DINESH NANGRU & Co.
Chartered Accountants

Chamber No.301, Street No.12
1117, Naiwala, Karol Bagh,
New Delhi-110005.
Telefax: 47082155, 9212259051

To,
The Chairman
Atlas Cycle (Haryana) Limited
Industrial Area , Atlas Road
Sonepat-131001

Dear Sir,

Sub: **Scrutinizer's Report on e-voting conducted pursuant to the provision of section 108 of the Companies Act, 2013("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and the physical ballot forms received from the shareholders who do not have access to e-voting.**

I, Dinesh Nangru (M.no: 094779) of Dinesh Nangru & co, Practicing Chartered Accountant, had been appointed as the Scrutinizer by the Board of Directors of Atlas Cycles (Haryana) Limited vide resolution dated November 19, 2014, pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 to conduct the electronic voting process and to scrutinize the physical ballot forms received from the shareholders in respect of the below mentioned resolutions to be passed at the Sixty Third Annual General Meeting of the Company to be held on December 30, 2014.

The Notice dated 19th November, 2014 convening Annual General Meeting (AGM) of the Company along with Statement setting out material facts under Section 102 of the Act were sent to the Shareholders in respect of the below mentioned resolutions to be passed at the said AGM of the Company to be held on December 30, 2014.

The Company has availed the e-voting facility offered by Central Depository Services Limited (CDSL) for conducting e-voting by the shareholders of the Company. The Company has also provided voting by physical ballot papers to the members who do not have access to e-voting facility.

The shareholders of the company holding shares as on the "cut-off" date of December 24 , 2014, were entitled to vote on the proposed resolutions as set out at item nos. 1 to 9 in the Notice of the 63rd AGM of Atlas Cycles (Haryana) Limited.

The voting period for e-voting commenced on, December 24, 2014 at 09:00 a.m. and ended on December 25, 2014 at 5:30 p.m. and the CDSL e-voting platform was blocked thereafter and the votes cast under e-voting facility were then unblocked in the presence of two witnesses who were not in the

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employment of the company. Votes cast through Physical ballot forms received on December 30, 2014 were considered.

I have scrutinized and received the voting through electronic means and physical mode and votes tendered therein based on the data downloaded from the Central Depository Services Limited (CDSL) e-voting system and the ballot forms received respectively.

I now submit my Report as under on the result of the voting through electronic means and physical mode in respect of the said Resolutions.

I. Resolution No. 1:-

To adopt the Audited Balance Sheet of the Company as at 31st March, 2014 and the Statement of Profit and Loss Account for the year ended on that date along with the Reports of Directors and Auditors thereon.

(i) Voted in favour of the resolution:

	Number of members voted through electronic voting system and physical mode	Number of Votes cast(Shares)	% of total number of valid votes cast
E-voting	0	0	0
Physical	1463963	1463962	99.99%
Total	1463963	1463962	99.99%

(ii) Voted Against the resolution:

	Number of members voted through electronic voting system and physical mode	Number of Votes cast(Shares)	% of total number of valid votes cast
E-voting	0	0	0
Physical	0	0	0
Total	0	0	0

(iii) Invalid votes:

	Total numbers of members whose votes were declared	Total numbers of Votes cast (Shares)
E-voting	0	0
Physical	1	1
Total	1	1

II. Resolution No. 2:-

To appoint a Director in place of Mr. Hira Lal Bhatia (DIN: 00159258) who retires by rotation and being eligible, offers himself for reappointment.

(i) Voted in favour of the resolution:

	Number of members voted through electronic voting system and physical mode	Number of Votes cast(Shares)	% of total number of valid votes cast
E-voting	0	0	0
Physical	1463963	1463962	99.99%
Total	1463963	1463962	99.99%

(ii) Voted Against the resolution:

	Number of members voted through electronic voting system and physical mode	Number of Votes cast(Shares)	% of total number of valid votes cast
E-voting	0	0	0
Physical	0	0	0
Total	0	0	0

(iii) Invalid votes:

	Total numbers of members whose votes were declared	Total numbers of Votes cast (Shares)
E-voting	0	0
Physical	1	1
Total	1	1

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III. Resolution No. 3:-

To appoint a director in place of Mr. Hari Krishan Ahuja (DIN: 00315876) who retires by rotation and being eligible, offers himself for reappointment.

(i) Voted in favour of the resolution:

	Number of members voted through electronic voting system and physical mode	Number of Votes cast(Shares)	% of total number of valid votes cast
E-voting	0	0	0
Physical	1463963	1463962	99.99%
Total	1463963	1463962	99.99%

(ii) Voted Against the resolution:

	Number of members voted through electronic voting system and physical mode	Number of Votes cast(Shares)	% of total number of valid votes cast
E-voting	0	0	0
Physical	0	0	0
Total	0	0	0

(iii) Invalid votes:

	Total numbers of members whose votes were declared	Total numbers of Votes cast (Shares)
E-voting	0	0
Physical	1	1
Total	1	1

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IV. Resolution No. 4:-

To consider and appoint M/s Mehra Khanna & Co, Chartered Accountants (ICAI Firm Registered No, 001141N), as Statutory Auditors, for a period of Three years from the conclusion of this AGM till the conclusion of the Annual General Meeting to be Held for the Financial Year 2016-17.

