

Annual Report
2018-19



ATLAS
CYCLES (HARYANA) LTD.



ATLAS CYCLES (HARYANA) LIMITED

INDUSTRIAL AREA, ATLAS ROAD,
SONEPAT-131001
CIN : L35923HR1950PLC001614

BOARD OF DIRECTORS :

Mr. Hira Lal Bhatia (DIN: 00159258), Non Executive Director
Mr. I.D. Chugh (DIN: 00073257), Whole Time Director
Mr. Kartik Roop Rai (DIN: 06789287), Independent Director
Mr. Sanjiv Kavaljit Singh (DIN: 00015689), Independent Director
Ms. Sadhna Syal (DIN: 07837529), Independent Women Director

COMPANY SECRETARY

Mr. Nikhil Bindal

REGISTERED OFFICE :

Industrial Area, Atlas Road,
Sonapat -131001 (Haryana)

SECRETARIAL AUDITORS :

Messers Mukesh Arora & Co.
Company Secretaries, Delhi

BANKERS :

Central Bank of India
Punjab National Bank
Bank of Baroda

BOARD COMMITTEES :

Audit Committee

Mr. Kartik Roop Rai (DIN: 06789287) Chairman
Mr. Sanjiv Kavaljit Singh (DIN: 00015689) Member
Mr. Hira Lal Bhatia (DIN: 00159258) Member

Stakeholders Relationship Committee

Mr. Hira Lal Bhatia (DIN: 00159258) Chairman
Mr. I. D. Chugh (DIN: 00073257) Member

Nomination & Remuneration Committee

Mr. Sanjiv Kavaljit Singh (DIN: 00015689) Chairman
Mr. Kartik Roop Rai (DIN: 06789287) Member
Mr. Hira Lal Bhatia (DIN: 00159258) Member

UNITS :

SONEPAT UNIT

Atlas Road, Industrial Area,
Sonapat - 131001 (Haryana)

SAHIBABAD UNIT

Plot No. 55, Site-IV,
UPSIDC, Industrial Area,
Sahibabad - 201010 (U.P.)

MALANPUR UNIT

Plot No. U-16, 17, 21 & 22,
Malanpur Industrial Area,
Near Gwalior,
Distt. Bhind (M. P.)

STATUTORY AUDITORS :

M/s Dinesh Nangru & Co.,
Chartered Accountants, New Delhi

REGISTRAR AND SHARE TRANSFER AGENTS :

Mas Services Limited
T-34, 2nd Floor, Okhla Industrial
Area, Phase-2, New Delhi-110020
Tel: (011) 26387281, 82, 83
E-mail : info@masserv.com

STOCK EXCHANGE(S) WHERE COMPANY'S SECURITIES ARE REGISTERED

National Stock Exchange of India Limited
BSE Limited

E-MAIL

companysecretary@atlasbicycles.co.in

WEBSITE

www.atlasbicycles.com

CORPORATE IDENTITY NUMBER

CIN : L35923HR1950PLC001614

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ATLAS CYCLES (HARYANA) LIMITED

CIN:L35923HR1950PLC001614

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

E-mail: companysecretary@atlasbicycles.co.in, Website: www.atlasbicycles.com

NOTICE

TO THE SHAREHOLDERS/MEMBERS

Notice is hereby given that the 68th Annual General Meeting of the members of M/s Atlas Cycles (Haryana) Limited will be held at Bulbul Hotel, 208-L, Model Town, Atlas Road, Sonapat 131001, Haryana on Friday, 13th December, 2019 at 3.00 P.M. (I.S.T.) to transact the following business(es):-

ORDINARY BUSINESS

Item no. 1: To consider and adopt financial statements

1. To consider and adopt Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended 31st March, 2019 and the Reports of the Board of Directors and Auditors thereon.

SPECIAL BUSINESS

Item no. 2 Re-appointment of retiring Director - Mr. Hira Lal Bhatia(DIN: 00159258)

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, 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, be and is hereby appointed 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.”

