

ATLAS CYCLES (HARYANA) LTD.

CIN:L35923HR1950PLC001614

Regd. Office : Industrial Area, Atlas Road, Sonapat - 131 001, Haryana (India)
E-mail : companylaw@atlascyclesonapat.com, Website : www.atlasbicycles.com

POSTAL BALLOT NOTICE

To
The Members

Notice is hereby given pursuant to provisions of Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and other applicable provisions, if any, of law and the Listing Agreement that the resolutions being forwarded herewith are proposed to be passed by the members by way of Postal Ballot or electronic voting (e-voting) as Special Resolutions or Ordinary Resolutions, as the case may be. Members who are not voting electronically, may use the attached Postal Ballot Paper to send their assent or dissent to the said Resolutions.

Duly filled in and signed Postal Ballot Papers must reach the registered office of the Company at Atlas Road, Industrial Area, Sonapat 131001, Haryana in a closed envelope marked "Postal Ballot" on or before 17:00 hours on 25th October 2015, after which the same will not be entertained. Cut-off/Record date for postal ballot is 23rd September, 2015.

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

**Sd/-
JASPREET SINGH
Company Secretary &
Compliance officer**

Sonapat: 7th Sep, 2015

Notes

- Explanatory Statement in respect of the Resolutions proposed to be passed by Postal Ballot/e-voting is attached and forms integral part of this Notice of Postal Ballot.
- The members may either cast their vote through e-voting, instructions for which are attached, or through Postal Ballot. In the event a member casts his votes through both the processes i.e. E-voting and Ballot Form, the votes in the electronic system would only be considered and the Ballot Form would be ignored.
- The e-voting period begins at 10:00 hours on 26th September, 2015 and ends at 17:00 hours on 25th October, 2015.

SPECIAL RESOLUTIONS TO BE PASSED BY POSTAL BALLOT OR E-VOTING

Item No. 1: Shifting of Registered Office of the Company from Sonapat, State of Haryana to The National Capital Territory of Delhi.

To consider and if thought fit, to pass, the following Resolution as a Special Resolution:

"RESOLVED THAT subject to the provisions of Sections 12, 13 and 110 and other provisions of Companies Act, 2013, read with relevant rules applicable, if any, (including any statutory modification(s) or re-enactment thereof, for the time being in force), and subject to the approval of Regional Director or the Central Government and subject to all the applicable laws and regulations, including but not limited to the Listing Agreements entered with Stock Exchanges where the Company is listed, consent of the Members of the Company be and is hereby accorded for shifting of Registered Office of the Company from District Sonapat, State of Haryana to the National Capital Territory of Delhi and that Clause

II of the Memorandum of Association of the Company be substituted and replaced as under:"

II. The Registered Office of the Company will be situated in The National Capital Territory of Delhi.

"RESOLVED FURTHER THAT upon the aforesaid Resolution becoming effective, the Registered Office of the Company be shifted from Atlas Road, Industrial Area, Sonapat 131001, Haryana situated under the jurisdiction of the Registrar of Companies, NCT of Delhi (For State of Delhi & Haryana) to DSM 449, DLF Towers, Shivaji Marg, New Delhi 110015 situated under the jurisdiction of the Registrar of Companies, NCT of Delhi (For State of Delhi & Haryana)."

"RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Company Secretary be and is hereby authorized to initiate the shifting of the registered office in consultation with **Mr. I.D Chugh (Whole Time Director)** and complete all formalities in respect thereof."

"RESOLVED FURTHER THAT Mr. I.D Chugh (**Whole Time Director**) be and is hereby authorized to sign and file, the petition under Sub-section (4) of Section 13 of the Act to the Regional Director for securing confirmation to the alteration to the memorandum of association of the company so as to change the place of the Registered office of the company from the State of Haryana to the National Capital Territory of Delhi."

"RESOLVED FURTHER THAT Mr. Mukesh Arora, the Company Secretary in Practice be and is hereby authorized to appear and represent the company in all hearings concerning the petition of the company to be filed with the Regional Director or the Central Government for its confirmation to the proposed alteration of the situation Clause of the Memorandum of Association and be and is hereby authorized to make such statements, furnish such information and do such things as may be necessary in relation to the said petition."