(i) Voted in favour of the resolution:

	Number of members voted through electronic voting system and physical mode	Number of Votes cast(Shares)	% of total number of valid votes cast
E-voting	0	0	0
Physical	1463963	1463962	99.99%
Total	1463963	1463962	99.99%

(ii) Voted Against the resolution:

	Number of members voted through electronic voting system and physical mode	Number of Votes cast(Shares)	% of total number of valid votes cast
E-voting	0	0	0
Physical	0	0	0
Total	0	0	0

(iii) Invalid votes:

	Total numbers of members whose votes were declared	Total numbers of Votes cast (Shares)
E-voting	0	0
Physical	1	1
Total	1	1

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V. Resolution No. 5:-

To consider and appoint Mr. Vikram Khosla (DIN 01574818) as an Independent Director for a period of five years with effect from the date of this AGM.

(i) Voted in favour of the resolution:

	Number of members voted through electronic voting system and physical mode	Number of Votes cast(Shares)	% of total number of valid votes cast
E-voting	0	0	0
Physical	1463963	1463962	99.99%
Total	1463963	1463962	99.99%

(ii) Voted Against the resolution:

	Number of members voted through electronic voting system and physical mode	Number of Votes cast(Shares)	% of total number of valid votes cast
E-voting	0	0	0
Physical	0	0	0
Total	0	0	0

(ii) Invalid votes:

	Total numbers of members whose votes were declared	Total numbers of Votes cast (Shares)
E-voting	0	0
Physical	1	1
Total	1	1

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VI. Resolution No. 6:-

To consider and appoint Mr. Kartik Roop Rai (DIN 06789287) as an Independent Director for a period of five years with effect from the date of this AGM.

(i) Voted in favour of the resolution:

	Number of members voted through electronic voting system and physical mode	Number of Votes cast(Shares)	% of total number of valid votes cast
E-voting	0	0	0
Physical	1463963	1463962	99.99%
Total	1463963	1463962	99.99%

(ii) Voted Against the resolution:

	Number of members voted through electronic voting system and physical mode	Number of Votes cast(Shares)	% of total number of valid votes cast
E-voting	0	0	0
Physical	0	0	0
Total	0	0	0

(iii) Invalid votes:

	Total numbers of members whose votes were declared	Total numbers of Votes cast (Shares)
E-voting	0	0
Physical	1	1
Total	1	1

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VII. Resolution No. 7:-

To consider and appoint Mr. Sanjiv Kavaljit Singh (DIN 00015689) as an Independent Director for a period of five years with effect from the date of this AGM.

(i) Voted in favour of the resolution:

	Number of members voted through electronic voting system and physical mode	Number of Votes cast(Shares)	% of total number of valid votes cast
E-voting	0	0	0
Physical	1463963	1463962	99.99%
Total	1463963	1463962	99.99%

(ii) Voted Against the resolution:

	Number of members voted through electronic voting system and physical mode	Number of Votes cast(Shares)	% of total number of valid votes cast
E-voting	0	0	0
Physical	0	0	0
Total	0	0	0

(iii) Invalid votes:

	Total numbers of members whose votes were declared	Total numbers of Votes cast (Shares)
E-voting	0	0
Physical	1	1
Total	1	1

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VIII. Resolution No. 8:-

To consider and ratify remuneration payable to Cost Auditor of the Company, Mr. Satnam Singh Saggu for the Financial Year 2014-15.

(i) Voted in favour of the resolution:

	Number of members voted through electronic voting system and physical mode	Number of Votes cast(Shares)	% of total number of valid votes cast
E-voting	0	0	0
Physical	1463963	1463962	99.99%
Total	1463963	1463962	99.99%

(ii) Voted Against the resolution:

	Number of members voted through electronic voting system and physical mode	Number of Votes cast(Shares)	% of total number of valid votes cast
E-voting	0	0	0
Physical	0	0	0
Total	0	0	0

(iii) Invalid votes:

	Total numbers of members whose votes were declared	Total numbers of Votes cast (Shares)
E-voting	0	0
Physical	1	1
Total	1	1

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IX. Resolution No. 9:-

To consider and approve the acceptance of Deposit of the Company from its Members and from Public.

(i) Voted in favour of the resolution:

	Number of members voted through electronic voting system and physical mode	Number of Votes cast(Shares)	% of total number of valid votes cast
E-voting	0	0	0
Physical	1463963	1463962	99.99%
Total	1463963	1463962	99.99%

(ii) Voted Against the resolution:

	Number of members voted through electronic voting system and physical mode	Number of Votes cast(Shares)	% of total number of valid votes cast
E-voting	0	0	0
Physical	0	0	0
Total	0	0	0

(iii) Invalid votes:

	Total numbers of members whose votes were declared	Total numbers of Votes cast (Shares)
E-voting	0	0
Physical	1	1
Total	1	1

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The Register, all other papers and relevant records relating to electronic voting and physical voting shall remain in our safe custody until the Chairman consider, approves and signs the minutes of the aforesaid Annual General Meeting and the same will be handed over to the company secretary for keeping safe thereafter.

Thanking you,

Yours Faithfully

DINESH NANGRU & CO. ★ Chartered Accountants ★ New Delhi

CA Dinesh Nangru
M.No. 094779
Chartered Accountant
Place : Sonepat
Date : December 30, 2014