

NOTICE

TO THE SHAREHOLDERS/MEMBERS

Notice is hereby given that the 73rd Annual General Meeting ("AGM") of the members of **Atlas Cycles (Haryana) Limited** ("Company") will be held on Friday, 05th July, 2024 at 11:15 A.M. (I.S.T.) at Hotel Sagar, 148-R, Model Town, Atlas Road, Sonapat-131001, Haryana to transact the following business(es):

ORDINARY BUSINESS:

1. To consider and adopt audited Standalone & Consolidated financial statements of the Company for the financial year ended 31st March, 2024 and the Reports of the Board of Directors and Auditors thereon; and
2. To consider and approve the amendment in the Shareholders' resolution passed in the 71st AGM of the Company for appointment of Statutory Auditors M/s. Dinesh Nagru & Co., Chartered Accountants (FRN: 015003N) for a second term of 5 years as against the earlier resolution of 2 years. The second term of Statutory Auditors would stand revised for a total period of 5 years i.e. addition of 3 consecutive years and they hold the office of Statutory Auditors till the conclusion of 76th AGM of the Company to be held in the year 2027.

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 Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder (including any statutory modification(s) or re-enactments thereof for the time being in force) and pursuant to the recommendations of the Audit Committee and the Board of Directors of the Company, the resolution of members

dated 24th July 2023, passed in the 71st Annual General Meeting of the Company to appoint M/s. Dinesh Nagru & Co., Chartered Accountants (FRN: 015003N) for a period of 2 years, shall stand revised and accordingly, M/s. Dinesh Nagru & Co., Chartered Accountants (FRN: 015003N) are hereby appointed for a term of five consecutive years from the conclusion of 71st AGM till the conclusion of 76th AGM of the Company, to be held in the year 2027 by addition of 3 consecutive years, on such remuneration plus GST, out-of-pocket expenses, as may be mutually agreed upon by the Board of Directors and the Statutory Auditors;

RESOLVED FURTHER THAT the Board of Directors of the Company (which expression shall also include a Committee thereof) and Company Secretary jointly and severally be authorized 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."

SPECIAL BUSINESS:

2. To consider the appointment of Mr. Kartik Roop Rai (DIN: 06789287) as Non-Executive Director, liable to retire by rotation and if thought fit, to pass with or without modification(s) the following resolution as **Ordinary Resolution:**

"RESOLVED THAT in accordance with the provisions of Sections 152 and 161 and other applicable provisions of the Companies Act,

2013 ("Act") and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Kartik Roop Rai (DIN: 06789287), who was appointed by the board as additional Director w.e.f. 01st June 2024, be and is hereby appointed as Non-Executive Non Independent Director of the Company under such terms and remuneration as may be decided between the board and the Director, being liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors and Company Secretary of the Company (including any committee/official authorized by the Board of Directors for this purpose) severally be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, proper or expedient in order to give effect to the above resolution and for matters connected therewith or incidental thereto and to settle any questions, difficulties or doubts that may arise in this regard."

3. To consider the appointment of Mr. Sanjiv Kavaljit Singh (DIN: 00015689) as a Non-Executive Non-Independent Director, liable to retire by rotation and if thought fit, to pass with or without modification(s) the following resolution as **Ordinary Resolution**:

"RESOLVED THAT in accordance with the provisions of Sections 152 and 161 and other applicable provisions of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Sanjiv Kavaljit Singh (DIN: 00015689),

who was appointed by the board as additional Director w.e.f. 01st June 2024, be and is hereby appointed as Non-Executive Non Independent Director of the Company under such terms and remuneration as may be decided between the board and the Director, being liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company and Company Secretary (including any committee/official authorized by the Board of Directors for this purpose) severally be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, proper or expedient in order to give effect to the above resolution and for matters connected therewith or incidental thereto and to settle any questions, difficulties or doubts that may arise in this regard."

4. To consider the appointment of Mrs. Sadhna Syal (DIN: 07837529) as Non-Executive Non-Independent Director, liable to retire by rotation and in this regard, to consider and if thought fit, to pass with or without modification(s) the following resolution as **Ordinary Resolution**:

"RESOLVED THAT in accordance with the provisions of Sections 152 and 161 and other applicable provisions of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mrs. Sadhna Syal (DIN: 07837529), who was appointed by the board as additional Director w.e.f. 01st June 2024, be and is hereby appointed as Non-Executive Non Independent Director of the Company under such terms and remuneration as may be decided between the board and the Director, being liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors and Company Secretary of the Company (including any committee/official authorized by the Board of Directors for this purpose) severally be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, proper or expedient in order to give effect to the above resolution and for matters connected therewith or incidental thereto and to settle any questions, difficulties or doubts that may arise in this regard.”