Item no. 3: Re-appointment of Mr. Sanjiv Kavaljit Singh (DIN: 00015689) as Independent Director from 30th December, 2019 up to 29th December, 2024

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

“**RESOLVED THAT** pursuant to the provisions of Section 149 read with Schedule IV of the Companies Act, 2013, and

Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, or any amendment thereto or modification thereof and on recommendation of Nomination and Remuneration Committee and approval of the Board, Mr. Sanjiv Kavaljit Singh (DIN: 00015689) an existing independent director whose term of five years will comes to an end on 29th December, 2019 be and is hereby appointed as Independent Director of the Company for a further period of 5 years with effect from 30th December, 2019 up to 29th December, 2024;

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 to sign and file the necessary forms and other documents to be filed with the Registrar of Companies NCT of Delhi and Haryana/ Ministry of Corporate Affairs or any other authority and to do any act(s), deed(s), thing(s), matter(s) connected with the aforesaid matter or any other matter incidental thereto.”

Item no. 4: Re-appointment of Mr. Kartik Roop Rai (DIN: 06789287) as Independent Director from 30th December, 2019 up to 29th December, 2024

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

“**RESOLVED THAT** pursuant to the provisions of Section 149 read with Schedule IV of the Companies Act, 2013, and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, or any amendment thereto or modification thereof and on recommendation of Nomination and Remuneration Committee and approval of the Board, Mr. Kartik Roop Rai(DIN: 06789287) an existing independent director whose term of five years will comes to an end on 29th December, 2019 be and is hereby appointed as Independent Director of the Company for a further period of 5 years with effect from 30th December, 2019 up to 29th December, 2024;

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 to sign and file the necessary forms and other documents to be filed with the Registrar of Companies NCT of Delhi and Haryana/ Ministry of Corporate Affairs or any other authority and to do any act(s), deed(s), thing(s), matter(s) connected with the aforesaid matter or any other matter incidental thereto.”

Item no. 5: Appointment of Ms. Sadhna Syal (DIN:07837529) as an Independent Director from 29th October, 2019 up to 28th October, 2024

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

“RESOLVED THAT pursuant to the provisions of Section 149 read with Schedule IV of the Companies Act, 2013, and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, or any amendment thereto or modification thereof and on recommendation of Nomination and Remuneration Committee and approval of the Board, Ms. Sadhna Syal (DIN: 07837529) be and is hereby appointed as Independent Director of the Company for a period of 5 years with effect from 29th October, 2019 up to 28th October, 2024 and shall not be liable to retire by rotation;

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 to sign and file the necessary forms and other documents to be filed with the Registrar of Companies NCT of Delhi and Haryana/ Ministry of Corporate Affairs or any other authority and to do any act(s), deed(s), thing(s), matter(s) connected with the aforesaid matter or any other matter incidental thereto.”

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

**Sd/-
(NIKHIL BINDAL)
Company Secretary
& Compliance officer**

Place : New Delhi
Date : 29th October, 2019

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 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.
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 business 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, 7th December 2019 to Friday, 13th December 2019 (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, 6th December 2019. 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, 6th December 2019 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@atlascycles.co.in.

13. Notice of the Meeting and the Annual Report for FY 2018-19 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 2018-19 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 68th Annual General Meeting and the Annual Report for FY 2018-19 will also be available on the Company's website 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 Sonapat Limited, Atlas Cycles (Sahibabad) Limited and Atlas Cycles (Malanpur) Limited are also available for download on the website of the Company www.atlasbicycles.com.
15. Members may get any change in their address/ their mandates registered with the Company before Friday, 6th December 2019.
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 31.03.2012 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 68th 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, 10th December 2019 and ends at 5:00 P.M. on Thursday, 12th December 2019. 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 68th 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.nsdl.com/>.
 - c. Click on Shareholder-Login.
 - d. Put user ID and password as initial password noted in step (a) above. Click Login.
 - e. Password change menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - f. Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
 - g. Select "EVEN" of "**Atlas Cycles (Haryana) Limited**".
 - h. Now you are ready for remote e-voting as Cast Vote page opens.
 - i. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - j. Upon confirmation, the message "Vote cast successfully" will be displayed.
 - k. Once you have voted on the resolution, you will not be allowed to modify your vote.
- II. In case of Members receiving Physical copy of Notice of 68th 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.nsdl.com or call on toll free no.: 1800-222-990.

