

# ATLAS CYCLES (HARYANA) LTD.

CIN:L35923HR1950PLC001614

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

## NOTICE

### TO THE SHAREHOLDERS/MEMBERS

Notice is hereby given that the 67<sup>th</sup> Annual General Meeting of the members of M/s Atlas Cycles (Haryana) Limited will be held at the Registered Office of the Company at Industrial Area, Atlas Road, Sonapat 131001, Haryana on Friday, 26<sup>th</sup> October, 2018 at 4.00 P.M. (I.S.T.) to transact the following businesses:-

### ORDINARY BUSINESS

1. To consider and adopt Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2018 and the Reports of the Board of Directors and Auditors thereon.
2. Ratification of Appointment of Auditors  
To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 139, 142 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 Dinesh Nangru & Co., Chartered Accountants registered with the Institute of Chartered Accountants of India (ICAI) vide Firm Registration number 015003N, as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the 71<sup>st</sup> Annual General Meeting of the Company to be held in the year 2022 to examine and audit the accounts of the Company at such remuneration plus GST, out-of-pocket expenses, as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors.”

### SPECIAL BUSINESS

#### **Item no. 3: Re-appointment of Mr. Ishwar Das Chugh as Whole Time Director**

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

“**RESOLVED THAT** pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board and subject to the provisions of Sections 196,197,198 and 203 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (Including any statutory amendment or re-enactment thereof for the time being in force) and as per Articles of Association of the Company and subject to approval of consortium bankers, central government (if required) and such other approvals, as may be necessary, consent of the shareholders of the company be and is hereby accorded to re-appoint Mr. Ishwar Das Chugh as Whole Time Director of the company for a period 3 years w.e.f 31<sup>st</sup> March, 2018 to 30<sup>th</sup> March, 2021 at a remuneration and on the terms and conditions as detailed in the explanatory statement attached hereto;

**RESOLVED FURTHER THAT** the Board of Directors of the Company (which expression shall also include a Committee thereof) be authorised to take such steps as may be necessary including the delegation of all or any of its powers herein conferred to any Director(s), the Company Secretary or any other officer(s) of the Company for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution.”

#### **Item no. 4: Re-appointment of Mr. Hira Lal Bhatia as Non-Executive Director**

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

“**RESOLVED THAT** pursuant to the approval of Board and subject to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any statutory modification or re-enactment(s) thereof for the time being in force and as per Articles of Association of the Company and such other approvals, as may be necessary, consent of the shareholders of the company be and is hereby accorded to appoint a Director in place of Mr. Hira Lal Bhatia (DIN: 00159258), who retires by rotation and being eligible, offers himself for re-appointment as Non -Executive Director of the Company on the terms & conditions as may be decided by the Board;

**RESOLVED FURTHER THAT** the Board of Directors of the Company (which expression shall also include a Committee thereof) be authorised to take such steps as may be necessary including the delegation of all or any of its powers herein conferred to any Director(s), the Company Secretary or any other officer(s) of the Company for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution.”

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

**Sd/-  
(LALIT LOHIA)  
Company Secretary  
& Compliance officer**

Place : New Delhi  
Date : 17<sup>th</sup> September 2018

## 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 atleast 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 [ajaykumarca2006@gmail.com](mailto:ajaykumarca2006@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) and [companysecretary@atlasbicycles.co.in](mailto:companysecretary@atlasbicycles.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 businesses 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 Saturday, 20<sup>th</sup> October 2018 to Friday, 26<sup>th</sup> October 2018 (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. Friday, 19<sup>th</sup> October, 2018. 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. Friday, 19<sup>th</sup> October, 2018 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 [companysecretary@atlasbicycles.co.in](mailto:companysecretary@atlasbicycles.co.in).**
13. Notice of the Meeting and the Annual Report for FY 2017-18 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 2017-18 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. Member(s) may also note that the Notice of the 67<sup>th</sup> Annual General Meeting and the Annual Report for FY 2017-18 will also be available on the Company's website [www.atlasbicycles.com](http://www.atlasbicycles.com) for their download. Members may also note that Annual Reports of 3 wholly owned subsidiary companies of the Company viz. Atlas Cycles Sonepat Limited, Atlas Cycles (Sahibabad) Limited and Atlas Cycles (Malanpur) Limited are also available for download on the website of the Company [www.atlasbicycles.com](http://www.atlasbicycles.com).
15. Members may get any change in their address/ their mandates registered with the Company before Friday, 19<sup>th</sup> October, 2018.