5. To consider the appointment of **Mr. Ishwar Das Chugh (DIN: 00073257) who is now aged about 85 years (exceeded the age limit of 75 years)**, as an Independent Director 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 149, 150 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Ishwar Das Chugh (DIN: 00073257) aged about 85 years, who was appointed as an Additional Director (Non-executive & Independent) of the Company by the Board of Directors w.e.f. 01st June, 2024, and who holds office till the conclusion of this Annual General Meeting of the Company in terms of Section 161 of the Act and the Listing Regulations, be and is hereby appointed as Independent Director of the Company and to hold office for a term of five consecutive years with effect from 01st June, 2024 till 31st May, 2029, being not liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors and Company Secretary of the Company (including any committee/official authorized by the Board of Directors for this

purpose) severally be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, proper or expedient in order to give effect to the above resolution and for matters connected therewith or incidental thereto and to settle any questions, difficulties or doubts that may arise in this regard.”

6. To consider the appointment of **Dr. Praveen Kumar (DIN: 08257044)** as an Independent Director 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 149, 150 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), **Dr. Praveen Kumar (DIN: 08257044)** aged about 64 years, who was appointed as an Additional Director (Non-executive & Independent) of the Company by the Board of Directors w.e.f. May 29, 2024, and who holds office till the conclusion of this Annual General Meeting of the Company in terms of Section 161 of the Act and the Listing Regulations, be and is hereby appointed as Non-executive & Independent Director of the Company to hold office for a term of one year with effect from May 29, 2024 till May 28, 2025, being not liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any committee/official authorized by the Board of Directors for this purpose) and Company Secretary severally be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, proper or expedient in order to give effect to the above resolution and for matters connected therewith or incidental thereto and



to settle any questions, difficulties or doubts that may arise in this regard.”

7. To authorize the board of Directors of the Company to sell around 20 acres land of the Company situated at Sonapat (Haryana) and if thought fit, to pass with or without modification(s) the following resolution as **Special Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder read with Regulation 37A of SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015 (including any statutory modification (s) and re-enactment (s) thereof for the time being in force), the board of Directors of the Company be and are hereby authorized to sell the Company’s land at Sonapat (Haryana), listed at serial no.1 below at the best available market price.

FURTHER RESOLVED THAT In the event there are technical/practical difficulties in sale of the Sonapat land, the board is hereby authorised to explore the possibility of sale of the Sahibabad factory land admeasuring around 10.5 acres as listed below at serial no. 2, after duly taking

into consideration the feasibility and the costs involved in the shifting of the operations from Sahibabad to Sonapat,

S. No.	Particulars of the Properties	Area	Estimated Market Value (Rs.)
1.	Non-performing surplus property, free hold land of the Company at Atlas Road, Sonapat (Haryana).	Land ad-measuring 20 acres (Approx.)	200 Crore
2.	Leasehold Property of the Company at Plot-55, Site-IV, UPSIDC Industrial Area, Sahibabad (UP)	Land ad-measuring 10.5 acres (Approx.)	225 Crore

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

PRAKHAR RASTOGI
Company Secretary &
Compliance officer

Place: Sahibabad
Date: 30th May, 2024

NOTES: -

1. A statement pursuant to the provisions of Section 102(1) of the Act, relating to the Special Business to be transacted at the AGM, is annexed hereto.
2. 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, Aadhaar Card, Driving License, etc. without which they may not be permitted entry.
3. **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.
4. 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.
5. 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.
6. 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 at least 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 rajiv.bhasin@mehrakhanna.com with a copy marked to evoting@nsdl.co.in and Companysecretary@atlascycles.co.in
7. 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.
8. In case of joint holders, only such joint holder who is named first in the order of names will be entitled to vote.
9. The Hon’ble NCLT vide aforesaid order dated 06.12.2022 removed all existing Directors of the Company (“Suspended Board”),

The Hon’ble National Company Law Appellate Tribunal (NCLAT), Principal Bench, New Delhi vide order dated 02.08.2023 set aside the order passed by NCLT dated 06.12.2022. In view of NCLAT order Suspended Board took charge of the Company w.e.f. 08.08.2023.

Mr. Kartik Roop Rai and his relatives shall be deemed to be interested in Item No. 3 of the Notice, to the extent of their shareholding, if any, in the Company. None of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the item no. 3 of the Notice.

Mr. Sanjiv Kavaljit Singh and his relatives shall be deemed to be interested in Item No. 4 of the Notice, to the extent of their shareholding, if any, in the Company. None of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the item no. 4 of the Notice.

