



ATLAS CYCLES (HARYANA) LIMITED

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

29th September, 2017

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)
BSE Ltd.
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
MUMBAI – 400001
FAX NO. 022-22721919/2037/2039/
2041/2061

MAS Services Limited
T-34, 2nd Floor, Okhla Industrial Area,
Phase- II, New Delhi- 110020

Mr. Nitin Ambure (Vice President)
**National Securities Depository
Limited** Trade World – A Wing,
Kamala mills Compound lower Parel,
Mumbai-400013

**Subject: RESULTS OF E-VOTING AND BALLOT OF 66TH ANNUAL GENERAL MEETING
DATED 28.09.2017 UNDER REGULATION 44(3) OF THE SEBI (LISTING
OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

Dear Sir,

Please find enclosed herewith declaration of voting results of 66th Annual General Meeting of the Company held on 28th September, 2017 in compliance with Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 along with Scrutinizer Report.

SUMMARY OF VOTING RESULTS

Sr. No.	Detail of the Agenda:	Resolution required: (Ordinary /Special)	Mode of Voting: (Showing of hands / Poll / postal Ballot / Evoting)	Result
1.	To consider and adopt Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended 31 st March, 2017 and the Reports of the Board of Directors and Auditors thereon.	Ordinary	Poll / E-voting	Passed



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2.	To appoint a Director in place of Mr. Hira Lal Bhatia (DIN: 00159258), who retires by rotation and being eligible, offers himself for re-appointment.	Ordinary	Poll / E-voting	Passed
3.	To appoint Messer Dinesh Nangru & Co., Chartered Accountants (ICAI Firm Registration No. 015003N) as the Statutory Auditors of the Company.	Ordinary	Poll / E-voting	Passed
4.	Sub-division of 1 equity share of face value of ₹ 10/- each into 2 equity shares of ₹ 5/- each.	Ordinary	Poll / E-voting	Passed
5.	To Amend and Adopt New Articles of Association of the Company	Special	Poll / E-voting	Passed
6.	Alteration of the Capital Clause of Memorandum of Association	Special	Poll / E-voting	Passed
7.	Appointment of Ms. Sadhna Syal (DIN:07837529) as an Independent Director	Ordinary	Poll / E-voting	Passed
8.	Increment in remuneration of Mr. Ishwar Das Chugh, Whole Time Director of the Company	Special	Poll / E-voting	Passed

Kindly take the information in your record and oblige. Yours faithfully

For ATLAS CYCLES (HARYANA) LIMITED


LALIT LOHIA
COMPANY SECRETARY

Encl:- (1) Voting Results
(2) Scrutinizer Report

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DECLARATION OF VOTING RESULT OF ANNUAL GENERAL MEETING

1	Date of the AGM	September 28, 2017
2	Total number of shareholders on record date	12,725
3	No. of Shareholders present in the meeting either in person or through proxy:	218
	Promoters and Promoter Group:	28
	Public:	190
4	No. of Shareholders attended the meeting through Video Conferencing	NIL

ORDINARY BUSINESS:

Resolution No. 1 : Adoption of Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended 31st March, 2017 and the Reports of the Board of Directors and Auditors thereon.

Resolution required: (Ordinary/ Special)							Ordinary	
Whether promoter/ promoter group are interested in the agenda/resolution? -							No	
Promoter /Public		No. of Share held (1)	No. of votes Polled (2)	% of Votes polled on outstanding shares (3) = $\frac{(2)}{(1)} \times 100$	No. of votes in favour (4)	No. of Votes Against (5)	% of votes in favour on votes polled (6) = $\frac{(4)}{(2)} \times 100$	% of votes in against on votes polled (7) = $\frac{(5)}{(2)} \times 100$
Promoter and Promoter group	E-Voting	14,20,065	0	0	0	0	0	0
	Poll		12,46,412	87.77%	12,46,412	0	100%	0
	Total		12,46,412	87.77%	12,46,412	0	100%	0
Public – Institutional holders	E-Voting	1,029	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public – Others	E-Voting	18,30,825	1,403	0.08%	1,403	0	100%	0
	Poll		75,123	4.10%	75,123	0	100%	0
	Total		76,526	4.18%	76,526	0	100%	0
Total		32,51,919	13,22,938	40.68%	13,22,938	0	100%	0

Resolution No. 2 : Re-appointment of Mr. Hira Lal Bhatia (DIN: 00159258), as Director of the Company.