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 31.03.2011 onwards 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 67<sup>th</sup> AGM is mentioned at the back of attendance slip.
21. 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.

The e-voting period begins at 9:00 A.M. on Tuesday, 23<sup>rd</sup> October, 2018 and ends at 5:00 P.M. on Thursday, 25<sup>th</sup> October 2018. After the expiry of said period, the facility shall forthwith be blocked.

The procedure and instructions for e-voting as given in the Notice of the 67<sup>th</sup> Annual General Meeting are 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.nsd.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.

**II. In case of Members receiving Physical copy of Notice of 67<sup>th</sup> Annual 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. (k) 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.nsd.com](http://www.evoting.nsd.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 Friday, 19<sup>th</sup> October, 2018.
- 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. Friday, 19<sup>th</sup> October, 2018, may also obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) and [info@masserv.com](mailto:info@masserv.com), 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](http://www.evoting.nsdl.com) or contact NSDL at the following toll free no.: 1800-222-990.

- F. A member may participate in the 67<sup>th</sup> AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the 67<sup>th</sup> AGM.
- 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 AGM through ballot paper.
- H. Mr. Ajay Kumar, Chartered Accountant (Membership No. 509448), Partner, M/s Ajay Rai & Co., Chartered Accountants having address 21/ 18 B Tilak Nagar, New Delhi-110018 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. The Chairman shall, at the 67<sup>th</sup> 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.
- J. The Scrutinizer shall after the conclusion of voting at the 67<sup>th</sup> 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 67<sup>th</sup> AGM, 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.

- K. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company [www.atlasbicycles.com](http://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 67<sup>th</sup> Annual General Meeting are:**

At the 67<sup>th</sup> Annual General Meeting Mr. Ishwar Das Chugh (DIN: 00073257), shall be re-appointed as Whole Time Director for a consecutive term of 3 years and Mr. Hira Lal Bhatia (DIN: 00159258), Non-executive Director, is liable to retire by rotation and being eligible offer himself for re-appointment in accordance with item 3 and 4 of this notice respectively. Brief resume and other information of Mr. Ishwar Das Chugh and Mr. Hira Lal Bhatia are as follows:-

Name of Director	Mr. Ishwar Das Chugh (DIN: 00073257)	Mr. Hira Lal Bhatia (DIN:00159258)
Date of Birth	10 <sup>th</sup> June, 1939	15 <sup>th</sup> March, 1943
Relationship with other Directors inter-se and KMPs	None	None
Date of first appointment	31 <sup>st</sup> March, 1988	31 <sup>st</sup> July, 1979
No. of Board Meetings attended in Financial Year 2017-18	9	10
Expertise in specific functional area	Expertise in marketing & management and is in Service of Company for over 40 years	Cloth Merchant with over Forty Six years experience
Qualification	M.B.A.	B.A.
No. of equity shares held in the company	120 Equity Shares	2625 Equity Shares
List of Public Companies (other than Atlas Cycles (Haryana) Limited) in which directorship held as on 31 <sup>st</sup> March 2018	Atlas Cycles Sonapat Limited Atlas Cycles (Sahibabad) Limited Atlas Cycles (Malanpur) Limited	Atlas Cycles Sonapat Limited Atlas Cycles (Sahibabad) Limited Atlas Cycles (Malanpur) Limited