ITEM NO 2: SALE OF MALANPUR UNIT, M.P. (UNDERTAKING) OF ATLAS CYCLES (HARYANA) LIMITED

To consider and if thought fit, to pass, the following Resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 180(1)(a) and Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, and subject to other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification or re-enactment thereof for the time being in force), the provisions of the Memorandum and Articles of Association of the Company, the provisions of the listing agreement entered into by the Company with the Stock Exchanges where the shares of the Company are listed, and such other approvals, consents and permissions being obtained from the appropriate authorities to the extent applicable and necessary, the consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred as the "Board" which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute from time to time to exercise its powers including the power conferred by this resolution), to sell / transfer / dispose off Malanpur Unit situated at Plot No. U-16, 17, 21 & 22, Malanpur Industrial Area, Near Gwalior, Distt. Bhind (Madhya Pradesh)

("Undertaking"), together with all specified tangible and intangible assets, including land, personnel / employees, plant and machinery and other assets in relation to the Undertaking but excluding its brand name, as a going concern on an "as is where is" basis or in any other manner as the Board may deem fit in the interest of the Company,

RESOLVED FURTHER THAT the Board be and is hereby authorized and empowered to finalise and execute necessary documents including but not limited to definitive Agreements, deeds of assignment / conveyance and other ancillary documents, with effect from such date and in such manner as is decided by the Board to do all such other acts, deeds, matters and things as they may deem necessary and/or expedient to give effect to the above Resolution including without limitation, to settle any questions, difficulties or doubts that may arise in regard to sale and transfer of the Undertaking as they may in their absolute discretion deem fit.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to any Committee of Directors or any one or more Directors of the Company with power to delegate to any Officers of the Company, with authorities as required, affixing the Common Seal of the Company on agreements/documents, arranging delivery and execution of contracts, deeds, agreements and instruments."

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

**Sd/-
JASPREET SINGH
Company Secretary &
Compliance officer**

Sonepat: 8th Sep, 2015

EXPLANATORY STATEMENT IN RESPECT OF ITEMS OF POSTAL BALLOT

Item No. 1 Shifting of Registered Office of the Company from Sonepat, State of Haryana to The National Capital Territory of Delhi.

The Company was incorporated under the provisions of Companies Act, 1956 in the erstwhile State of Haryana. **As per Clause II** of the Memorandum of Association, presently; the Registered Office of the Company is situated in the State of Haryana. and all records pertaining to the Company are under the charge of the Company Law Department which is housed at Sonepat (Haryana).

In view of the litigation initiated by the Management Committee of Sonepat Unit against the Company and as a consequence trust loss of the Board of Directors in the Management Committee of Sonepat Unit, the Board is of the view that shifting of registered office of the Company from Haryana to the National Capital Territory of Delhi will be beneficial for the following reason:-

- I. In view of the litigation initiated by the Management Committee of Sonepat Unit against the Company and the Directors, there is certain amount of trust deficit in the Management Committee of Sonepat Unit;
- II. The Company has presently two operational units of Sonepat and Sahibabad and the affairs of the Company can be coordinated better if the registered office of the Company is shifted to Delhi;
- III. The accessibility of records to both the operational units can be better if the registered office is shifted to a neutral location in Delhi which is not part of the any of the manufacturing units:

The shifting of Registered Office from Haryana to the National

Capital Territory of Delhi will enable the company to handle its business activities more efficiently and run its business more economically and conveniently. The shifting of the Registered Office as aforesaid is in the best interests of the company, its shareholders and all concerned. The proposed shifting will in no way be detrimental to the interest(s) of any member of the public, employees or other associates of the Company in any manner whatsoever..

In terms of the provisions of Section 12, 13, 110 of the Companies Act 2013 read with Rule 20 and Rule 22 of Companies (Management and Administration) Rules 2014, shifting of the Registered Office from one State to another and alteration of Clause II of the Memorandum of Association requires the approval of Members by way of Special Resolution by Postal Ballot and further requires approval by Central Government.

The Board commends the Resolution as set out at Item No. 1 for approval of the members as Special Resolution

None of the Directors, Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Resolution, except to the extent of their shareholding, if any, in the company.

ITEM NO 2: SALE OF MALANPUR UNIT, M.P. (UNDERTAKING) OF ATLAS CYCLES (HARYANA) LIMITED

Malanpur Unit of the Company was directed to be shut down vide Resolution dated 05.10.2014 whereby the Board also resolved that assets of Malanpur Unit be sold to liquidate its liability qua statutory dues and other liabilities. The Board considers it Prudent to sell off the land and building and plant and machinery of Malanpur factory, as the same is lying closed for almost a year. The Board is informed that the sale of land and building and plant and machinery of Malanpur factory shall constitute sale of "undertaking" in terms of Section 180 of the Companies Act, 2013 for which a special Resolution shall be required to be passed, as stipulated in the relevant provisions of the Act. Accordingly it is resolved as under:-

The Board of Directors of the Company, at its meeting held on 7th Sep., 2015 approved the Company to sell / dispose off its Malanpur Unit situated at Plot No. U-16, 17, 21 & 22, Malanpur Industrial Area, Near Gwalior, Distt. Bhind (Madhya Pradesh) ("Undertaking"), together with all specified tangible and intangible assets in relation to the Undertaking (excluding its brand name and the specific liabilities), on an "as is where is" basis or in any other manner as the Board may deem fit in the interest of the Company.