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Resolution required: (Ordinary/ Special)							Ordinary	
Whether promoter/ promoter group are interested in the agenda/resolution? -							No	
Promoter /Public		No. of Share held (1)	No. of votes Polled (2)	% of Votes polled on outstanding shares (3) = $\frac{(2)}{(1)} \times 100$	No. of votes in favour (4)	No. of Votes Against (5)	% of votes in favour on votes polled (6) = $\frac{[(4)]}{[(2)]} \times 100$	% of votes in against on votes polled (7) = $\frac{[(5)]}{[(2)]} \times 100$
Promoter and Promoter group	E-Voting	14,20,065	0	0	0	0	0	0
	Poll		12,46,412	87.77%	12,46,412	0	100%	0
	Total		12,46,412	87.77%	12,46,412	0	100%	0
Public – Institutional holders	E-Voting	1,029	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public – Others	E-Voting	18,30,825	1,403	0.08%	1,376	27	98.08%	1.92%
	Poll		75,123	4.10%	75,123	0	100%	0
	Total		76,526	4.18%	76,499	27	99.96%	0.04%
Total		32,51,919	13,22,938	40.68%	13,22,911	27	99.998%	0.002%

Resolution No. 3: Appointment of Messer Dinesh Nangru & Co., Chartered Accountants (ICAI Firm Registration No. 015003N) as the Statutory Auditors of the Company.

“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, M/s Dinesh Nangru & Co., Chartered Accountants registered with the Institute of Chartered Accountants of India (ICAI) vide Firm Registration number 015003N, be and are hereby appointed as Statutory Auditors of the Company (in place of M/s Mehra Khanna & Co., Chartered Accountants, the retiring Auditors) for a term of five years commencing from the financial year ending 31st March, 2018 to hold office from the conclusion of the 66th Annual General Meeting of the Company till the conclusion of the 71st Annual General Meeting (subject to ratification of their appointment by the Members at every intervening Annual General Meeting held after this Annual General Meeting) 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) 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



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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.”

Resolution required: (Ordinary/ Special)							Ordinary	
Whether promoter/ promoter group are interested in the agenda/resolution? -							No	
Promoter /Public		No. of Share held (1)	No. of votes Polled (2)	% of Votes polled on outstanding shares (3) = $\frac{(2)}{(1)} \times 100$	No. of votes in favour (4)	No. of Votes Against (5)	% of votes in favour on votes polled (6) = $\frac{[(4)]}{[(2)]} \times 100$	% of votes in against on votes polled (7) = $\frac{[(5)]}{[(2)]} \times 100$
Promoter and Promoter group	E-Voting	14,20,065	0	0	0	0	0	0
	Poll		12,46,412	87.77%	12,46,412	0	100%	0
	Total		12,46,412	87.77%	12,46,412	0	100%	0
Public – Institutional holders	E-Voting	1,029	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public – Others	E-Voting	18,30,825	1,268	0.07%	1,268	0	100%	0
	Poll		75,123	4.10%	75,123	0	100%	0
	Total		76,391	4.17%	76,391	0	100%	0
Total		32,51,919	13,22,803	40.68%	13,22,803	0	100%	0

SPECIAL BUSINESS:

Resolution No. 4: Sub-division of 1 equity share of face value of ₹ 10/- each into 2 equity shares of ₹ 5/- each.

“**RESOLVED THAT** pursuant to the provisions of Section 61 (1) (d), 64 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Regulation 29 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and the provisions of the Memorandum and Articles of Association of the Company and subject to such approvals, consents, permissions and sanctions as may be necessary from the concerned statutory authorities or bodies, each Equity Share of the Company having a face value of ₹ 10/- each fully paid up be sub-divided into 2 (Two) Equity Shares having a face value of ₹ 5/- each fully paid up;

RESOLVED FURTHER THAT on sub-division, 2 (two) Equity Shares of face value of ₹ 5/- each be allotted in lieu of existing 1 (one) Equity Share of ₹ 10/- each subject to the terms of the Memorandum and Articles of Association of the Company and shall rank pari passu in all respects with the existing fully paid Equity Shares of ₹ 10/- each of the Company and shall be entitled to participate in full dividends to be declared after the sub-divided Equity Shares are allotted;