Name of Director	Mr. Ishwar Das Chugh (DIN: 00073257)	Mr. Hira Lal Bhatia (DIN:00159258)
Chairman/ Member of the Committees of the Board of Public Companies in which he is a director as on 31 <sup>st</sup> March 2018	Atlas Cycles (Haryana) Limited: - Member in Stakeholders Relationship Committee	Atlas Cycles (Haryana) Limited:- Member in the following committees: - Audit committee - Nomination & Remuneration Committee <b>Chairman in following committee:</b> - Stakeholders Relationship Committee

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 67<sup>th</sup> 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](http://www.masserv.com), in case you have not already registered the same. Please also confirm by sending an email at [companysecretary@atlascycles.co.in](mailto:companysecretary@atlascycles.co.in).**

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

**Sd/-  
(LALIT LOHIA)  
Company Secretary  
& Compliance officer**

Place : New Delhi  
Date : 17<sup>th</sup> September 2018

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013.**

**ITEM NO. 3**

You may kindly observe that Mr. Ishwar Das Chugh (DIN:00073257) is serving the Company with integrity, diligence and honesty from past 40 years and his tenure as Whole Time Director of the Company expired on 30<sup>th</sup> March 2018.

The Members may note that based on the recommendations of the Nomination and Remuneration Committee and subject to approval of consortium bankers, central government (if required) and members by special resolution at 67<sup>th</sup> Annual General Meeting and such other statutory and regulatory approvals as may be required, the Board of Directors of the Company at their meeting held on 16<sup>th</sup> January 2018, approved re-appointment of Mr. Ishwar Das Chugh (DIN:00073257) as Whole Time Director of the Company under the provisions of section 196, 197, 198 and 203 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Schedule V and other applicable provisions, if any, of the Companies Act, 2013, w.e.f. 31<sup>st</sup> March 2018 on the following terms and conditions:-

1. PERIOD:- 31<sup>st</sup> March 2018 to 30<sup>th</sup> March 2021.

2. REMUNERATION:-

SALARY: Between ₹ 92,177/- and ₹ 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.

\*\*SPECIAL ALLOWANCE: ₹ 57,500/- per month

COMMISSION:- At the rate of 0.5% of annual net profits of the Company computed in accordance with the provisions of the 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 period 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 V of the Companies Act, 2013 as amended.

OTHER CONDITIONS:-

- (i) Aforesaid terms and conditions may be altered and varied from time to time by the Board, as it may, as its discretion, deem fit as not to exceed the limits specified in 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 partly giving a notice.
- (iii) 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:

Mr. Ishwar Das Chugh shall keep on devoting whole time attention to the affairs of the Company, he shall also perform such duties as may be assigned to him from time to time by the Board of Directors.

Mr. Ishwar Das Chugh has been associated with the Company for over 40 years in various capacities from time to time. Currently he is the whole time director of the Company.

Mr. Ishwar Das Chugh holds a Masters Degree in Business administration and has over fifty seven years business and industrial experience.

Your Directors recommend this special resolution for your approval.

None of the Directors, Key Managerial Personnel and their relatives are interested in the resolution 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, and Clause 1.2.5 of Secretarial Standards-2 on General Meetings issued by Institute of Company Secretaries of India (ICSI), the information (including brief resume) about the Directors (including Mr. Ishwar Das Chugh) seeking appointment/re-appointment in the 67<sup>th</sup> Annual General Meeting are already given under Note 22 of this notice and not shown here to avoid duplicity.