Mrs. Sadhna Syal and her relatives shall be deemed to be interested in Item No. 5 of the Notice, to the extent of their shareholding, if any, in the Company. None of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the item no. 5 of the Notice.

Details of above resolutions are provided in Explanatory statement and **Annexure-1**.

Mr. Ishwar Das Chugh and his relatives shall be deemed to be interested in Item No. 6 of the Notice, to the extent of their shareholding, if any, in the Company. None of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the item no. 6 of the Notice.

Mr. Praveen Kumar and his relatives shall be deemed to be interested in Item No. 7 of the Notice, to the extent of their shareholding, if any, in the Company. None of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the item no. 7 of the Notice.

Details of above resolutions are provided in Explanatory statement and **Annexure-2**.

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. 28th June, 2024. 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. 28th June, 2024 only shall be entitled to avail the facility of remote e-voting / Poll.
12. For receiving all communication (including Annual Report) from the Company electronically:
 - a) Member(s) holding shares in physical mode and 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 info@masserv.com and Companysecretary@atlascycles.co.in
 - b) Members holding shares in dematerialized mode are requested to register / update their email addresses with the relevant Depository Participant.
13. Notice of the Meeting and the Annual Report for FY 2023-24 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 2023-24 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. Members may also note that the Notice of the 73rd Annual General Meeting and the Annual Report for FY 2023-24 will also be available on the Company's website at www.atlasbicycles.com, and on the websites of the Stock Exchanges, i.e., BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively
15. Members may get any change in their address/ their mandates registered with the Company before Friday 28th June, 2024.
16. The MCA had notified provisions relating to unpaid / unclaimed dividend under Sections 124 and 125 of the Act and Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016. As per these Rules, dividends which are not encashed / claimed by the shareholder for a period of seven consecutive years shall be transferred to the Investor Education and Protection Fund (IEPF) Authority. The IEPF Rules mandate the companies to also transfer the shares of shareholders whose dividends remain unpaid / unclaimed for a period of seven consecutive years to the demat account of IEPF Authority.

Further, no dividend was declared by the Company for the financial year 2013-14, 2014-15 and 2015-16. Therefore, the provisions of the Act and IEPF Rules for transfer of unpaid/ unclaimed dividend as well as shares on which dividend remain unpaid/unclaimed for a period of seven consecutive years to IEPF Account, for financial year 2013-14, 2014-15 and 2015-16

are not applicable on the Company.

The details of all unpaid/ unclaimed dividend and shares transferred/ liable to be transferred to IEPF are available on the website of the Company and the same can be accessed through the link: <https://www.atlasbicycles.com/unclaimed-unpaid.html>

Members, whose shares and unclaimed dividends have already been transferred to IEPF, are entitled to claim the said shares and dividend from IEPF by submitting an online application in the prescribed form available on the website <http://www.iepf.gov.in/IEPF/refund.html> and sending a physical version of the same duly signed to the Company along with requisite documents enumerated in the Form IEPF-5. Shareholder may note that only one consolidated claim can be made in a financial year as per IEPF Rules along with complete documents in support of their claim.

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 73rd AGM is mentioned at the back of attendance slip.
21. The process and manner for remote e-voting and e-voting at AGM are as under:
 - (i) In Compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014, and Regulation 44 of the Listing



Regulations read with circular of SEBI on e-Voting Facility provided by Listed Entities, dated December 9, 2020, 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 Annual 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.

(ii) **THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-**

The remote e-voting period begins on 01st July, 2024 at 09:00 A.M. and ends on 04th July, 2024 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose

names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 28th June, 2024, may cast their vote electronically. The voting right of shareholders shall be in proportion to their shareholding in the paid-up equity share capital of the Company as on the cut-off date, i.e. 28th June, 2024.

Step 1: Access to NSDL e-Voting system

Step 2: Cast your vote electronically and join virtual meeting on NSDL e-Voting system

Details on Step 1 is mentioned below:

A) **Login method for e-Voting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under “IDeAS” section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on options available against Company name or e-Voting service provider – NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period. 2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS” Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on options available against Company name or e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. 2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.



Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against Company name or e-Voting service provider-NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and/or Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call on: 1800-1020-990 and 1800-22-44-30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or call on 022 - 2305 8738 or 022 - 2305 8542/43

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile phone.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can cast your vote electronically by selecting EVEN of Atlas Cycles (Haryana) Limited.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the Company For example if folio number is 001*** and EVEN is 128793 then user ID is 101456001***
5. Password details for shareholders other than Individual shareholders are given below:	
<p>a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.</p> <p>b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.</p> <p>c) How to retrieve your 'initial password'?</p> <p>(i) If your email ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.</p> <p>(ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered</p>	
<p>6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:</p> <p>a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com</p> <p>b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com</p> <p>c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.</p> <p>d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.</p>	
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.	
8. Now, you will have to click on "Login" button.	
9. After you click on the "Login" button, Home page of e-Voting will open.	

