ATLAS CYCLES (HARYANA) LIMITED
ATLAS CYCLES SONEPAT
Registered Office : Industrial Area, Atlas Road, Sonepat-131 001, (Haryana) India.
Corporate Identity Number L35923HR1950PLC001614

Date: 18th November, 2019

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

SUB: 68th Annual Report for FY 2018-19

Dear Sir,

Pursuant to Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the 68th Annual Report of the Company for the Financial Year 2018-19.

Kindly take this information in your records and oblige.

Thanking you,

For ATLAS CYCLES (HARYANA) LIMITED

ATLAS CYCLES (HARYANA) LTD. SONEPAT

NIKHIL BINDAL
COMPANY SECRETARY

ATLAS CYCLES
SONEPAT

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,
Sonepat –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,
Sonepat - 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@atlascycles.co.in

WEBSITE
www.atlasbicycles.com

CORPORATE IDENTITY NUMBER
CIN : L35923HR1950PLC001614

CONTENTS

PARTICULARS	Page No.
Notice	03
Directors' Report	10
Corporate Governance Report	30
CEO/CFO Certification	42
Management Discussion & Analysis Report	43
Auditors' Report	47
Balance Sheet	52
Statement of Profit & Loss	53
Cash Flow Statement	54
Notes to Financial Statement	56
Consolidated Auditors' Report	78
Consolidated Balance Sheet	82
Consolidated Statement of Profit & Loss	83
Consolidated Cash Flow Statement	84
Consolidated Notes to Financial Statement	86

ATLAS CYCLES (HARYANA) LIMITED

CIN:L35923HR1950PLC001614

Regd. Office : Industrial Area, Atlas Road, Sonepat - 131001, Haryana (India)
E-mail: companysecretary@atlascycles.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, Sonepat 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 Sonepat 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	15th March, 1943	26th January, 1956	26th May, 1957	17th 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	31st July, 1979	30th December, 2014	30th 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 31st March 2019	Atlas Cycles Sonepat Limited Atlas Cycles (Sahibabad) Limited Atlas Cycles (Malanpur) Limited	Atlas Cycles Sonepat 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 31st 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

for a term of 5 consecutive years commencing from 29th October 2019 and ending on 28th October, 2024.

The Company has also received a declaration from Ms. Sadhna Syal (DIN: 07837529) as specified under Section149(6) and Schedule IV of the Companies Act, 2013. Considering her vast experience, her presence on the Board will be of immense value to the Company.

A copy of the letter of appointment of Ms. Sadhna Syal as an Independent Director setting out the terms and conditions shall be placed at the meeting for inspection by the members and shall also be available for inspection at the registered office / corporate office of the Company during business hours.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, other than Ms. Sadhna Syal in any way, concerned or interested, financially or otherwise, in the said resolution.

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

BOARD'S REPORT / DIRECTORS' REPORT 2018-19

CIN: L35923HR1950PLC001614

TO THE MEMBERS:-

Your directors are delighted to present Sixty Eighth (68th) Annual Report of your Company along with the Audited Statement of Accounts for the year ended 31st March 2019.

FINANCIAL HIGHLIGHTS, STATE OF COMPANY AFFAIRS & FUTURE PROSPECTS

(₹ In Lacs)

Particulars	Standalone		Consolidated	
	F.Y 2018-19	F.Y 2017-18	F.Y 2018-19	F.Y 2017-18
Revenue from operations (Gross)	53836.12	65327.46	53836.12	65327.46
Total Income	53891.65	65589.38	53891.65	65589.38
Total Expenses	59532.92	65786.14	59536.12	65787.36
Profit Before Tax (after exceptional Item)	(5641.27)	(196.76)	(5644.48)	(197.98)
Tax Expenses (including Deferred tax)	1060.09	36.20	1060.09	36.20
Profit After tax	(4581.18)	(160.55)	(4584.39)	(161.78)

The Net Loss of the Company during the FY 2018-19 was ₹ 4581.18 Lacs as against loss of ₹ 160.55 lacs during the FY 2017-18.

Annual Return

MGT-9 as required under sub-section (3) of section 92 of Companies Act, 2013 has been annexed to this report and forms its integral part. (Annexure-1)

PRODUCTION

During the year under consideration, the Company produced 18,36,977 bicycles as against 22,99,529 bicycles in the previous year.

SALES

Sales during the year amounted to ₹ 53836.12 lacs including the sales to foreign countries as against ₹ 65327.46 lacs including the sales to foreign countries in the previous year.

TRANSFER TO RESERVES

The Company proposes to transfer ₹ NIL to the General Reserve for the F.Y. 2018-19 as against ₹ NIL to General Reserve in the previous year.

EXPORTS

During the period under consideration your Company exported bicycles and bicycle components to several countries thereby earning valuable foreign exchange of ₹ 1403.92 Lacs.

SHARE CAPITAL

The paid up Equity Share Capital as at 31st March 2019 stood at ₹ 3,25,19,190/- i.e. 65,03,838 Equity Shares of ₹ 5 each. During the year under review, the Company has not issued shares with differential voting rights nor has granted any stock options or sweat equity. As on 31st March 2019, none of the Directors of the Company hold instruments convertible into equity shares of the Company.

DIVIDEND

Since the books are not in good shape, no Dividend has been declared in the Financial Year 2018-19.

CONSOLIDATED ACCOUNTS

The Consolidated Financial Statements of the Company are prepared in accordance with Indian Accounting Standards ("Ind AS") issued by the Institute of Chartered Accountants of India and forming part of this Annual Report. The three wholly owned subsidiary companies of the Company are yet to commence its business.

CHANGE IN NATURE OF BUSINESS

There is no change in the nature of business.

PERFORMANCE OF THE COMPANY

Performance of the Company in terms of total quantity sold as compared to last year was negative because of labour unrest in one of the unit of the Company. A series of new models were launched in low price segment with normal margins by the name called ARMY to compete with unorganized sector.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Management Discussion and Analysis Report for the year under review, as stipulated under Regulation 34 (2) read with Part B of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is presented in a separate section forming part of this Annual Report. (Annexure-2)

DIRECTORS

Mr. Hira Lal Bhatia (DIN: 00159258) is retiring by rotation at 68th Annual General Meeting and, being eligible, offers himself for re-appointment.

Further, pursuant to Regulation 26 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the shareholders may take note that Mr. Hira Lal Bhatia, Non Executive Director of the Company holds 2625 equity shares in the Company as on the date of this report.

Based on the recommendations of the Nomination and Remuneration Committee and subject to approval of members by special resolution at 68th Annual General Meeting and such other statutory and regulatory approvals as may be required, the Board of Directors of the Company at its meeting held on

14th August, 2019, approved re-appointment of Mr. Sanjiv Kavaljit Singh (DIN: 00015689) and Mr. Kartik Roop Rai (DIN: 06789287) as Independent Director of the Company for a further period of 5 years w.e.f. 30th December, 2019 to 29th December, 2024 under 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 and other applicable provisions, if any, of the Companies Act, 2013.

In the Board Meeting held on 2nd April, 2019, the Board of Directors perused and took note of the statement of declarations received from the Independent Directors viz; Mr.

Sanjiv Kavaljit Singh (DIN: 00015689), Mr. Kartik Roop Rai (DIN: 06789287) and Ms. Sadhna Syal (DIN:- 07837529) that they fulfill all the criteria of Independent director envisaged in Regulation 16(1)(b) of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and under Section 149(6) of the Companies Act, 2013.