- B. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- C. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- D. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of Friday, 6th December 2019.
- 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, 6th December 2019, may also obtain the login ID and password by sending a request at evoting@nsdl.co.in and 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 or contact NSDL at the following toll free no.: 1800-222-990.
- F. A member may participate in the 68th AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the 68th 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. Rajiv Bhasin, Chartered Accountant (Membership No.093845), Partner, 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.
- I. The Chairman shall, at the 68th 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 68th 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 68th 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 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.

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 68th Annual General Meeting are:

At the 68th Annual General Meeting, Mr. Hira Lal Bhatia (DIN: 00159258), Non-executive Director, is liable to retire by rotation and being eligible offer himself for re-appointment, Mr. Sanjiv Kavaljit Singh (DIN: 00015689) shall be re-appointed as Independent Director for a term of 5 years with effect from 30th December, 2019 up to 29th December, 2024, Mr. Kartik Roop Rai (DIN: 06789287) shall be re-appointed as Independent Director for a term of 5 years with effect from 30th December, 2019 up to 29th December, 2024 and Ms. Sadhna Syal (DIN: 07837529), who was appointed as Additional Director on 29th October, 2019 shall be appointed as Independent Director for a consecutive term of 5 years in accordance with item no. 2, 3, 4 and 5 respectively. Brief resume and other information of Mr. Hira Lal Bhatia, Mr. Sanjiv Kavaljit Singh, Mr. Kartik Roop Rai and Ms. Sadhna Syal are as follows:-

Name of Director	Mr. Hira Lal Bhatia (DIN:00159258)	Mr. Sanjiv Kavaljit Singh (DIN: 00015689)	Mr. Kartik Roop Rai (DIN: 06789287)	Ms. Sadhna Syal (DIN: 07837529)
Date of Birth	15 th March, 1943	26 th January, 1956	26 th May, 1957	17 th September, 1957
Relationship with other Directors inter-se and KMPs	None	None	None	None

Name of Director	Mr. Hira Lal Bhatia (DIN:00159258)	Mr. Sanjiv Kavaljit Singh (DIN: 00015689)	Mr. Kartik Roop Rai (DIN: 06789287)	Ms. Sadhna Syal (DIN: 07837529)
Date of first appointment	31 st July, 1979	30 th December, 2014	30 th December, 2014	2nd June, 2017 and after that She has resigned on 22nd April, 2019 and now appointed as Additional Director on 29th October, 2019
No. of Board Meetings attended in Financial Year 2018-19	5	6	6	5
Expertise in specific functional area	Cloth Merchant with over fifty five years' experience and in the business of manufacturing of dyes with over thirty five years.	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.	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.	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
Qualification	B.A.	B.A.	B.Com	B.A., B.ED in English Literature and Diploma in Journalism
No. of equity shares held in the company	2625 Equity Shares	NIL	NIL	NIL
List of Public Companies (other than Atlas Cycles (Haryana) Limited) in which directorship held as on 31 st March 2019	Atlas Cycles Sonapat Limited Atlas Cycles (Sahibabad) Limited Atlas Cycles (Malanpur) Limited	Atlas Cycles Sonapat Limited Atlas Cycles (Sahibabad) Limited Atlas Cycles (Malanpur) Limited Fedders Electric And Engineering Limited (listed company)	Sir Meccanica Service India Private Limited Orizzonti Italian Design Private Limited	Fedders Electric And Engineering Limited
Chairman/ Member of the Committees of the Board of Public Companies in which he is a director as on 31 st March 2019	Atlas Cycles (Haryana) Limited:- Member in the following committees: - Audit committee - Nomination & Remuneration Committee Chairman in following committee: - Stakeholders Relationship Committee	Atlas Cycles (Haryana) Limited:- Member in the following committees: - Audit committee Chairman in following committee: - Nomination & Remuneration Committee	Atlas Cycles (Haryana) Limited:- Member in the following committees: - Nomination & Remuneration Committee Chairman in following committee: - Audit committee	NIL

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 68th 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, in case you have not already registered the same. Please also confirm by sending an email at companysecretary@atlascycles.co.in.