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RESOLVED FURTHER THAT upon the sub-division of the Equity Shares as aforesaid, the existing Share Certificate(s) in relation to the existing Equity Shares of the face value of ₹ 10/- each held in physical form shall be deemed to have been automatically cancelled and be of no effect on and from the Record Date to be decided by the Board of Directors and each physical shareholder shall surrender their existing issued Share Certificate(s) to M/s Mas Services Limited, the Registrar & Transfer Agent (RTA) of the Company at its registered address and the RTA shall issue and dispatch the new Share Certificate(s) of the Company, in lieu of such existing issued Share Certificate(s) subject to the provisions of the Companies (Share Capital and Debentures) Rules, 2014 and in the case of the Equity Shares held in the dematerialized form, the number of sub-divided Equity Shares be credited to the respective beneficiary accounts of the Shareholders with the Depository Participants, in lieu of the existing credits representing the Equity Shares of the Company before sub- division;

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"

Resolution required: (Ordinary/ Special)							Ordinary	
Whether promoter/ promoter group are interested in the agenda/resolution? -							No	
Promoter /Public		No. of Share held (1)	No. of votes Polled (2)	% of Votes polled on outstanding shares (3) = $\frac{(2)}{(1)} \times 100$	No. of votes in favour (4)	No. of Votes Against (5)	% of votes in favour on votes polled (6) = $\frac{[(4)]}{[(4)]+(2)} \times 100$	% of votes in against on votes polled (7) = $\frac{[(5)]}{[(5)]+(2)} \times 100$
Promoter and Promoter group	E-Voting	14,20,065	0	0	0	0	0	0
	Poll		12,46,412	87.77%	12,46,412	0	100%	0
	Total		12,46,412	87.77%	12,46,412	0	100%	0
Public – Institutional holders	E-Voting	1,029	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public – Others	E-Voting	18,30,825	1,353	0.07%	1,353	0	100%	0
	Poll		75,123	4.10%	75,123	0	100%	0
	Total		76,476	4.18%	76,476	0	100%	0
Total		32,51,919	13,22,888	40.68%	13,22,888	0	100%	0

Resolution No. 5: Amendment and Adoption of New Articles of Association of the Company

“RESOLVED THAT pursuant to the provisions of Section 5,14 and all other applicable provisions of the



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Companies Act, 2013 read with rules made thereunder (including any statutory modification (s) or re-enactment thereof, for the time being in force) and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the consent of the members of the company be and is hereby accorded to alter the existing articles of association of the Company and the new set of Articles of Association of the company be and are hereby approved and adopted in substitution and to the entire exclusion of the regulations contained in the existing Articles of Association of the Company;

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.”

Resolution required: (Ordinary/ Special)							Special	
Whether promoter/ promoter group are interested in the agenda/resolution? -							No	
Promoter /Public		No. of Share held (1)	No. of votes Polled (2)	% of Votes polled on outstanding shares (3) = $\frac{(2)}{(1)} \times 100$	No. of votes in favour (4)	No. of Votes Against (5)	% of votes in favour on votes polled (6) = $\frac{[(4)]}{[(2)]} \times 100$	% of votes in against on votes polled (7) = $\frac{[(5)]}{[(2)]} \times 100$
Promoter and Promoter group	E-Voting	14,20,065	0	0	0	0	0	0
	Poll		12,46,412	87.77%	12,46,412	0	100%	0
	Total		12,46,412	87.77%	12,46,412	0	100%	0
Public – Institutional holders	E-Voting	1,029	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public – Others	E-Voting	18,30,825	1,403	0.08%	1,403	0	100%	0
	Poll		75,123	4.10%	75,123	0	100%	0
	Total		76,526	4.18%	76,526	0	100%	0
Total		32,51,919	13,22,938	40.68%	13,22,938	0	100%	0

Resolution No. 6: Alteration of the Capital Clause of Memorandum of Association

“RESOLVED THAT pursuant to the provisions of Sections 13 and 61 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to such other approval(s) from the concerned statutory Authority(ies), Clause V of the Memorandum of Association of the Company be and is hereby substituted by the following clause:-



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V. The Authorized Share Capital of the Company is ₹ 10,00,00,000/- (Rupees Ten Crore only) divided into 30000 shares of ₹ 100 each and 1,94,00,000 Equity Shares of ₹ 5/- each.

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.”