Ms. Sadna Syal (DIN: 07837529) has resigned from the post of Independent Director of the Company with effect from 22.04.2019 due to some personal reasons. Ms. Sadna Syal has been Re-appointed as Additional Independent Director of the company w.e.f. 29th October, 2019 subject to the approval of the shareholders in the ensuing Annual General Meeting.

CRITERIA FOR MAKING PAYMENT TO NON-EXECUTIVE DIRECTORS

Non-Executive Directors are paid only sitting fees of ₹ 15,000 for attending the Board Meeting and ₹ 5000 for attending the Committee Meeting of the Company.

KEY MANAGERIAL PERSONNEL

In the capacity of Key Managerial Personnel, the Company has following officers:

1. Mr. Ishwar Das Chugh, Whole Time Director
2. Mr. Chander Mohan Dhall, Chief Financial Officer
3. Mr. Narendra Pal Singh, Chief Executive Officer
4. *Mr. Nikhil Bindal, Company Secretary

* Mr. Lalit Lohia has resigned from the post of Company Secretary with effect from 18.01.2019 and Mr. Nikhil Bindal was appointed as Company Secretary of the Company w.e.f. 19.01.2019 in his place and is Key Managerial Personnel of the Company from such date.

Mr. Chander Mohan Dhall whose tenure as Chief Financial Officer of the Company was expiring on 31st March 2019, was re-appointed as Chief Financial Officer of the Company in board meeting dated 12th March, 2019 for the period 1st April 2019 to 31st March 2020. Mr. Narendra Pal Singh whose tenure as Chief Executive Officer of the Company was expiring on 31st March 2019 was re-appointed as Chief Executive Officer of the Company in board meeting dated 12th March, 2019 for the period 1st April 2019 to 31st March 2020.

COMPLIANCE CERTIFICATE BY CHIEF FINANCIAL OFFICER AND CHIEF EXECUTIVE OFFICER

Board of Directors in the board meeting held on 29.10.2019 took note of the Compliance Certificate duly signed by Mr. Chander Mohan Dhall, Chief Financial Officer and Mr. Narendra Pal Singh, Chief Executive Officer that they have reviewed financial statements and cash flow statement etc. for the financial year ended 31st March, 2019 as per Regulation 17(8) read with Schedule II Part B of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Such certificate is annexed after Corporate Governance Report for F.Y. 2018-19 and forms Integral part of this Annual Report.

PERFORMANCE EVALUATION OF THE BOARD

Pursuant to the provisions of the Companies Act, 2013 and Regulation 17(10) & Regulation 25(4) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a healthy discussion was held among directors after taking into consideration of the various aspects of the Board's functioning, composition of the Board and its Committees, culture, execution and performance of specific duties, obligations and governance in the Board Meeting held on 14th August, 2019

The performance evaluation of the Independent Directors as per Regulation 17(10) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 was completed. The performance evaluation of the Chairman and the Non-Independent Directors was carried out by the Independent Directors as per Regulation 25(4) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Board of Directors expressed their satisfaction with the evaluation process.

NUMBER OF MEETINGS OF THE BOARD

There were total of 6 number of Board Meetings held during the financial year 2018-19. Further details are provided in the Corporate Governance Report.

DEPOSITS (INCLUDING LOANS FROM MEMBERS)

As per order passed by National Company Law Tribunal (NCLT), Chandigarh on 12th July, 2018 vide CP. No. 111/ND/2016, RT CP. NO. 150/CHD/HRY/2017 under section 74(2) of the Companies Act, 2013, the company has paid its pending fixed deposits along with overdue interest to its fixed deposit holders. Further, The Company has not accepted any further deposit from the public or members during the financial year.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

There were NIL Loans, Guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013.

VIGIL MECHANISM / WHISTLE BLOWER MECHANISM

The Company has a whistle blower policy to report genuine concerns or grievances. The Whistle Blower Policy has been posted on the website of the Company and whistle blower mechanism is reviewed regularly by the Audit Committee of the Company. There were Nil complaints recorded under Whistle Blower Mechanism during the year.

NOMINATION AND REMUNERATION POLICY

The Board of Directors has framed a policy which lays down a framework in relation to remuneration of Directors, Key Managerial Personnel and Senior Management of the Company. This policy also lays down criteria for selection and appointment of Board Members The details of this policy are explained in the Corporate Governance Report.

RISK MANAGEMENT POLICY

The Company has developed and implemented the risk management policy for the Company including identification therein of elements of risk, if any, which in the opinion of the Board may threaten the existence of the company. The Company has formulated a Risk Management Committee which discussed the impact and acceptability of all risks to which Company is exposed. It also discussed to take suitable action or propose to the Board of Directors for taking any suitable action for minimizing the risks. Accordingly, it has considered to study risks by dividing them into following categories :

1. Strategic Risk Assessment
2. Operation Risk Assessment
3. Compliance Risk Assessment
4. Internal Audit Risk Assessment
5. Financial Statement Risk Assessment
6. Fraud Risk Assessment
7. Market Risk Assessment
8. Credit Risk Assessment
9. Customer Risk Assessment
10. Supply Chain Risk Assessment
11. Product Risk Assessment
12. Security Risk Assessment
13. Information Technology Risk Assessment
14. Project Risk Assessment

Since our company is not among top 100 listed companies determined on the basis of market capitalization at the end of F.Y 2018-19 (on the basis of list of top 100 companies available on NSE/ BSE websites), it is not mandatory for our company to maintain such committee.

RELATED PARTY TRANSACTIONS

All transactions entered with Related Parties for the year under review were on arm's length basis and in the ordinary course of business and that the provisions of Section 188 of the Companies Act, 2013 are not attracted. Thus disclosure in form AOC-2 is not required. Further, there are no material related party transactions during the year under review with the Promoters, Directors or Key Managerial Personnel and there are no related party transactions which exceeds ten percent of the annual consolidated turnover of the Company as per last audited financial statements of the Company. The Company has developed a Related Party Transactions framework through Standard Operating Procedures for the purpose of identification and monitoring of such transactions.

All Related Party Transactions are placed before the Audit Committee on quarterly basis for confirmation. Omnibus approval was obtained on a yearly basis for transactions which are repetitive in nature subject to further approval in case actual transactions are found to be exceeding the omnibus approval. A statement giving details of all Related Party Transactions are placed before the Audit Committee for review on quarterly basis.

A Policy on Material Related Party Transactions as approved by the Board of Directors has been uploaded on the website of the Company www.atlasbicycles.com. None of the Directors has any pecuniary relationship or transactions vis-à-vis the Company.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS

There are no significant and material orders passed by the Regulators / Courts that would impact the going concern status of the Company and its future operations.

TRANSFER TO INVESTOR EDUCATION AND PROTECTION FUND (IEPF)

Pursuant to Rule 3 of the Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012, the Company has uploaded the details of unpaid and unclaimed amounts lying with it on the Ministry of Corporate Affairs website.

Equity shares in respect of which, the dividend for the year 2009-10 remained unclaimed for seven consecutive years has been transferred to the IEPF Authority, in compliance with Section 124 of the Companies Act, 2013 read with rule 6 of the Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2017, after giving individual notices to concerned Shareholders and advertisements in newspapers. Equity shares in respect of which, the dividend for the year 2010-11 remained unclaimed for seven consecutive years are under process of transferring to the IEPF Authority.

