



ATLAS CYCLES (HARYANA) LIMITED

Registered Office : Industrial Area, Atlas Road, Sonapat - 131 001, (Haryana) India.
Corporate Identity Number L35923HR1950PLC001614

Date: 29.08.2016

The Manager, Capital Market (Listing)
National Stock Exchange of India Ltd.
Exchange Plaza,
Bandra-Kurla Complex
Bandra (E)
MUMBAI – 400051
FAX NO. 022-26598237/38

The Manager (Listing)
Bombay Stock Exchange Ltd.
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
MUMBAI – 400001
FAX NO. 022-22721919/2037/2039/
2041/2061

**Sub: PROCEEDINGS OF THE EXTRA ORDINARY GENERAL MEETING OF THE
COMPANY HELD ON 29.08.2016**

Dear Sir,

We are enclosing herewith a copy of the proceedings of the Extra Ordinary General Meeting of the Company in compliance to Regulation 30 of Securities Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 for your information and record.

Thanking you.

Yours faithfully,

For ATLAS CYCLES (HARYANA) LIMITED


JASPREET SINGH
COMPANY SECRETARY



ATLAS CYCLES (HARYANA) LIMITED

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**PROCEEDINGS OF THE EXTRA ORDINARY GENERAL MEETING OF THE
MEMBERS OF M/S ATLAS CYCLES (HARYANA) LIMITED HELD AT
BULBUL HOTEL, 208-L, MODEL TOWN, ATLAS ROAD, SONEPAT
131001, HARYANA ON MONDAY, THE 29TH AUGUST, 2016 AT 4:00 P.M.**

Meeting Commenced at: 4.00 PM

Meeting Concluded at: 4.30 PM

DIRECTORS PRESENT

Mr. Hira Lal Bhatia(DIN: 00159258) : Chairman and Non-Executive
Director

Mr. Kartik Roop Rai (DIN: 06789287) : Independent Director

IN ATTENDANCE

Mr. Rajiv Bhasin : For Mehra Khanna & Co.,
Statutory Auditors of the Company

Mr. Dinesh Nangru : For Dinesh Nangru & Co.,
Scrutinizer for E-voting and Ballot

Mr. Jaspreet Singh : Company Secretary

Mr. Mukesh Arora : For Mukesh Arora & Co.,
Secretarial Auditors of the Company

MEMBERS

In person	-	213
Proxies	-	109
Total	-	322

On the motion of Mr. M.R. Agrawal, seconded by Mr. A.K. Gupta, Mr. Hira Lal Bhatia, Non-executive Director of the Company, was elected as Chairman of the Meeting.

The relevant documents relating to agenda of the Meeting were kept open and accessible during the continuance of the meeting to the members present.

The Company Secretary with the permission of Chairman informed the members of the Company that 109 Proxies for 7,43,344 Equity Shares were valid representing 22.86 % of Paid Up Equity Share Capital of the Company and the requisite quorum was present to commence the meeting.

With the permission of the members present, Notice convening the Extra Ordinary General Meeting along with its Explanatory Statement was taken as read.

Thereafter it was informed that pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company had extended the e-voting facility to its Members in respect of businesses to be transacted at the Extra Ordinary General Meeting of the Company. The e-voting commenced from 26th August, 2016 at 9.00 a.m. and ended on 28th August, 2016 at 5.00 p.m. and Mr. Dinesh Nangru, of M/s Dinesh Nangru & Co., Practicing Chartered Accountant, was appointed as the Scrutinizer by the Board of Directors for scrutinizing the e-voting process and ballot process. The shareholders who had not casted their votes through e-voting facility were given option to cast their votes through ballot paper. The 2 (two) resolutions proposed to be passed as Special Resolution were read out and were briefly clarified as to why these were being proposed to be passed. The members raised no questions. The members were issued Serially Numbered Ballot Papers and were informed about the instructions on filling in ballot paper and signing of ballot paper.