Details on step 2 are mentioned below:

1. How to cast your vote electronically and join General Meeting on NSDL e-Voting system?
2. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
3. Select "EVEN 128793" of Company for which you wish to cast your vote during the remote e-Voting period.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed and you will receive a confirmation by way of a SMS on your registered mobile number from depository.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to rajiv.bhasin@mehrakhanna.com with a copy marked to evoting@nsdl.co.in and Companysecretary@atlascycles.co.in.
2. It is strongly recommended not to share your password with any other person and take

utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/ Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on: 1800-1020-990 and 1800-22-44-30 or send a request at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhaar Card) by email to Companysecretary@atlascycles.co.in.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhaar Card) to Companysecretary@atlascycles.co.in. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.

4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.
22. Mr. Rajiv Bhasin, Chartered Accountant (Membership No.093845), Partner, of M/s Mehra Khanna & Co., Chartered Accountants having address 1591, III Floor, Outram Lines, Kingsway Camp, Delhi - 110009 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.
23. The Chairman shall, at the 73rd 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.
24. The Scrutinizer shall after the conclusion of voting at the 73rd 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 73rd AGM, a consolidated scrutinizer's report of the total votes cast in favor 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.
25. The Results declared along with 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.
26. 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 Wednesdays, up to and including the date of the 73rd Annual General Meeting of the Company.
27. OTHER INFORMATION
 1. As mandated by the Securities and Exchange Board of India ("SEBI"), shares of the Company can be transferred/ traded only in dematerialized form. Members holding shares in physical form are advised to avail of the facility of dematerialization.
 2. SEBI has vide Circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/ CIR/2023/37 dated March 16, 2023 read with SEBI/HO/MIRSD/ MIRSD_RTAMB/P/CIR/2021/687 dated December 14, 2021 and SEBI/HO/MIRSD/MIRSD_ RTAMB/P/CIR/2021/655 dated November 3, 2021, as amended, ("SEBI Circulars") mandated furnishing of Permanent Account Number ('PAN'), KYC details viz. Contact Details (Postal Address, Mobile Number and E-mail), Bank Details, Nomination etc. by holders of physical securities. The Company had sent letters

for furnishing the required details. Any service request shall be entertained by RTA only upon registration of the PAN, KYC details and the nomination. Further, in absence of the above information on or after June 28, 2024, the folio(s) shall be frozen by RTA in compliance with the aforesaid SEBI Circulars. If the folio(s) continue to remain frozen as on December 31, 2025, the frozen folios shall be referred by RTA/ Company to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and/or Prevention of Money Laundering Act, 2002.

3. Members are requested to intimate/update changes, if any, in postal address, e-mail address, mobile number, PAN, nomination, bank details such as name of the bank and branch, bank account number, IFS Code etc., as per the instructions given below:

a. For shares held in electronic form: to their Depository Participant and changes intimated to the Depository Participant will then be automatically reflected in the Company's records which will help the Company and RTA to provide efficient and better service to the Members. NSDL has provided a facility for registration/ updation of e-mail address through the link: <https://eservices.nsdl.com/kycattributes/#/login> and opting/ opt-out of nomination through the link: <https://eservices.nsdl.com/instademat-kyc-nomination/#/login>.

b. For shares held in physical form: Pursuant to SEBI circulars, Members are requested to furnish PAN, postal address, email address, mobile number, specimen signature, bank account details and nomination by submitting to RTA along with requisite supporting documents

4. 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 in case you have not already registered the same. Please also confirm by sending an email at Companysecretary@atlascycles.co.in.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013 AND ADDITIONAL INFORMATION AS REQUIRED UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

Item Nos. 3, 4 & 5:

Mr. Kartik Roop Rai (DIN: 06789287), Mr. Sanjiv Kavaljit Singh (DIN: 00015689) and Mrs. Sadhna Syal (DIN: 07837529) resigned from the office of independent director citing the reason that due to their interest in another opportunity, their independence is likely to get effected and they might no longer remain independent. However, after discussions, all of them agreed to take the office of Non-executive Non independent director of the company.

As recommended by the Nomination and remuneration committee, the board took note and appraised the valuable contributions made by these independent directors during their association with the company. The board also trust their commercial wisdom for guiding the company in this adverse phase of the company. In the opinion of the board, in the current scenario when the company is facing challenges from multiple fronts, continuation of all these three directors on the board will be of immense use.