CORPORATE GOVERNANCE

The Company complies with the clauses of Listing Agreement entered into with the National Stock Exchange of India Limited and BSE Limited, where the Company's shares are listed and the Company complies with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Further, in terms of the provisions of Section C of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, your Company has complied with the requirements of Corporate Governance and a Report on Corporate Governance together with certificate from the Company's Statutory Auditors confirming compliance, is set out in a statement, which forms part of this Annual Report.

STATUTORY AUDITORS AND AUDITORS' REPORT

The shareholders of the company vide 66th Annual General Meeting of the company held on 28th September, 2017 approved appointment of M/s Dinesh Nangru & Co., Chartered Accountants (Firm Registration No. 015003N) for a term of five years commencing from F.Y 31st March, 2018 to FY 31st March, 2022 and hold office from the conclusion of the 66th Annual General Meeting of the Company till the conclusion of the 71st Annual General Meeting on such remuneration plus GST, out of pocket expenses, as may be mutually agreed between Board and Dinesh Nangru & Co.

As per amendments to the Companies Act, 2013 and rules made therein and as per notification dated 7th May, 2018 by the Ministry of Corporate Affairs (MCA), ratification of the Statutory Auditor is no longer required to be passed by shareholders at the ensuing Annual General Meeting (AGM) and therefore, approval of the shareholders is not sought at the ensuing AGM.

The qualifications or remarks in the Auditor's Report read with Notes to financial statements are self-explanatory.

SECRETARIAL AUDITOR AND SECRETARIAL AUDITOR'S REPORT

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and rules made thereunder, the Company has appointed M/s Mukesh Arora & Company, a firm of Company Secretaries in Practice (Certificate of Practice Number: 4405) to undertake the Secretarial Audit of the Company. The Secretarial Audit Report is annexed to this report and forms an integral part of this Report.

COST AUDIT

As per the requirement of Central Government and pursuant to Section 148 of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Rules, 2014 as amended from time to time, your Company is not required to carry out audit of cost records relating to Bicycle Industry. Accordingly, your Company did not appoint Cost Auditor in this financial year.

INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY

Your Company has a comprehensive and effective internal control and risk mitigation system, including internal financial control, for all the major processes, to ensure reliability of financial reporting, timely feedback on operational and strategic goals, compliance with policies, procedures, law and regulations, safeguarding of assets and economical and efficient use of resources. The Company's internal control system is commensurate with its size, scale and complexities of its operations. The main thrust of internal audit is to test and review controls, appraisal of risks and business processes, besides benchmarking controls with best practices in the industry.

The Audit Committee of the Company actively reviews the adequacy of internal control systems and effectiveness of internal audit function.

CORPORATE SOCIAL RESPONSIBILITY (CSR)

Requirements relating to Corporate Social Responsibilities as envisaged in Schedule VII of the Companies Act, 2013 and Companies (Corporate Social Responsibility Policy) Rules, 2014 are not applicable on our company for this financial year.

HUMAN RESOURCE DEVELOPMENT AND INDUSTRIAL RELATION

Your Company strives to provide the best working environment with ample opportunities to grow and explore. Your Company maintains a work environment that is free from physical, verbal and sexual harassment. Every initiative and policy of the Company takes care of welfare of all its employees. The human resource development function of the Company is guided by a strong set of values and policies. The details of initiatives taken by the Company for the development of human resource are given in Management Discussion and Analysis Report. The Company maintained healthy, cordial and harmonious industrial relations at all levels throughout the year.

STATUTORY INFORMATION

The Business Responsibility Reporting as required by Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is not applicable to your Company for the year under review.

PERSONNEL AND PARTICULARS OF EMPLOYEES

The industrial relations with the workers and staff of the Company remained cordial throughout the year. There was unity of objective among all levels of employees, continuously striving for improvement in work practices and productivity. Training and development of employees continue to be an area of prime importance.

Particulars of the employees as required under section 197 (12) of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and forming part of the Directors' Report for the year ended 31st March 2019 is annexed to this report and forms an integral part of this report.

None of the employees listed in the said Annexure is a relative of any Director of the Company. Apart from Mr. Vikram Kapur, President of Sonepat Unit, Mr. Rajiv Kapur, Joint President of Sonepat Unit, Mr. Gautam Kapur, Joint President of Sahibabad Unit, Mr. Girish Kapur, Joint President of Sahibabad Unit and Mr. Sanjay Kapur, Joint President of Malanpur Unit, none of the employees hold (by himself or along with his spouse and dependent children) more than two percent of the equity shares of the Company.

DISCLOSURES UNDER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION & REDRESSAL) ACT, 2013

There were NIL cases of sexual harassment filed during the Financial Year.

LISTING OF COMPANY'S EQUITY SHARE

Your Company's shares continue to be listed on BSE Limited and National Stock Exchange of India Limited. The annual listing Fee for the year 2018-19 has been paid to BSE Limited and National Stock Exchange of India Limited within stipulated time.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

The information under Section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 for the year ended 31st March 2019 is given here below:

CONSERVATION OF ENERGY

- Energy audit of the transformers installed in the factory was got done by approved agency and suggestions were implemented resulting in improved power factor.
- Cable end terminations changed with improved XLPE-aluminum lugs to eliminate joint heating to avoid wastages.

TECHNOLOGY ABSORPTION

The efforts made towards technology absorption were: -

- New bus bar panel installed between 33KVA transformer & main ACB.
- New Water Dry off Oven installed in existing phosphating plant to improve paint quality.

- All tubular HSD furnaces converted to PNG system burners.

FOREIGN EXCHANGE EARNING AND OUTGO

Total foreign exchange earned: ₹ 1403.92 lacs

Total foreign exchange used: ₹ 3544.99 lacs

DIRECTORS' RESPONSIBILITY STATEMENT

To the best of knowledge and belief and according to the information and explanations obtained by them, your Directors make the following statement in terms of Section 134(3)(c) of the Companies Act, 2013 that:

I. In the preparation of the Annual Accounts for the year ended 31st March 2019, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;

II. The directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent, so as to give a true and fair view of the state of affairs of the Company as at 31st March 2019 and of the loss of the Company for the year ended on that date.

III. The directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities, to the best of the knowledge and ability of the Directors

IV. The Annual Accounts have been prepared on a going concern basis.

V. The Directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and

VI. The Directors had devised proper system to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

INTERNAL FINANCIAL CONTROLS

The Internal Financial Controls with reference to Financial Statements are found to be adequate by the Statutory Auditors of the Company.

REPORT ON THE HIGHLIGHTS OF PERFORMANCE OF ITS SUBSIDIARY COMPANIES, JOINT VENTURES, ASSOCIATE COMPANIES AND THEIR CONTRIBUTION TO THE OVERALL PERFORMANCE OF THE COMPANY

The Company has 3 (three) wholly owned subsidiary companies viz. Atlas Cycles Sonepat Limited, Atlas Cycles (Sahibabad) Limited and Atlas Cycles (Malanpur) Limited. These companies are yet to commence its business and accordingly there are no highlights of performance or their contribution to the overall performance of the Company to reflect during the year. The Annual Reports of Subsidiary Companies are available for download at www.atlasbicycles.com. Apart from these, the Company do not have any associate companies and joint ventures.