**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 <sup>st</sup> 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 losses after tax of Rs. 1.61 crores (approx) in F. Y. 2017-18 as against profit after tax of Rs. 3.18 crores (approx) in F. Y. 2016-17.
	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.	<b>Information about the appointee</b>	
	Background details	Mr. Ishwar Das Chugh is M.B.A. by qualification and is associated with the Company since 1988. He has total experience of 40 years in serving the Company in the field of Marketing & Management and is presently serving the Company as Whole Time Director of the Company.
	Past remuneration	For period between 31.03.2013 to 30.03.2018, remuneration is between ₹ 92,177/- and ₹ 1,20,000/- per month along with special allowance of ₹ 57,500 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 is presently working as Whole Time Director of the Company, in which capacity he will devote whole time attention to the affairs of the Company. He has also performed in earlier years in the capacity of Whole Time Director 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 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.	<b>Other information</b>	
	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 Sonapat Unit 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.

S No.	Particulars	Details
	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.	<b>Disclosure</b>	NA

Expected increase in productivity and profits in measurable terms :

Turnover				₹ in crores
Year	Sahibabad unit	Sonepat unit	Malanpur unit	Total
2018-19	600.00	0.00	0.00	600.00
2019-20	650.00	0.00	0.00	650.00
	<b>1250.00</b>	<b>0.00</b>	<b>0.00</b>	<b>1250.00</b>

Profits				₹ in crores
Year	Sahibabad unit	Sonepat unit	Malanpur unit	Total
2018-19	12.00	-6.00	-3.00	3.00
2019-20	14.00	-5.00	-3.00	6.00
	<b>26.00</b>	<b>-11.00</b>	<b>-6.00</b>	<b>9.00</b>

#### ITEM NO. 4

Mr. Hira Lal Bhatia is associated with the company since 31st July, 1979 and has experience as cloth merchant of forty-six years. He has Bachelor degree in Art. Currently he is Member in the following committees of the Board:

- Audit committee
- Nomination & Remuneration Committee

He is Chairman of Stakeholders Relationship Committee

Subject to the approval of Shareholders in 67th Annual General Meeting (AGM), the Board of Directors, at its meeting held on 17th September, 2018, approved re-appointment of Mr Hira Lal Bhatia as Non-Executive Director of the company for the period between 67th AGM to 68th AGM of the company in accordance with provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any statutory modification or re-enactment(s) thereof for the time being in force and as per Articles of Association of the Company and such other approvals, as may be necessary.

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 (including brief resume) about the Directors (including Mr. Hira Lal Bhatia) seeking appointment/ re-appointment in the 67th Annual General Meeting are already given under Note 22 of this notice and not shown here to avoid duplicity.

Mr. Hira Lal Bhatia has attained age of 75 years and Board recommends the Special Resolution as detailed in Item No. 4 of this Notice for approval of the shareholders.

None of the Directors, Key Managerial Personnel and their relatives are interested in the resolution being passed except Mr. Hira Lal Bhatia.

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

Sd/-  
(LALIT LOHIA)  
Company Secretary  
& Compliance officer

Place: New Delhi  
Date : 17<sup>th</sup> September, 2018



# 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@atlascycles.co.in

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

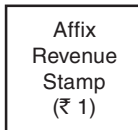
1. Name: ..... E-mail Id : .....  
Address : .....  
..... Signature : ....., or failing him
2. Name: ..... E-mail Id : .....  
Address : .....  
..... Signature : ....., or failing him
3. Name: ..... E-mail Id : .....  
Address : .....  
..... Signature : .....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 67<sup>th</sup> Annual General Meeting of the Company to be held at Registered Office of the Company at Industrial Area, Atlas Road, Sonapat 131001, Haryana on Friday, 26<sup>th</sup> day of October, 2018 at 04.00 P.M. and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Description	Optional (See Note 4)		
		For	Against	Abstain
1.	To receive, consider and adopt a) Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2018 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, 2018 and the Report of the Auditors thereon.			
2.	To pass the following resolution as an <b>Ordinary Resolution</b> <b>Ratification of Appointment of Auditors</b> "RESOLVED that pursuant to the provisions of Section 139, 142 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 Dinesh Nangru & Co., Chartered Accountants registered with the Institute of Chartered Accountants of India (ICAI) vide Firm Registration number 015003N, as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the 71st Annual General Meeting of the Company to be held in the year 2022 to examine and audit the accounts of the Company at such remuneration plus GST, out-of-pocket expenses, as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors."			
3.	To pass the following resolution as <b>Special Resolution</b> <b>Re-appointment of Mr. Ishwar Das Chugh as Whole Time Director from 31st March, 2018 to 30th March, 2021</b>			

