then a fee of Rs 300 per document plus out of pocket expenses incurred by the Company may be

charged by the Company and option to get any document delivered by hand at request of any member at his office / address may not be provided.”

| Particulars | No. of Votes (In Equity Shares) | % of Voting |
|--|--|--------------------|
| Total votes casted through poll and e-voting | 11,06,570 | 34.028% |
| Voted in favour | 11,06,134 | 34.015% |
| Voted against | 385 | 00.012% |
| Invalid Votes | 51 | 00.001% |

The resolution was passed as Ordinary Resolution by requisite majority votes in its favour.

For ATLAS CYCLES (HARYANA) LIMITED

JASPREET SINGH
COMPANY SECRETARY

(Note: A circular stamp of ATLAS CYCLES (HARYANA) LIMITED is visible behind the signature.)