Form AOC-1 containing salient features of 3 wholly owned subsidiary companies duly certified by Statutory Auditors of the Company under section 129(3) of the Companies Act, 2013 read with Rule 5 of Companies (Accounts) Rules, 2014 are annexed herewith. There are no associate companies as per definition given in Section 2(6) of the Companies Act, 2013.

There are no companies which have become or ceased to be subsidiary companies, associate companies or joint ventures during the year.

ACKNOWLEDGEMENT

The Board of Directors wishes to place on record its appreciation for the commitment, dedication and hard work done by the employees in the Company and the cooperation extended by Banks, Government authorities, customers and shareholders of the Company and looks forward to a continued mutual support and co-operation.

HIRA LAL BHATIA
(DIN: 00159258)
3-B/11, N.E.A., Utri Marg,
New Delhi – 110060

ISHWAR DAS CHUGH
(DIN: 00073257)
I-73, Naraina Vihar,
New Delhi - 110028

DIRECTORS

Date : 29th October, 2019
Place: Delhi

FORM MR-3
SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2019

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014].

To
The Members,
Atlas Cycles (Haryana) Limited
Atlas Road, Industrial Area,
Sonepat, Haryana-131001

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Atlas Cycles (Haryana) Limited (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's Books, Papers, Minute Books, Forms and Returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2019 ('Audit Period'), complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter :

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2019 according to the provisions of:

(i) The Companies Act, 2013 (the Act) and the rules made there under;

(ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;

(iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;

(iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings

(v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') viz: -

(a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

(b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

(c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 **(Not applicable as the company did not issue any security during the financial year under review.)**

(d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 **(Not applicable as the company has not granted any options to its employees during the financial year under review);**

(e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 **(Not applicable as the company has not issued any debt securities during the financial year under review);**

(f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

(g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009. **(Not applicable as the company has not Delisted its Equity Shares during the financial year under review); and**

(h) The Securities and Exchange Board of India (Buy-back of Securities) Regulations, 1998 (**Not applicable as the company has not bought back any of its securities during the financial year under review);**

(vi) Any other applicable laws like Factories Act, 1948, The Payment of Gratuity Act, 1972;

I have also examined compliance with the applicable clauses / regulations of the following:

(i) Secretarial Standards issued by The Institute of Company Secretaries of India i.e. Secretarial Standards-1(Meeting of the Board of Directors) &

(ii) Secretarial Standards-2 (General Meetings)

(ii) The Listing Agreements entered into by the Company with National Stock Exchange **(NSE)** and Bombay Stock Exchange **(BSE).**

(iii) The Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

Further reported that:

- The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
- Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- Majority decision at Board Meeting and Committee are carried through while the dissenting members' views are captured and recorded as part of the minutes.

I further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

For Mukesh Arora & Co.

Practicing Company Secretaries
Mukesh Arora
F.C.S No. 4819
C.P No. 4405

Date: - 14th August, 2019
Place:- New Delhi

This report is to be read with our letter of even date which is annexed as Annexure-A and forms an integral part of this report.

Annexure A

To
The Members,
Atlas Cycles (Haryana) Limited
Atlas Road, Industrial Area
Sonepat -131001,
Haryana

My report of even date is to be read along with this letter

1. Maintenance of Secretarial Record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on audit.
2. I have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on the test basis to ensure that correct facts are reflected in Secretarial records. I believe that the process and practices we followed provide a reasonable basis for our opinion.
3. I have not verified the correctness and appropriateness of financial records and books of Accounts of the company**.**
4. Wherever required, I have obtained the management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of Management. My examination was limited to the Verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Signature:

Date: 14th August, 2019
Place: New Delhi

Prop.
(Mukesh Arora)
Practicing Company Secretary
Member ship No. 4819
Certificate of Practice No. 4405

ANNEXURE-1

FORM NO. MGT 9
EXTRACT OF ANNUAL RETURN
As on financial year ended on 31.03.2019
Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014.

I. REGISTRATION & OTHER DETAILS:

1.	CIN	L35923HR1950PLC001614
2.	Registration Date	31st May,1950
3.	Name of the Company	Atlas Cycles (Haryana) Limited
4.	Category/Sub-category of the Company	Public company / Limited by shares
5.	Address of the Registered office & contact details	Atlas Cycles (Haryana) Limited, Industrial Area, Atlas Road,Sonepat –131001 (Haryana)
6.	Whether listed or Unlisted	Listed
7.	Name, Address & contact details of the Registrar & Transfer Agent, if any.	MAS SERVICES LIMITED T-34, 2nd floor, Okhla IndustrialArea, phase-2, New Delhi-110020 Tel: (0110 26387281, 82, 83), Email : info@masserv.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY (All the business activities contributing 10 % or more of the total turnover of the company shall be stated)

S. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Manufacturers of Bicycles	3761 & 3768	100%

III. PARTICULARS OF HOLDING,SUBSISIARY AND ASSOCIATE COMPANIES

S. No.	Name and address of the company	CIN/GLN	Holding/Subsidiary/ Associate	% of shares held	Applicable Section
1	Atlas Cycles (Malanpur) Limited	U35929HR1999PLC034259	SUBSIDIARY	100%	2(87)
2	Atlas Cycles (Sahibabad) Limited	U35929HR1999PLC034260	SUBSIDIARY	100%	2(87)
3	Atlas Cycles Sonepat Limited	U35929HR1999PLC034261	SUBSIDIARY	100%	2(87)

VI. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)
Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year [As on 31-March-2018]				No. of Shares held at the end of the year [As on 31-March-2019]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) **Indian**									
a) Individual/ HUF	1524601	125278	1649879	25.37	1469249	108054	1577303	24.25	-1.12
b) Central Govt	0	0	0	0	0	0	0	0	0
c) State Govt(s)	0	0	0	0	0	0	0	0	0
d) Bodies Corp.	1181274	7176	1188450	18.27	1181274	7176	1188450	18.27	0
e) Banks / FI	0	0	0	0	0	0	0	0	0
f) Any other	0	0	0	0	0	0	0	0	0
Total shareholding of Promoter (A)	**2705875**	**132454**	**2838329**	**43.64**	**2650523**	**115230**	**2765753**	**42.52**	**-1.12**

Category of Shareholders	No. of Shares held at the beginning of the year [As on 31-March-2018]				No. of Shares held at the end of the year [As on 31-March-2019]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	0	1906	1906	0.029	0	32	32	0.001	-0.028
b) Banks / FI	152	0	152	0.002	152	0	152	0.002	0
c) Central Govt	0	0	0	0	0	0	0	0	0
d) State Govt(s)	0	0	0	0	0	0	0	0	0
e) Venture Capital Funds	0	0	0	0	0	0	0	0	0
f) Insurance Companies	0	0	0	0	0	0	0	0	0
g) FIIs	0	0	0	0	0	0	0	0	0
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
i) Others (specify)	0	0	0	0	0	0	0	0	0
Sub-total (B)(1):-	**152**	**1906**	**2058**	**0.031**	**152**	**32**	**184**	**0.003**	**-0.028**
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	390219	10146	400365	6.16	398772	8510	407282	6.26	0.1
ii) Overseas	0	0	0	0	0	0	0	0	0
b) Individuals									
i) Individual shareholders holding nominal share capital up to Rs.2 lakh	2644068	376458	3020526	46.44	2810690	265294	3075984	47.29	0.85
ii) Individual shareholders holding nominal share capital in excess of Rs. 2 lakh	106222	0	106222	1.63	137059	0	137059	2.11	0.48
c) Others (specify)									
Non Resident Indians	47068	594	47662	0.733	58104	250	58354	0.9	0.17
Overseas Corporate Bodies	0	0	0	0	0	0	0	0	0
Foreign Nationals	0	0	0	0	0	0	0	0	0
Clearing Members	83674	0	83674	1.29	54220	0	54220	0.83	-0.47
Trusts	5002	0	5002	0.08	5002	0	5002	0.08	0
Foreign Bodies - D R	0	0	0	0	0	0	0	0	0
Sub-total (B)(2):-	**3276253**	**387198**	**3663451**	**56.33**	**3463847**	**274054**	**3737901**	**57.47**	**1.13**
Total Public Shareholding (B)=(B)(1)+ (B)(2)	**3276405**	**389104**	**3665509**	**56.36**	**3463999**	**274086**	**3738085**	**57.48**	**1.11**
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
Grand Total (A+B+C)	**5982280**	**521558**	**6503838**	**100**	**6114522**	**389316**	**6503838**	**100**	**0**