Resolution No.	Description	Optional (See Note 4)		
		For	Against	Abstain
	<p><b>"RESOLVED THAT</b> pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board and subject to the provisions of Sections 196,197,198 and 203 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (Including any statutory amendment or re-enactment thereof for the time being in force) and as per Articles of Association of the Company and subject to approval of consortium bankers, central government (if required) and such other approvals, as may be necessary, consent of the shareholders of the company be and is hereby accorded to re-appoint Mr. Ishwar Das Chugh as Whole Time Director of the company for a period 3 years w.e.f 31st March, 2018 to 30th March, 2021 at a remuneration and on the terms and conditions as detailed in the explanatory statement attached hereto;</p> <p><b>RESOLVED FURTHER THAT</b> the Board of Directors of the Company (which expression shall also include a Committee thereof) be authorised to take such steps as may be necessary including the delegation of all or any of its powers herein conferred to any Director(s), the Company Secretary or any other officer(s) of the Company for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution."</p>			
4.	<p>To pass the following resolution as <b>Special Resolution</b>  <b>Re-appointment of Mr. Hira Lal Bhatia as Non-Executive Director</b></p> <p><b>"RESOLVED THAT</b> pursuant to the approval of Board and subject to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any statutory modification or re-enactment(s) thereof for the time being in force and as per Articles of Association of the Company and such other approvals, as may be necessary, consent of the shareholders of the company be and is hereby accorded to appoint a Director in place of Mr. Hira Lal Bhatia (DIN: 00159258), who retires by rotation and being eligible, offers himself for re-appointment as Non -Executive Director of the Company on the terms &amp; conditions as may be decided by the Board;</p> <p><b>RESOLVED FURTHER THAT</b> the Board of Directors of the Company (which expression shall also include a Committee thereof) be authorised to take such steps as may be necessary including the delegation of all or any of its powers herein conferred to any Director(s), the Company Secretary or any other officer(s) of the Company for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution."</p>			

Signed this.....day of.....2018



Signature of shareholder

Signature of Proxy holder(s)

**Note:**

1. 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 67th Annual General Meeting at 04:00 p.m. on Friday, 26th October, 2018.
2. A member entitled to attend and vote is entitled to appoint proxy to attend and on poll, to vote instead of himself/herself. A proxy need not be a member of the Company.
3. If the Company receives multiple proxies for the same holdings of a member, the proxy which is dated last shall be considered valid and if they are not dated or bear the same date without specific mention of time, all such multiple proxies shall be treated as invalid.
4. It is optional to indicate your preference. If you leave the 'For', 'Against' or 'Abstain' column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.
5. Signature of member should be across a revenue Stamp of ₹ 1.