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

**Sd/-
(NIKHIL BINDAL)
Company Secretary
& Compliance officer**

Place : New Delhi
Date : 29th October, 2019

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

Item no. 2: Re-appointment of Mr. Hira Lal Bhatia as Non-Executive Director

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 68th Annual General Meeting, the Board of Directors, at its meeting held on 14th August, 2019, approved re-appointment of Mr Hira Lal Bhatia as Non-Executive Director of the company for the period between 68th AGM to 69th 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 68th 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 76 years and Board recommends the Special Resolution as detailed in Item No. 2 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.

Item no.3

The Company had appointed Mr. Sanjiv Kavaljit Singh (DIN: 00015689) provision Section 149 of Companies Act, 2013 and other applicable provisions thereof, Subject to approval of Shareholders in ensuing 68th Annual General Meeting of the company. The board of directors at their meeting held on 14th August, 2019 approved the re-appointment of Mr. Sanjiv Kavaljit Singh (DIN: 00015689) as an Independent Director of the Company for a further period of 5 years with effect from 30th December, 2019 up to 29th December, 2024.

Mr. Sanjiv Kavaljit Singh (DIN: 00015689) as an Independent Director of the Company in accordance with Section 149 of Companies Act, 2013, not liable to retire by rotation and to hold office Up to 29th December, 2024. The Company has received from Mr. Sanjiv Kavaljit Singh (DIN: 00015689) (i) consent in writing to act as Director in as per the provisions of Companies Act, 2013: (ii) intimation in Form DIR-8 pursuant to Rule 14 of the Companies (Appointment & Qualification of

Directors) Rules, 2014 to effect that they are not disqualified in accordance with sub-section (2) of Section 164 of the Companies Act, 2013 and (iii) declaration that they meet the criteria of Independence as provided in Section 149(6) of the Companies Act, 2013.

None of the Directors, Key Managerial Personnel and their relatives are interested in the resolution being passed except Mr. Sanjiv Kavaljit Singh.

Item no.4

The Company had appointed Mr. Kartik Roop Rai (DIN: 06789287) provision Section 149 of Companies Act, 2013 and other applicable provisions thereof, Subject to approval of Shareholders in ensuing 68th Annual General Meeting of the company. The board of directors at their meeting held on 14th August, 2019 approved the re-appointment of Mr. Kartik Roop Rai (DIN: 06789287) as an Independent Director of the Company for a further period of 5 years with effect from 30th December, 2019 up to 29th December, 2024.

Mr. Kartik Roop Rai (DIN: 06789287) as an Independent Director of the Company in accordance with Section 149 of Companies Act, 2013, not liable to retire by rotation and to hold office Up to 29th December, 2024. The Company has received from Mr. Kartik Roop Rai (DIN: 06789287) (i) consent in writing to act as Director in as per the provisions of Companies Act, 2013: (ii) intimation in Form DIR-8 pursuant to Rule 14 of the Companies (Appointment & Qualification of Directors) Rules, 2014 to effect that they are not disqualified in accordance with sub-section (2) of Section 164 of the Companies Act, 2013 and (iii) declaration that they meet the criteria of Independence as provided in Section 149(6) of the Companies Act, 2013.

None of the Directors, Key Managerial Personnel and their relatives are interested in the resolution being passed except Mr. Kartik Roop Rai.

Item No. 5:

Ms. Sadhna Syal is an ex-independent director of the Company. She has resigned from the directorship of the company on 22.04.2019 due to some personal reasons and has given her consent to be re-appointed as Independent Director on the Board to serve the Company again. This appointment will be considered as 2nd term of Ms. Syal in terms of provision of Section 149 of Companies Act, 2013.

Further, The Board of Directors of the Company on the recommendation of the Nomination and Remuneration Committee, had appointed Ms. Sadhna Syal (DIN: 07837529) as an Additional Director on the Board of the Company w.e.f. 29th October, 2019.

Further, in terms of provisions of Sections 149 and 152 read with Schedule IV of the Companies Act, 2013 (herein after referred as 'the Act') and rules made thereunder, the Board of Directors of the Company at its meeting held on 29th October, 2019 has proposed to appoint (subject to the approval of the members at the 68th Annual General Meeting), Ms. Sadhna Syal (DIN: 07837529) as an Independent Director of the Company within the meaning of Section 149(6) of the Companies Act, 2013 and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015