B) Shareholding of Promoter-

S. No.	Shareholder's Name	Shareholding at the beginning of the year [As on 31-March-2018]			Shareholding at the end of the year [As on 31-March-2019]			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged/ encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged/ encumbered to total shares	
1	Sanjay Kapur	213198	3.28	0	2,30,422	3.54	0	0.26
2	Sanjay Kapur (HUF)	36678	0.56	0	36678	0.56	0	0
3	Vikram Kapur	91068	1.40	0	91068	1.40	0	0
4	Vikram Kapur(HUF)	41320	0.64	0	41320	0.64	0	0
5	Gautam Kapur	259008	3.98	0	259008	3.98	0	0
6	Girish Kapur	124242	1.91	0	124242	1.91	0	0.00
7	Rajiv Kapur	86290	1.33	0	86290	1.33	0	0
8	Rajiv Kapur (HUF)	94438	1.45	0	94438	1.45	0	0.00
9	Jai Dev Kapur	34884	0.54	0	34884	0.54	0	0
10	Salil Kapur	532	0.01	0	532	0.01	0	0
11	Arun Kapur	78552	1.21	0	23200	0.36	0	-0.85
12	Neely Kapur	324	0.00	0	324	0.00	0	0
13	Angad Kapur	51800	0.80	0	51800	0.80	0	0
14	Meera Kapur	23646	0.36	0	23646	0.36	0	0
15	Bimla Kapur	31390	0.48	0	31390	0.48	0	0
16	B.D. Kapur (HUF)	36238	0.56	0	36238	0.56	0	0
17	Achla Bawa	99	0.00	0	99	0.00	0	0.00
18	Rahul Kapur	37388	0.57	0	37388	0.57	0	0.00
19	Rishav Kapur	37390	0.57	0	37390	0.57	0	0.00
20	Radhika Girish Kapur	132968	2.04	0	132968	2.04	0	0.00
21	Bindu Kapur	24262	0.37	0	24262	0.37	0	0
22	Abhinav Kapur	48700	0.75	0	48700	0.75	0	0
23	Malti P Mehra	2	0.00	0	2	0.00	0	0
24	Ashwin Kapur	26198	0.40	0	26198	0.40	0	0
25	Prashant Kapur	26198	0.40	0	26198	0.40	0	0
26	Sakshi Kapur	13460	0.21	0	13460	0.21	0	0
27	Siddhant Kapur	43324	0.67	0	43324	0.67	0	0
28	Renu Aggarwal	2	0.00	0	2	0.00	0	0
29	Shri Jagdish Kapur (HUF)	34448	0.53	0	0	0	0	-0.53
30	Madhvi Malhotra	21832	0.34	0	21832	0.34	0	0
31	Milton cycles Industries Pvt. Ltd.	651692	10.02	0	651692	10.02	0	0
32	Limrose Engg. Works Pvt. Ltd.	515300	7.92	0	515300	7.92	0	0
33	Corona Rim Mfg. Co. Ltd	7176	0.11	0	7176	0.11	0	0
34	Jankidas & Sons Pvt. Ltd	14282	0.22	0	14282	0.22	0	0
	TOTAL	**2838329**	**43.641**	**0**	**2765753**	**42.52**	**0**	-1.12

C) Change in Promoters' Shareholding (please specify, if there is no change)

S. No.	Name	Shareholding		Date	Increase/ (Decrease) in Shareholding	Reason	Cumulative Shareholding During the Year (01.04.2018 to 31.03.2019)	
		No. of shares at the beginning of the year (01-04-18)	% of total shares of the company				No. of shares	% of total shares of the company
1.	Arun Kapur	78552	1.21	31.03.2018				
				26.03.2019	18452	Transmission to Raoshmi Kapur	60100	0.92
				26.03.2019	18450	Transmission to Ashwath Kapur	41650	0.64
				26.03.2019	18450	Transmission to Akshay Kapur	23200	0.36
				31.03.2019			23200	0.36
2.	Shri Jagdish Kapur (HUF)	34448	0.53	31.03.2018			34448	0.53
				06.08.2018	17224	Partition of H.U.F to Salil kapur	17224	0.265
				06.08.2018	17224	Partition of H.U.F to Sanjay kapur	17224	0.265
				31.03.2019			0	0
3.	Sanjay Kapur	213198	3.28	31.03.2018			213198	3.28
				06.08.2018	17224	Received due to Partition of Jagdish Kapoor - H.U.F.	230422	3.54
				31/03/2019			230422	3.54

D) Shareholding Pattern of top ten Shareholders:
(Other than Directors, Promoters and Holders of GDRs and ADRs):

S. No.	Name	Shareholding		Date	Increase/ (Decrease) in Shareholding	Reason	Cumulative Shareholding During the Year (01.04.2018 to 31.03.2019)	
		No. of shares at the beginning of the year (01-04-18)	% of total shares of the company				No. of shares	% of total shares of the company
1	SANJEEV RAGHUBANS KANWAR.	26662	0.41	31/03/2018 31.03.2019			26662 26662	0.41 0.41
2	VIJIT RAMAVAT	34900	0.54	13/04/2018 20/04/2018 11/05/2018 08/06/2018 31/03/2019	7735 13626 50 6212	Sale Sale Sale Sale	27165 13539 13489 7277 7277	0.42 0.21 0.21 0.11 0.11
3	MY MONEY CAPITAL SERVICES PVT LTD	43322	0.67	28/09/2018 08/03/2019 31/03/2019	20000 21000	Sale Sale	23322 2322 2322	0.36 0.04 0.04
4	MY MONEY SECURITIES LIMITED	155704	2.39	31/03/2018 18/05/2018 16/11/2018 23/11/2018 22/03/2019 29/03/2019 30/03/2019 31/03/2019	9440 1000 1000 10000 11000 21000	Sale Buy Sale Buy Buy Sale	155704 146264 147264 146264 156264 167264 146264 146264	2.39 2.25 2.26 2.25 2.40 2.57 2.25 2.25