The sale of the said Undertaking will not have any impact on the Company's existing business.

In compliance with the applicable provisions of the Companies Act, 2013, Special Resolution as set out in the accompanying Notice is now being placed before the members for their approval. The Board commends the Resolution as set out at Item No. 1 for approval of the members as Special Resolution

None of the Directors, Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Resolution, except to the extent of their shareholding, if any, in the company

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

**Sd/-
JASPREET SINGH
Company Secretary &
Compliance officer**

Sonepat: 7th Sep, 2015

ATLAS CYCLES (HARYANA) LTD.

CIN:L35923HR1950PLC001614

Regd. Office : Industrial Area, Atlas Road, Sonapat - 131 001, Haryana (India)
E-mail : companylaw@atlascyclesonapat.com, Website : www.atlasbicycles.com

POSTAL BALLOT PAPER

Name of the Company	M/s Atlas Cycles (Haryana) Limited
Registered Office	Atlas Road, Industrial Area, Sonapat 131001, Haryana
CIN	L35923HR1950PLC001614

1. Name of the First Named Shareholder :
2. Postal Address :
3. Registered Folio/DPID & Client ID No. :
4. Class of shares : Equity

I hereby exercise my vote in respect of Special Resolutions enumerated below by recording my assent or dissent to the said resolutions in the following manner: [Please Tick mark (✓) appropriately]

Item No. of Notice	Description	No. of equity shares held by me	I/We assent to the resolution (For)	I/We dissent from the resolution (Against)
1.	Shifting of Registered Office of the Company from Sonapat, State of Haryana to The National Capital Territory of Delhi.			
2.	Sale of Malanpur Unit, M.P. (Undertaking) of Atlas Cycles (Haryana) Limited			

Place:

Date:

.....
Signature of Shareholder

NOTE: Kindly read the instructions printed overleaf before filing the Ballot paper. Only correctly filled, signed and valid Ballot Paper shall be considered.

INSTRUCTIONS

1. The members may either cast their vote through e-Voting, instructions for which are attached, or through Postal Ballot. In the event a member casts his votes through both the processes i.e. E-voting and Postal Ballot the votes in the electronic system would only be considered and the Postal Ballot Paper would be ignored.
2. Please fill in all the columns legibly and sign at the end. The completed Ballot Paper must reach the Company on or before the date and time mentioned in the notice of Postal Ballot. Unsigned, incomplete or incorrectly ticked Postal Ballot Papers are liable to be rejected and the decision of the Company on the validity of the forms will be final.
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 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 Limited). Members are requested to keep the same updated.
4. There will be only one Postal Ballot Paper for every DP ID & Client ID/ Folio No. irrespective of the number of joint members.
5. In case of joint holders the Postal Ballot Paper should be signed by the first named shareholder and in his/her absence by the next named shareholders. Postal Ballot Paper 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 Postal Ballot Paper signed by other joint holders.
6. Where the Postal Ballot Paper 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 Postal Ballot Paper.
7. IMPERSONATION IS A CRIMINAL OFFENCE.

INSTRUCTIONS FOR E-VOTING

The procedure and instructions for e-voting is as follows:

- 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.nsdl.com/>.
 - c. Click on Shareholder-Login.
 - d. Put user ID and password as initial password noted in step (a) 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.
 - l. 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 Postal Ballot (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 23rd September, 2015.
 - 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. 23rd September, 2015, 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 after exercising his right to vote through remote e-voting shall not be allowed to vote again via Postal Ballot Form.
- 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 through ballot paper.
- H. Mr. Dinesh Nangru, Chartered Accountant (Membership No. 094779), Partner, M/s Dinesh Nangru & Co., Chartered Accountants has been appointed for 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. The Scrutinizer shall after the conclusion of voting period, will first count the votes cast via postal ballot form 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 three days of the conclusion of the voting period, 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 forthwith.
- J. The result of Postal Ballot items will be declared 16:00 hours on 29th October, 2015. Immediately after declaration, the results, along with the Scrutinizer's Report, shall be placed on the Company's website www.atlasbicycles.com and also on the website of NSDL.
- K. In case of any queries or issues regarding e-voting, members may contact to Mr. Sharwan Mangla (General Manager), Mas Services Limited, RTA to address the grievances connected with the electronic voting Tel.: 011-26387281

Postage
will be
paid by
Addressee

BUSINESS REPLY ENVELOPE

Permit No.
Sector-7, Post Office
Faridabad - 121 006



To,
Mr. Dinesh Nangru (Scrutinizer)
Chartered Accountant
(Membership No. 094779), Partner,
M/s Dinesh Nangru & Co.,
Chamber No. 301, Street No. 12
1117, Naiwala, Karol Bagh, New Delhi-110005