The board, subject to the members approval approved the appointment of Mr. Kartik Roop Rai, Mr. Sanjiv Kavaljit Singh and Mrs. Sadhna Syal as Additional Director (Non-Executive Non-Independent) in the board meeting dated 30.05.2024 w.e.f. 01.06.2024.

In view of the above, appointment of Mr. Kartik Roop Rai, Mr. Sanjiv Kavaljit Singh and Mrs. Sadhna Syal as Non-Executive Directors is in the interest of the Company.

Mr. Kartik Roop Rai, Mr. Sanjiv Kavaljit Singh and Mrs. Sadhna Syal are qualified to be appointed as Non-Executive Directors in terms of Section 152 and 164 of the Act and provisions of SEBI (Listing Obligation and Disclosures Requirements) Regulations, 2015, and has given their consent to act as a Directors as aforesaid.

Details of Mr. Kartik Roop Rai, Mr. Sanjiv Kavaljit Singh and Mrs. Sadhna Syal, pursuant to the provisions of (i) the Listing Regulations; and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India, are provided in the "Annexure-1" to the Notice.

Save and except Mr. Kartik Roop Rai, Mr. Sanjiv Kavaljit Singh and Mrs. Sadhna Syal and their relatives (to the extent of their shareholding, if any), none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board recommends ordinary resolution at Item No. 3, 4 & 5 of the Notice for approval by the Members.

Item Nos. 6:

Mr. Ishwar Das Chugh (DIN: 00073257) resigned from the office of non-executive director. However, he was agreed to take the office of independent director of the company and gave his consent for the same.

The Company have also received declaration from Mr. Ishwar Das Chugh that he meets the criteria of independence as prescribed under Section 149(6) of the Act and the Listing Regulations and that he is not debarred from holding the office of director by virtue of any order from Securities and Exchange Board of India ("SEBI") or any such authority.

Based on the recommendation of the Nomination and Remuneration Committee, the board of directors of the Company appointed Mr. Ishwar Das Chugh (DIN: 00073257), aged about 85 years, as an Additional Director (Non-Executive Independent) in the board meeting held on 30.05.2024 w.e.f. 01.06.2024 subject to members approval in the general meeting.

Mr. Ishwar Das Chugh possesses experience and knowledge of more than six decades in the industry and is also a renowned and respectable person in the Indian cycle industry. In the opinion of the board Mr. Ishwar Das Chugh possesses knowledge and capabilities required for the role of Independent Director and will be a key person to lift the company from this adverse phase.



Details of Mr. Ishwar Das Chugh pursuant to the provisions of (i) the Listing Regulations; and (ii) Secretarial Standard on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India, are provided in the “Annexure-2” to the Notice.

In view of the above, appointment of Mr. Ishwar Das Chugh as Independent Directors is in the interest of the Company.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, Regulation 17 and Regulation 25(2)(A) of the Listing Regulations and other applicable provisions of the Act and Listing Regulations, the appointment of **Mr. Ishwar Das Chugh, aged about 85 years** as an Independent Director is now placed for the approval of the Members by a Special Resolution as his age is above 75 years.

Save and except Mr. Ishwar Das Chugh and his relatives (to the extent of their shareholding, if any), none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board recommends as set out in the Special Resolution as set out at Item No. 6 of the Notice for approval by the Members.

Item Nos. 7:

The Board of Directors of the Company, based on the recommendation of the Nomination and Remuneration Committee and pursuant to the provisions of Section 161(1) and 175 of the Companies Act, 2013 (“the Act”) read with the Articles of Association of the Company, had approved the appointment of Dr. Praveen Kumar (DIN: 08257044) as an Additional Directors (Non-executive Independent) for a term of 1 (one) year.

In accordance with the provisions of Section 149 read with Schedule IV to the Act and applicable provisions of the Act, and Regulation 17(1C) of the listing regulations, the appointment of Dr. Praveen Kumar as an Independent Directors requires approval of Members of the Company.

Dr. Praveen Kumar is qualified to be appointed as Directors in terms of Section 164 of the Act and has given his consent to act as a Directors. The Company has also received declarations from Dr. Praveen Kumar that he meets the criteria of independence as prescribed under Section 149(6) of the Act read with the Listing Regulations and that he is not debarred from holding the office of director by virtue of any order from Securities and Exchange Board of India (“SEBI”) or any such authority.

The Company has also received notice under Section 160 of the Act from Members proposing the candidature of Dr. Praveen Kumar for the office of a Director of the Company.

Dr. Praveen Kumar possesses appropriate skills, experience, knowledge and capabilities required for the role of Independent Director.