S. No.	Name	Shareholding		Date	Increase/ (Decrease) in Shareholding	Reason	Cumulative Shareholding During the Year (01.04.2018 to 31.03.2019)	
		No. of shares at the beginning of the year (01-04-18)	% of total shares of the company				No. of shares	% of total shares of the company
5	BHAVNABEN S. PATEL	18442	0.283	31/03/2018			18442	0.28
				27/04/2018	15510	Buy	33952	0.52
				31/03/2019			33952	0.52
6	SHASHANK S KHADE	42542	0.65	31/03/2018			42542	0.65
				20/07/2018	9000	Buy	51542	0.79
				27/07/2018	5256	Buy	56798	0.87
				03/08/2018	1111	Buy	57909	0.89
				17/08/2018	3781	Buy	61690	0.95
				24/08/2018	4048	Buy	65738	1.01
				31/03/2019	4365	Buy	70103	1.08
				31/03/2019			70103	1.08
7	VARSHA VORA	33424	0.51	31/03/2018			33424	0.51
				15/02/2019	1000	Sale	32424	0.50
				22/02/2019	178	Sale	32246	0.50
				08/03/2019	800	Sale	31446	0.48
				15/03/2019	1001	Sale	30445	0.47
				31/03/2019			30445	0.47
8	NIMISH LAXMICHAND KENIA	25003	0.38	30/03/2018			25003	0.38
				27/07/2018	4997	Buy	30000	0.46
				31/03/2018			30000	0.46
9	RAMESH CHAND	63680	0.98	31/03/2018			63680	0.98
				11/05/2018	680	Sale	63000	0.97
				16/11/2018	2235	Buy	65235	1.00
				22/03/2019	1721	Buy	66956	1.03
				31/03/2019			66956	1.03
10	MEHAK INFRACON PRIVATE LIMITED	13010	0.20	31/03/2018			13010	0.20
				18/05/2018	9440	Buy	22450	0.35
				28/09/2018	20000	Buy	42450	0.65
				31/03/2019			42450	0.65
11	BHARATI BHARAT KENIA	25000	0.38	31/03/2018			25000	0.38
				03/08/2018	1500	Buy	26500	0.41
				24/08/2018	1500	Buy	28000	0.43
				07/09/2018	2500	Buy	30500	0.47
				14/09/2018	3000	Buy	33500	0.52
				21/09/2018	1500	Buy	35000	0.54
				31/03/2019			35000	0.54
12	LAXMICHAND KUNVERJI KENIA	25000	0.38	31/03/2018			25000	0.38
				10/08/2018	200	Buy	25200	0.39
				24/08/2018	2800	Buy	28000	0.43
				07/09/2018	2000	Buy	30000	0.46
				14/09/2018	3000	Buy	33000	0.51
				21/09/2018	2000	Buy	35000	0.54
				05/10/2018	5000	Buy	40000	0.62
				31/03/2019			40000	0.62
13	RAJNI SETH	25708	0.37	31/03/2018			25708	0.40
				31/03/2019			25708	0.40

E) Shareholding of Directors and Key Managerial Personnel:

S. No.	Name	Shareholding		Date	Increase/ (Decrease) in Shareholding	Reason	Cumulative Shareholding During the Year (01.04.2018 to 31.03.2019)	
		No. of shares at the beginning (01-04-18)	% of total shares of the company				No. of shares	% of total shares of the company
A	**DIRECTOR**							
1	Mr. Hira LalBhatia	2625 **2625**	0.04 **0.04**	1-Apr-18 **31-Mar-19**	0	Nil Movement	2625 **2625**	0.04 **0.04**
2	Mr. Kartik RoopRai.	0 **0**	0.00 **0.00**	1-Apr-18 **31-Mar-19**	0	Nil Movement	0 **0**	0.00 **0.00**
3	Mr. Sanjiv KavaljitSingh	0 **0**	0.00 **0.00**	1-Apr-18 **31-Mar-19**	0	Nil Movement	0 **0**	0.00 **0.00**
4	#Ms. Sadhna Syal	0 **0**	0.00 **0.00**	1-Apr-18 **31-Mar-19**	0	Nil Movement	0 **0**	0.00 **0.00**
B	**Key Managerial Personnel**							
1	Mr. I.D Chugh **(Whole time Director)**	120 **120**	0.00 **0.00**	1-Apr-18 **31-Mar-19**	0	Nil Movement	120 **120**	0.00 **0.00**
2	Mr. Chander Mohan Dhall **(Chief Financial Officer)**	0 **0**	0.00 **0.00**	1-Apr-18 **31-Mar-19**	0	Nil Movement	0 **0**	0.00 **0.00**
3	Mr. Narendra Pal Singh (), **(Chief Executive Officer)**	0 **0**	0.00 **0.00**	1-Apr-18 **31-Mar-19**	0	Nil Movement	0 **0**	0.00 **0.00**
4	*Mr. Nikhil Bindal **(Company Secretary)**	0 **0**	0.00 **0.00**	19-Jan-19 **31-Mar-19**	0	Nil Movement	0 **0**	0.00 **0.00**

#Ms. Sadhna Syal (DIN: 07837529) has resigned from the post of Independent Director of the company w.e.f 22.04.2019. Ms. Sadna Syal has been Re-appointed as Additional Independent Director of the company w.e.f. 29th October, 2019 subject to the approval of the shareholders in the ensuing Annual General Meeting.

*** Mr. Lalit Lohia has resigned from the post of Company Secretary with effect from 18.01.2019 and Mr. Nikhil Bindal was appointed as Company Secretary of the Company w.e.f. 19.01.2019 in his place and is Key Managerial Personnel of the Company from such date.**

F) INDEBTEDNESS -Indebtedness of the Company including interest outstanding/accrued but not due for payment. (₹ in lacs)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	3609.87	0	79.27	**3689.14**
ii) Interest due but not paid	28.26	0	12.28	**40.54**
iii) Interest accrued but not due	0	0		
Total (i+ii+iii)	**3638.13**	0	91.55	**3729.68**
Change in Indebtedness during the financial year				
*** Addition**	1346.44	0	0	**1346.44**
*** Reduction**	201.53	0	91.55	**293.08**
Net Change	**1144.91**	0	**-91.55**	**1053.36**
Indebtedness at the end of the financial year				
i) Principal Amount	4783.04	0	0	4783.04
ii) Interest due but not paid	0	0	0	**0**
iii) Interest accrued but not due	0	0	0	**0**
Total (i+ii+iii)	**4783.04**	0	**0**	**4783.04**

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-

A. Remuneration to Managing Director, Whole-time Directors and/or Manager: (₹ in lacs)

S. No.	Particulars of Remuneration	Whole Time Director (I.D Chugh)
1	**Gross salary**	
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	**24.98**
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	NIL
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	NIL
2	**Stock Option**	NIL
3	**Sweat Equity**	NIL
4	**Commission**	
	- as % of profit	NIL
	- others, specify	0
	Total (A)	**24.98**

B. Remuneration to other directors (₹ in lacs)

S. No.	Particulars of Remuneration	Name of Directors				Total Amount
		Mr. HiraLal Bhatia	Mr. Kartik Roop Rai.	Mr. Sanjiv Kavaljit Singh	Ms.Sadhna Syal#	(in ₹)
1	**Independent Directors**					
	Fee for attending board meetings (in ₹)	N.A	1.20	1.20	**0.80**	**3.20**
	Commission		0	0	0	0
	Others, please specify		**0**	**0**	0	0
	Total (1)		**1.20**	**1.20**	**0.80**	**3.20**
2	**Other Non-Executive Directors**					
	Fee for attending board meetings (in ₹)	0.90	N.A		N.A	0.90
	Commission	**0**				0
	Others, please specify	0				0
	Total (2)	**0.90**				**0.90**
	Total (B)=(1+2) (in ₹)	**0.90**	**1.20**	**1.20**	**0.80**	**4.10**

 # Ms. Sadhna Syal (DIN: 07837529) has resigned from the post of Independent Director of the company w.e.f 22.04.2019. Ms. Sadna Syal has been Re-appointed as Additional Independent Director of the company w.e.f. 29th October, 2019 subject to the approval of the shareholders in the ensuing Annual General Meeting.