Resolution required: (Ordinary/ Special)							Special	
Whether promoter/ promoter group are interested in the agenda/resolution? -							No	
Promoter /Public		No. of Share held (1)	No. of votes Polled (2)	% of Votes polled on outstanding shares (3) = $\frac{(2)}{(1)} \times 100$	No. of votes in favour (4)	No. of Votes Against (5)	% of votes in favour on votes polled (6) = $\frac{[(4)]}{[(2)]} \times 100$	% of votes in against on votes polled (7) = $\frac{[(5)]}{[(2)]} \times 100$
Promoter and Promoter group	E-Voting	14,20,065	0	0	0	0	0	0
	Poll		12,46,412	87.77%	12,46,412	0	100%	0
	Total		12,46,412	87.77%	12,46,412	0	100%	0
Public – Institutional holders	E-Voting	1,029	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public – Others	E-Voting	18,30,825	1,403	0.08%	1,403	0	100%	0
	Poll		75,123	4.10%	75,123	0	100%	0
	Total		76,526	4.18%	76,526	0	100%	0
Total		32,51,919	13,22,938	40.68%	13,22,938	0	100%	0

Resolution No. 7: Appointment of Ms. Sadhna Syal (DIN:07837529) as an Independent Director

“**RESOLVED THAT** pursuant to the provisions of Section 152, 161 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Ms. Sadhna Syal (DIN: 07837529), who was appointed as an Additional Director of the Company w.e.f. 02.06.2017 and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company;

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and



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any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as may be in force from time to time, Ms. Sadhna Syal (DIN: 07837529), Director of the Company be and is hereby appointed as an Independent Director of the Company to hold office for a term of five consecutive years with effect from 28th September 2017 and that she 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 there of) 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.”

Resolution required: (Ordinary/ Special)							Ordinary	
Whether promoter/ promoter group are interested in the agenda/resolution? -							No	
Promoter /Public		No. of Share held (1)	No. of votes Polled (2)	% of Votes polled on outstanding shares (3) = [(2)/(1)* 100]	No. of votes in favour (4)	No. of Votes Against (5)	% of votes in favour on votes polled (6) = [(4)/(2)* 100]	% of votes in against on votes polled (7) = [(5)/(2)* 100]
Promoter and Promoter group	E-Voting	14,20,065	0	0	0	0	0	0
	Poll		12,46,412	87.77%	12,46,412	0	100%	0
	Total		12,46,412	87.77%	12,46,412	0	100%	0
Public – Institutional holders	E-Voting	1,029	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public – Others	E-Voting	18,30,825	1,403	0.08%	1,383	20	98.57%	1.43%
	Poll		75,123	4.10%	75,123	0	100%	0
	Total		76,526	4.18%	76,506	20	99.97%	0.03%
Total		32,51,919	13,22,938	40.68%	13,22,918	20	99.998%	0.002%

Resolution No. 8: Increment in remuneration of Mr. Ishwar Das Chugh, Whole Time Director of the Company

“RESOLVED THAT pursuant to the recommendation of the Nomination and Remuneration Committee and



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approval of the Board and subject to the provisions of Section 196, 197, 198 and 203 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (Including any statutory amendment or re-enactment thereof for the time being in force) and as per Articles of Association of the Company subject to such other approvals, as may be necessary, approval of the members of the Company be and is hereby accorded to increase the remuneration of Mr. I.D. Chugh, Whole Time Director of the company upon terms and conditions as detailed in the explanatory statement attached hereto;

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

Resolution required: (Ordinary/ Special)							Special	
Whether promoter/ promoter group are interested in the agenda/resolution? -							No	
Promoter /Public		No. of Share held (1)	No. of votes Polled (2)	% of Votes polled on outstanding shares (3) = $\frac{(2)}{(1)} \times 100$	No. of votes in favour (4)	No. of Votes Against (5)	% of votes in favour on votes polled (6) = $\frac{(4)}{(5)} \times 100$	% of votes in against on votes polled (7) = $\frac{(5)}{(2)} \times 100$
Promoter and Promoter group	E-Voting	14,20,065	0	0	0	0	0	0
	Poll		12,46,412	87.77%	12,46,412	0	100%	0
	Total		12,46,412	87.77%	12,46,412	0	100%	0
Public – Institutional holders	E-Voting	1,029	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public – Others	E-Voting	18,30,825	1,403	0.08%	1,283	120	91.45%	8.55%
	Poll		75,123	4.10%	75,123	0	100%	0
	Total		76,526	4.17%	76,406	120	99.84%	0.16%
Total		32,51,919	13,22,938	40.68%	13,22,818	120	99.991%	0.009%

As per the provisions of the Companies Act, 2013 and other applicable provisions and based on the said Report of the Scrutinizer dated September 29, 2017, it is declared that the aforesaid resolutions are passed by requisite majority.

For ATLAS CYCLES (HARYANA) LIMITED

LALIT LOHIA
COMPANY SECRETARY

Website : www.atlascycles.com; E-mail : companysecretary@atlascycles.co.in

LEADING PRODUCERS & EXPORTERS OF QUALITY BICYCLES

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