Mr. Dinesh Nangru, Scrutinizer, inspected the Ballot Box to be empty and locked it and kept it in front of the dias for shareholders to put in their duly filled in and signed ballot papers and cast their votes.

Once the voting process was complete, the ballot box was handed over to Mr. Dinesh Nangru, Scrutinizer and meeting concluded.

Then after the conclusion of meeting, the Scrutinizer unlocked the ballot box in presence of 2 witnesses who were not in the employment of the Company viz; Mr. Shrawan Mangla of Mas Services Limited, Delhi and Mr. Rajiv Kumar Sengar of Mas Services Limited, Delhi. The Scrutinizer then scrutinized all votes casted via e-voting system and ballot papers and submitted his report to the Chairman of the Meeting. With the approval of the Chairman following results were declared and posted on the website of the Company www.atlasbicycles.com and were intimated to National Securities Depository Limited (NSDL), National Stock Exchange of India Ltd.(NSE) , BSE Limited (BSE):

ITEM NO. 1: RE-APPOINTMENT OF MR. ISHWAR DAS CHUGH AS WHOLE TIME DIRECTOR FROM 31st MARCH, 2013 TO 30th MARCH, 2018

To be passed as Special Resolution

“RESOLVED THAT pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V & as per Articles of Association of the company & all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 & pursuant to the provisions of Sections 269 and 309 read with Schedule XIII and other applicable provisions of the Companies Act, 1956 (including any statutory modification(s) or re-enactment thereof for the time being in force), the approval of members of the Company be and are hereby accorded to the re-appointment of Mr. Ishwar Das Chugh as Whole Time Director of the Company with retrospective effect from 31st March, 2013 to 30th March, 2018, at a remuneration and on the terms and conditions of appointment as contained in the explanatory statement to this resolution, with authority to the Board of Directors and the Nomination and Remuneration Committee to alter and vary the remuneration as it may deem fit, within the limits specified in Section 197 read with Schedule V of the Companies Act, 2013 and in Section 309 read with Schedule XIII of the Companies Act, 1956.”

Particulars	No. of Votes (In Equity Shares)	% of Voting
Total votes casted through poll and e-voting	15,82,392	100%
Voted in favour	14,03,399	88.69%
Voted against	1,73,983	10.99%
Invalid Votes	10	0.0006%

The resolution was passed as Special Resolution by requisite votes in its favour.

ITEM NO. 2: APPOINTMENT OF MR. ISHWAR DAS CHUGH AS WHOLE TIME DIRECTOR FROM 21st JULY, 2016 TO 30th MARCH, 2018

To be passed as Special Resolution

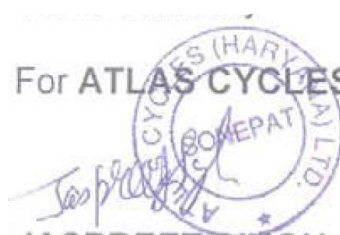
“RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), approval be and is hereby accorded to the appointment of Mr. Ishwar Das Chugh as Whole Time Director of the Company with effect from 21st July, 2016 to 30th March, 2018, at a remuneration and on the terms and conditions of appointment as contained in the explanatory statement to this resolution, with authority to the Board of Directors and the Nomination and Remuneration Committee to alter and vary the remuneration as it may deem fit, within the limits specified in Section 197 read with Schedule V of the Companies Act, 2013.”

Particulars	No. of Votes (In Equity Shares)	% of Voting
Total votes casted through poll and e-voting	16,05,249	100%
Voted in favour	14,31,256	89.16%
Voted against	1,73,983	10.84%
Invalid Votes	10	0.0006%

The resolution was passed as Special Resolution by requisite votes in its favour.

CERTIFIED TRUE COPY

For ATLAS CYCLES (HARYANA) LIMITED



JASPREET SINGH
COMPANY SECRETARY