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD (₹ in lacs)

S. No.	Particulars of Remuneration	Key Managerial Personnel		
		CFO Mr. C.M. Dhall	*CS Mr. Nikhil Bindal	CEO Mr. Narendra Pal Singh
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	9.00	2.75	19.22
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	0	0	0
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	0	0	0
2	Stock Option	0	0	0
3	Sweat Equity	0	0	
4	Commission	0	0	0
	- as % of profit	0	0	0
	others, specify…	0	0	0
5	Others, please specify	0	0	0
	Total	**9.00**	**2.75**	**19.22**

*** Mr. Lalit Lohia has resigned from the post of Company Secretary with effect from 18.01.2019 and Mr. Nikhil Bindal was appointed as Company Secretary of the Company w.e.f. 19.01.2019 in his place and is Key Managerial Personnel of the Company from such date.**

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act, 2013	Brief Description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty	NIL				
Punishment					
Compounding					
B. DIRECTORS					
Penalty	NIL				
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty	NIL				
Punishment					
Compounding					

Form AOC-1

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures as at/ for the year ended 31st March, 2019

Part "A": Subsidiaries

(Information in respect of each subsidiary to be presented with amounts in Rs.)

Sl. No.	Particulars	Details		
1.	Sl. No.	(1)	(2)	(3)
2.	Name of the subsidiary	Atlas Cycles (Sahibabad) Limited (CIN : U35929HR1999 PLC034260)	Atlas Cycles (Malanpur) Limited (CIN: U35929HR1999 PLC034259)	Atlas Cycles Sonepat Limited (CIN: U35929HR1999 PLC034261)
3.	The date since when subsidiary was acquired	28-05-1999	28-05-1999	28-05-1999
4.	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	NA	NA	NA
5.	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	NA	NA	NA
6.	Share capital	5,00,000	5,00,000	5,00,000
7.	Reserves & surplus	(4,65,006)	(4,87,366)	(4,68,756)
8.	Total assets	39,712	17,352	40,445
9.	Total Liabilities	39,712	17,352	40,445
10.	Investments	—	—	—
11.	Turnover	—	—	—
12.	Profit before taxation	(1,05,348)	(1,05,820)	(1,09,470)
13.	Provision for taxation	—	—	—
14.	Profit after taxation	(1,05,348)	(1,05,820)	(1,09,470)
15.	Proposed Dividend	—	—	—
16.	Extent of shareholding (in percentage)	100%	100%	100%

Notes:

1. Names of subsidiaries which are yet to commence operations : Atlas Cycles (Sahibabad) Limited, Atlas Cycles (Malanpur) Limited and Atlas Cycles Sonepat Limited.
2. Names of subsidiaries which have been liquidated or sold during the year : NIL.

Part "B": Associates and Joint Ventures

Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures

Sl. No.	Name of associates/Joint Ventures	NIL		
1.	Latest audited Balance Sheet Date	—	—	—
2.	Date on which the Associate or Joint Venture was associated or acquired	—	—	—
3.	Shares of Associate or Joint Ventures held by the Company on the year end	—	—	—
	No.	—	—	—
	Amount of Investment in Associates or Joint Venture	—	—	—
	Extend of Holding (in percentage)	—	—	—
4.	Description of how there is significant influence	—	—	—
5.	Reason why the associate/joint venture is not consolidated	—	—	—
6.	Networth attributable to shareholding as per latest audited Balance Sheet	—	—	—
7.	Profit/Loss for the year	—	—	—
	i. Considered in Consolidation	—	—	—
	ii. Not Considered in Consolidation	—	—	—

NOTES :

1. Names of associates or joint ventures which are yet to commence operations : NIL
2. Names of associates or joint ventures which have been liquidated or sold during the year: NIL

This Form is certified in the same manner in which the Balance Sheet is certified.

For **DINESH NANGRU & COMPANY**
Chartered Accountants
FRN: 015003N

Narendra Pal Singh
Chief Executive Officer

Chander Mohan Dhall
Chief Financial Officer

CA. DINESH NANGRU
PARTNER
M. No. – 094779

Nikhil Bindal
Company Secretary

Hira Lal Bhatia
(DIN: 00159258)
Chairman &
Non Executive Director

Ishwar Das Chugh
(DIN: 00073257)
Whole Time Director

Place : New Delhi
Date : 29th October, 2019

Part A:

DISCLOSURE IN DIRECTOR'S REPORT PURSUANT TO SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL), RULES, 2014

Sr. no.	Requirements	Disclosure	
1.	The ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year	**Name of the Director**	**Ratio**
		Mr. Hira Lal Bhatia (DIN: 00159258)	**NA**
		Mr. I. D. Chugh (DIN: 00073257)	**9.42 X**
		Mr. Kartik Roop Rai (DIN: 06789287)	**NA**
		Mr. Sanjiv Kavaljit Singh (DIN: 00015689)	**NA**
		Ms. Sadhna Syal (DIN: 07837529)*	**NA**
		Note: 1. The median remuneration of employees of the Company was ₹ 2,64,881/- p.a. 2. For this purpose, Sitting Fees paid to the Directors has not been considered as remuneration. Only Mr. I D Chugh, Whole Time Director is paid remuneration and other directors are paid only sitting fees for attending board meetings and committee meetings. 3. Figures have been rounded off wherever necessary * Ms. Sadhna Syal (DIN: 07837529) has resigned from the post of Independent Director of the company w.e.f 22.04.2019. Ms. Sadna Syal has been Re-appointed as Additional Independent Director of the company w.e.f. 29th October, 2019 subject to the approval of the shareholders in the ensuing Annual General Meeting.	
2.	The percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer and Company Secretary in the financial year. ***	Mr. Hira Lal Bhatia (DIN: 00159258)*	**NA**
		Mr. I. D. Chugh (DIN: 00073257)	**26.54%**
		Mr. Kartik Roop Rai (DIN: 06789287)*	**NA**
		Mr. Sanjiv Kavaljit Singh (DIN: 00015689)*	**NA**
		Ms. Sadhna Syal (DIN: 07837529)*	**NA**
		Mr. Chander Mohan Dhall (CFO)	**0.00%**
		Mr. Narendra Pal Singh (CEO)	**0.31%**
		Mr. Nikhil Bindal (CS)**	**0.00%**
		* For this purpose, Sitting Fees paid to the Directors have not been considered as remuneration. ** Mr. Lalit Lohia has resigned from the post of Company Secretary with effect from 18.01.2019 and Mr. Nikhil Bindal was appointed as Company Secretary of the Company w.e.f. 19.01.2019 in his place and is Key Managerial Personnel of the Company from such date. ***Increase in remuneration is made as per appraisal system and Remuneration and Nomination Policy of the Company	
3.	The percentage increase in the median remuneration of employees in the financial year:	5.68%	
4.	The number of permanent employees on the rolls of company.	There were 392 employees as on March 31, 2019	
5.	Average percentage increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentage increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration.	Same	
6.	Affirmation that the remuneration is as per the remuneration policy of the Company	Yes, it is confirmed.	