Details of Dr. Praveen Kumar, pursuant to the provisions of (i) the Listing Regulations; and (ii) Secretarial Standard on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India, are provided in the “Annexure-2” to the Notice.

In view of the above, appointment of Dr. Praveen Kumar as Independent Directors is in the interest of the Company.

Save and except Dr. Praveen Kumar and his relatives (to the extent of their shareholding, if any), none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board recommends as set out in the Special Resolution set out at Item No. 7 of the Notice for approval by the Members.

Item No.8:

Pursuant to the NCLAT order dated 02.07.2019 and the members consent received by the company, vide postal ballot resolution dated 31.08.2019, the members gave their consent to sell the surplus, non- productive & non-performing land at Atlas Road, Sonapat (Haryana). Pursuant to that, Board of directors in the meeting held on 12.08.2023 approved the sale of land admeasuring 10 Acres (approx.) against which sale deed for 5.69 acres of



land has been executed and payment of Rs. 46.69 crore (approx.) has been received by the Company and utilized for settlement of 37 IBC cases, few civil matters and other statutory liabilities of the Company and the funds have been duly accounted for.

However, after settlement of 37 IBC cases as referred to above, five new IBC cases have been filed by operational creditors under Section 9 of Insolvency and Bankruptcy Code-2016 which is a matter of great concern for the company as the “corporate insolvency Process” if gets admitted, the company will suffer irreparable loss. In addition to that, 124 cases are pending with different MSME Councils and Civil Courts, out of which 12 decree holders have already reached the court for execution of their decrees.

As on date the liability of about Rs. 90 crores still exists and around Rs. 50 crores are further required to meet the working capital requirements for taking the company operations at optimum level. Hence, minimum Rs. 140 crores are required for revival of the Company.

The board earlier tried the options of arranging funds by way of debt and equity instruments and sale of surplus and non-productive assets of the company. But the stock exchanges have still not allowed the company’s share trading on exchange platform. Therefore, the company is unable to bring the equity infusion and without equity infusion, banks/ financial institutions are not ready to provide financial assistance to the company in its current situation. Moreover, company EBDITA would not be able to sustain the repayment of interest and principal amount. Therefore, under the current scenario, it seems practically impossible to implement the financial arrangements through debt and equity instruments. Hence, the decision for land sale has been taken by the Board keeping in view the fact that revival of the Company is paramount to safeguard the interest of the shareholders and other stakeholders of the Company. The decision requires shareholder’s permission for its execution.

Due to tight competition and heavy cost of overheads, it is not commercially viable to run two units when the total requirement can be met with one active manufacturing unit by adding certain facilities wherever required. In view of this and as a special measure to protect and save the substratum of the Company, it is necessary to sell anyone factory land out of two, one situated at Sonapat (Haryana) admeasuring around 20 acres and second at Sahibabad (UP) admeasuring around 10.5 acres as deemed fit by the board of directors after making full assessment of the past performance, production capacities, availability of infrastructure, market base and other available resources.

Pursuant to section 180(1)(a) read with regulation 37A of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, the Board recommends the Special Resolution as set out at Item No. 8 of the Notice for approval by the Members.

None of the other Directors/Key Managerial Personnel of the Company /their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

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

**Prakhar Rastogi
Company Secretary &
Compliance officer**

Place: Sahibabad
Date: 30th May, 2024

ANNEXURE-1

Details of Director seeking appointment at the Meeting

S. No.	Particulars	Mr. Kartik Roop Rai	Mr. Sanjiv Kavaljit Singh	Mrs. Sadhna Syal
1	Age	67 years	68 years	67 years
2	Qualifications	Bachelor of Commerce	Bachelor of Arts	Bachelor of Arts (B.A.), Bachelor of Education (B.Ed.) in English Literature and Diploma in Journalism
3	Experience (including expertise in specific functional area) / Brief Resume	Import and Export consultant with over thirty years of experience of successful running of a buying house exporting engineering & home products to America and Europe.	Possesses a high level of administrative and management skills to cover the entire spectrum of any business operation; including manufacturing, marketing and finance. Very environmentally conscious and strongly committed to recycling and pollution control	Corporate Trainer for Soft Skills, Author and Registered trainer of the Institute of Chartered Accountants of India and the Institute of Company Secretaries of India, Bhopal Branch
4	Terms and conditions of re-appointment	As per the resolution at Item No. 4 of the Notice convening this meeting read with the Statement hereto.	As per the resolution at Item No. 5 of the Notice convening this meeting read with the Statement hereto.	As per the resolution at Item No. 6 of the Notice convening this meeting read with the Statement hereto.
5	Remuneration last drawn (including sitting fees, if any) (FY 2023-24)	Rs. 1,00,000/-	Rs. 1,30,000/-	Rs. 95,000/-
6	Remuneration proposed to be paid	He shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other purpose as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings and profit related commission, if any, within the limits stipulated under Section 197 of the Companies Act, 2013.	He shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other purpose as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings and profit related commission, if any, within the limits stipulated under Section 197 of the Companies Act, 2013.	She shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other purpose as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings and profit related commission, if any, within the limits stipulated under Section 197 of the Companies Act, 2013.
7	Date of first Appointment on the Board	30-12-2014	30-12-2014	28-09-2017