# 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)

67<sup>th</sup> Annual General Meeting - Friday, 26<sup>th</sup> October, 2018

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 67<sup>th</sup> Annual General Meeting of the Company on **Friday, 26<sup>th</sup> day of October, 2018 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, 2018 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, 2018 and the Report of the Auditors thereon.			
2.	To pass the following resolution as an <b>Ordinary Resolution</b> <b>Ratification of Appointment of Auditors</b> "RESOLVED THAT pursuant to the provisions of Section 139, 142 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 Dinesh Nangru & Co., Chartered Accountants registered with the Institute of Chartered Accountants of India (ICAI) vide Firm Registration number 015003N, as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the 71st Annual General Meeting of the Company to be held in the year 2022 to examine and audit the accounts of the Company at such remuneration plus GST, out-of-pocket expenses, as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors"			
3	To pass the following resolution as <b>Special Resolution</b> <b>Re-appointment of Mr. Ishwar Das Chugh as Whole Time Director from 31st March, 2018 to 30th March, 2021</b> "RESOLVED THAT pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board and subject to the provisions of Sections 196, 197, 198 and 203 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (Including any statutory amendment or re-enactment thereof for the time being in force) and as per Articles of Association of the Company and subject to approval of consortium bankers, central government (if required) and such other approvals, as may be necessary, consent of the shareholders of the company be and is hereby accorded to re-appoint Mr. Ishwar Das Chugh as Whole Time Director of the company for a period 3 years w.e.f 31st March, 2018 to 30th March, 2021 at a remuneration and on the terms and conditions as detailed in the explanatory statement attached hereto; <b>RESOLVED FURTHER THAT</b> the Board of Directors of the Company (which expression shall also include a Committee thereof) be authorised to take such steps as may be necessary including the delegation of all or any of its powers herein conferred to any Director(s), the Company Secretary or any other officer(s) of the Company for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution."			

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)
4.	<p>To pass the following resolution as <b>Special Resolution</b>  <b>Re-appointment of Mr. Hira Lal Bhatia as Non-Executive Director</b>  <b>“RESOLVED THAT</b> pursuant to the approval of Board and subject to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any statutory modification or re-enactment(s) thereof for the time being in force and as per Articles of Association of the Company and such other approvals, as may be necessary, consent of the shareholders of the company be and is hereby accorded to appoint a Director in place of Mr. Hira Lal Bhatia (DIN: 00159258), who retires by rotation and being eligible, offers himself for re-appointment as Non -Executive Director of the Company on the terms &amp; conditions as may be decided by the Board;</p> <p><b>RESOLVED FURTHER THAT</b> the Board of Directors of the Company (which expression shall also include a Committee thereof) be authorised to take such steps as may be necessary including the delegation of all or any of its powers herein conferred to any Director(s), the Company Secretary or any other officer(s) of the Company for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution.”</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 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 along with Specimen Signature of the authorised representative should accompany the Ballot Form. A scanned copy of the same may be first emailed to [companysecretary@atascycles.co.in](mailto:companysecretary@atascycles.co.in) and [ajaykumarca2006@gmail.com](mailto:ajaykumarca2006@gmail.com) at least 48 hours before the 67th 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 67th 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@atlascycles.co.in

--

## ELECTRONIC VOTING PARTICULARS

EVS (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 Tuesday, October 23, 2018.
End of e-voting	Upto 05.00 p.m. (IST) on Thursday, October 25, 2018.

- The cut-off date (i.e. the record date) for the purpose of e-voting is 19<sup>th</sup> October, 2018.
- Please refer to the attached 67<sup>th</sup> AGM Notice for instructions on E-Voting.
- Route map of venue of 67<sup>th</sup> AGM is mentioned at the back of attendance slip.
- Please refer to the attached 2nd Reminder PAN and Bank Account updation letter. (This attachment is enclosed to attendance slip of only such shareholders who have still not updated their PAN and Bank details)

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

# 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@atlascycles.co.in

## ATTENDANCE 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 67<sup>th</sup> Annual General Meeting of the Company to be held at Registered Office of the Company at Industrial Area, Atlas Road, Sonapat 131001, Haryana, on Friday, 26<sup>th</sup> day of October, 2018 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.
- Electronic copy of the Annual Report for F.Y. 2017-18 and the notice of 67<sup>th</sup> 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. 2017-18 and Notice of the 67<sup>th</sup> 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

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@atlascycles.co.in

## Route Map of Venue of 67<sup>th</sup> Annual General Meeting

to be held on Friday 26<sup>th</sup> October, 2018 at 4:00 p.m.

at Industrial Area, Atlas Road, Sonapat 131001, Haryana.