8	Shareholding in the Company including shareholding as a beneficial owner as on March 31, 2024	Nil	Nil	Nil
9	Relationship with other Directors / Key Managerial Personnel	None	None	None
10	Number of meetings of the Board attended during the financial year 2023-24	Six (06)	Eight (08)	Five (05)
11	Directorship of other Boards as on March 31, 2024	Nil	Nil	Nil
12	Membership / Chairmanship of Committees of other Boards as on March 31, 2024	Nil	Nil	Nil
13	Listed Entities from which the Director has resigned in the past three years	Atlas Cycles (Haryana) Limited	Atlas Cycles (Haryana) Limited	Atlas Cycles (Haryana) Limited

ANNEXURE-2

Details of Director seeking appointment at the Meeting

S. No.	Particulars	Mr. Ishwar Das Chugh	Dr. Praveen Kumar
1	Age	85 Years	64 years
2	Qualifications	Master's degree in Business Administration	<ul style="list-style-type: none"> • BA Hons. (English), • MA (English) from Punjab university, • MA psychology-Aligarh University-1 year. • Bachelor of Homeopath and medical sciences (BHMS) Muzaffarpur, Bihar
3	Experience (including expertise in specific functional area) / Brief Resume	Expertise in marketing and management and has served the company for over 66 years	About 35 years' experience of Civil services in Haryana state Govt and Central Govt.
4	Terms and conditions of re-appointment	As per the resolution at Item No. 7 of the Notice convening this meeting read with the Statement hereto.	As per the resolution at Item No. 8 of the Notice convening this meeting read with the Statement hereto
5	Remuneration last drawn (including sitting fees, if any) (FY 2023-24)	Rs. 1,05,000/-	Nil
6	Remuneration proposed to be paid	He shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other purpose as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings and profit related commission, if any, within the limits stipulated under Section 197 of the Companies Act, 2013.	He shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other purpose as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings and profit related commission, if any, within the limits stipulated under Section 197 of the Companies Act, 2013.
7	Date of first Appointment on the Board	31-03-1988	29-05-2024
8	Shareholding in the Company including shareholding as a beneficial owner as on March 31, 2024	120 equity shares of Rs. 5/-each	Nil
9	Relationship with other Directors / Key Managerial Personnel	None	None
10	Number of meetings of the Board attended during the financial year 2023-24	Eight (08)	Nil



11	Directorship of other Boards as on March 31, 2024	Nil	1
12	Membership / Chairmanship of Committees of other Boards as on March 31, 2024	Nil	Nil
13	Listed Entities from which the Director has resigned in the past three years	Atlas Cycles (Haryana) Limited	Nil

**By order of the Board of Directors
For Atlas Cycles (Haryana) Limited**

**Prakhar Rastogi
COMPANY Secretary &
Compliance officer**

Place: Sahibabad
Date: 30th May, 2024



ATLAS CYCLES (HARYANA) LIMITED

CIN: L35923HR1950PLC001614

Regd. Office: Industrial Area, Atlas Road, Sonapat - 131 001, Haryana (India)

Ph.: +91-76696-36365

E-mail : Companysecretary@atlascycles.co.in, **Website :** www.atlasbicycles.com

BALLOT FORM

(In lieu of E-voting)

73rd Annual General Meeting - Friday, 05th July, 2024

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 73rd Annual General Meeting of the Company on Friday, 05th July, 2024 at 11:15A.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 consider and adopt audited Standalone & Consolidated Financial Statements of the Company for the financial year ended 31st March, 2024 and the Reports of the Board of Directors and Auditors thereon; and			
2	To consider the amendment in earlier resolution for appointment of M/s. Dinesh Nagru & Co., Chartered Accountants (FRN: 015003N) for 5 years as against 2 years as already passed and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:			
3	To consider the appointment of Mr. Kartik Roop Rai (DIN: 06789287) as Non-Executive Director			
4	To consider the appointment of Mr. Sanjiv Kavaljit Singh (DIN: 00015689) as a Non-Executive Director			
5	To consider the appointment of Mrs. Sadhna Syal (DIN: 07837529) as Non-Executive Director			
6	To consider the appointment of Mr. Ishwar Das Chugh (DIN:00073257) who is now aged about 85 years (exceeded the age limit of 75 years), as an Independent Director			
7	To consider the appointment of Dr. Praveen Kumar (DIN:08257044) as an Independent Director			
8	To authorize the board of directors of the company to sell 20 acres (approx.) land of the company situated at Sonapat (Haryana)			

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 DPID & 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 authorization/Board resolution to vote along with Specimen Signature of the authorized representative should accompany the Ballot Form. A scanned copy of the same may be first emailed to companysecretary@atlascycles.co.in and rajiv.bhasin@mehrahhanna.com at least 48 hours before the 73rd 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 73rd Annual General Meeting.



ATLAS CYCLES (HARYANA) LIMITED
CIN: L35923HR1950PLC001614
Regd. Office: Industrial Area, Atlas Road, Sonapat - 131 001, Haryana (India)
Ph.: +91-76696-36365
E-mail : Companysecretary@atlasbicycles.co.in, Website : www.atlasbicycles.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

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

I/we hereby exercise my/our vote in respect of the Resolution(s) to be passed for the business stated in the Notice of 73rd Annual General Meeting of the Company on Friday, 05th July, 2024 at 11:15 A.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.

Resolution No.	Description	Optional (See Note 4)		
		For	Against	Abstain
1	To consider and adopt audited Standalone & Consolidated Financial Statements of the Company for the financial year ended 31st March, 2024 and the Reports of the Board of Directors and Auditors thereon; and			
2	To consider the amendment in earlier resolution for appointment of M/s. Dinesh Nagru & Co., Chartered Accountants (FRN: 015003N) for 5 years as against 2 years as already passed and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:			
3	To consider the appointment of Mr. Kartik Roop Rai (DIN: 06789287) as Non-Executive Director			
4	To consider the appointment of Mr. Sanjiv Kavaljit Singh (DIN: 00015689) as a Non-Executive Director			
5	To consider the appointment of Mrs. Sadhna Syal (DIN: 07837529) as Non-Executive Director			
6	To consider the appointment of Mr. Ishwar Das Chugh (DIN: 00073257) who is now aged about 85 years (exceeded the age limit of 75 years), as an Independent Director			
7	To consider the appointment of Dr. Praveen Kumar (DIN: 08257044) as an Independent Director			
8	To authorize the board of directors of the company to sell 20 acres (approx.) land of the company situated at Sonapat (Haryana)			

Signed this.....day of 2024

.....
Signature of shareholder

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

Affix
Revenue
Stamp
(₹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 73rd Annual General Meeting at Friday 05th July, 2024 at 11:15 A.M. (I.S.T.)
- 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.
- 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.
- It is optional to indicate your preference. If you leave the 'For', 'Against' or 'Abstain' column blank against any oral resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.
- Signature of member should be across a revenue Stamp of ₹1.



ATLAS CYCLES (HARYANA) LIMITED

CIN: L35923HR1950PLC001614

Regd. Office: Industrial Area, Atlas Road, Sonapat - 131 001, Haryana (India)

Ph.: +91-76696-36365

E-mail : Companysecretary@atlascycles.co.in, **Website :** www.atlasbicycles.com

ELECTRONIC VOTING PARTICULARS

EVSN (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 Saturday, July 01, 2024
End of e-voting	Up to 5:00 p.m. (IST) on Tuesday, July 04, 2024

- The cut-off date (i.e. the record date) for the purpose of e-voting is June 28, 2024.
- Please refer to the attached 73rd AGM Notice for instructions on E-Voting.
- Route map of venue of 73rd AGM is mentioned at the back of attendances slip.

TEAR HERE

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ATTENDANCE SLIP

Regd. Folio No./DPID-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 73rd Annual General Meeting of the Company to be held at Hotel Sagar, 148-R, Model Town, Atlas Road, Sonapat-131001, Haryana, on Friday, 05th July, 2024 at 11:15 A.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 hand over at the entrance duly filled in and signed.
- Electronic copy of the Annual Report for FY. 2023-24 and the notice of 73rd 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 FY.2023-24 and Notice of the 73rd 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:** Industrial Area, Atlas Road, Sonapat - 131 001, Haryana (India)**Ph.:** +91-76696-36365E-mail : Companysecretary@atlascycles.co.in, Website : www.atlasbicycles.com**Route Map of Venue of 73rd Annual General Meeting**

to be held on Friday 05th July, 2024 at 11:15 A.M.

at Hotel Sagar, 148-R, Model Town, Atlas Road, Sonapat-131001, Haryana