General Note:

1. Profit of the Company is calculated as per Section 198 of the Companies Act, 2013.

Part-B

DISCLOSURE UNDER RULE 5(2) AND 5(3) OF COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

STATEMENT SHOWING TOP TEN EMPLOYEES OF THE COMPANY IN TERM OF COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL), RULES, 2014

Sr. No.	Name	Designation	Remuneration Received	Qualification & Experience	Date of Joining	Age	Last Employment Before joining the Company	% of Equity Shres held
1.	MR. GAUTAM KAPUR	JOINT PRESIDENT(Sahibabad)	6,71,523	M.B.A 42 years	22.07.1977	63	NIL	4.35%
2.	MR. GIRISH KAPUR	JOINT PRESIDENT(Sahibabad)	6,71,523	M.B.A 42 years	22.07.1977	63	NIL	3.95%
3.	MR. VIKRAM KAPUR	PRESIDENT(Sonepat)	5,64,479	B.com Hons. 47 years	11.07.1972	67	NIL	2.04%
4.	MR. RAJIV KAPUR	JOINT PRESIDENT(Sonepat)	5,64,364	M.B.A 35 years	25.07.1984	56	NIL	2.78%
5.	MR. RISHAV KAPUR	SENIOR VICE PRESIDENT (Sahibabad)	5,50,026	B.A. Hons. 17 yrs	29.04.2002	39	NIL	0.57%
6.	MR. RAHUL KAPUR	SENIOR VICE PRESIDENT (Sahibabad)	5,36,796	M.B.A. 11 years	01.06.2008	34	NIL	0.57%
7.	MR. ABHINAV KAPUR	SENIOR VICE PRESIDENT (Sahibabad)	4,84,068	B.Sc in Business Mgmt 11 years	01.08.2008	33	NIL	0.75%
8.	MR. ANGAD KAPUR	SENIOR VICE PRESIDENT (Sonepat)	4,67,833	B.com 20 years	20.07.1999	41	NIL	0.80%
9.	MR. M R AGRAWAL	CHIEF GENERAL MANAGER PURCHASE (Sahibabad)	2,12,160	M.B.A. 36 years	15.01.1983	64	MODI SPINNING MILL	0.00%
10.	MR. SUNIL KHANNA	CHIEF GENERAL MANAGER FINANCE (Sahibabad)	2,07,404	B.COM(HONS) CA, BBM 39 years	09.09.1957	62	KAPOOR ENGG. WORKS	0.00%

Note: No Employee is a relative of any Director or Manager of the Company.

* We have taken CTC received in the month of March, 2019 as the basis for calculation, considering only for those employees who are employed throughout the F.Y 2018-19.

STATEMENT SHOWING EMPLOYEES OF THE COMPANY DRAWING SALARY MORE THAN WHOLE TIME DIRECTOR OF THE COMPANY AND HOLDING MORE THAN 2% EQUITY SHARES :

Sr. No.	Name	Designation	Remuneration Received	Qualification & Experience	Date of Joining	Age	Last Employment Before joining the Company	% of Equity Shres held
1.	MR. GAUTAM KAPUR	JOINT PRESIDENT(Sahibabad)	6,71,523	M.B.A 42 years	22.07.1977	63	NIL	4.35%
2.	MR. GIRISH KAPUR	JOINT PRESIDENT(Sahibabad)	6,71,523	M.B.A 42 years	22.07.1977	63	NIL	3.95%
3.	MR. VIKRAM KAPUR	PRESIDENT(Sonepat)	5,64,479	B.com Hons. 47 years	11.07.1972	67	NIL	2.04%
4.	MR. RAJIV KAPUR	JOINT PRESIDENT(Sonepat)	5,64,364	M.B.A 35 years	25.07.1984	56	NIL	2.78%
5.	MR. RISHAV KAPUR	SENIOR VICE PRESIDENT (Sahibabad)	5,50,026	B.A. Hons. 17 yrs	29.04.2002	39	NIL	0.57%
6.	MR. RAHUL KAPUR	SENIOR VICE PRESIDENT (Sahibabad)	5,36,796	M.B.A. 11 years	01.06.2008	34	NIL	0.57%
7.	MR. ABHINAV KAPUR	SENIOR VICE PRESIDENT (Sahibabad)	4,84,068	B.Sc in Business Mgmt 11 years	01.08.2008	33	NIL	0.75%
8.	MR. ANGAD KAPUR	SENIOR VICE PRESIDENT (Sonepat)	4,67,833	B.com 20 years	20.07.1999	41	NIL	0.80%
9.	MR. M R AGRAWAL	CHIEF GENERAL MANAGER PURCHASE (Sahibabad)	2,12,160	M.B.A. 36 years	15.01.1983	64	MODI SPINNING MILL	0.00%
10.	MR. SUNIL KHANNA	CHIEF GENERAL MANAGER FINANCE (Sahibabad)	2,07,404	B.COM(HONS) CA, BBM 39 years	09.09.1957	62	KAPOOR ENGG. WORKS	0.00%

Employees employed throughout the year and were in receipt of remuneration of not less than 102 lakh per annum or, if employed for a part of the year, were in receipt of remuneration at a rate of not less than rupees 8.5 lakh per month (or in excess of remuneration paid to managing director) and their shareholding:

-There was no such employees.

CORPORATE GOVERNANCE REPORT 2018-2019

CIN:L35923HR1950PLC001614

The Directors present the Company's Report on Corporate Governance for the year ended March 31, 2019, in compliance with the requirements stipulated under Regulation 17 to 27 read with Schedule V and clauses (b) to (i) of sub-regulation (2) of Regulation 46 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as applicable, with regard to corporate governance.

Corporate Governance is the set of policies, processes and practices governing the affairs of a Company in pursuit of its business goals. Corporate Governance is based on the principles of integrity, fairness, equity, transparency, accountability and commitment to values. Good governance practices stem from the culture and mindset of the organization. As stakeholders across the globe evince keen interest in the practices and performance of companies, Corporate Governance has emerged on the centre stage.

Over the years, governance processes and systems have been strengthened and institutionalized at Atlas. Effective implementation of these policies underpins the commitment of the Company to uphold highest principles of Corporate Governance consistent with the Company's goal to enhance shareholders' value.

Keeping in view the Company's size, complexity, global operations and corporate traditions, the Company's Governance framework is based on the following main principles:

- Constitution of Board of Directors of appropriate composition, size, varied expertise and commitment to discharge their responsibilities and duties.
- Ensuring timely flow of information to the Board and its Committees to enable them to discharge their functions effectively.
- A sound system of risk management and internal control.
- Independent verification and safeguarding integrity of the Company's financial reporting.
- Timely and balanced disclosure of all material information concerning the Company to all stakeholders.
- Transparency and accountability.
- Fair and equitable treatment to all stakeholders including employees, customers, shareholders and investors.
- Compliance with all the rules and regulations.

The Company recognizes that good Corporate Governance is a continuing exercise and is committed to follow the best practices in the overall interest of the stakeholders.

A Report on compliance with the principles of Corporate Governance as prescribed by The Securities and Exchange Board of India (SEBI) in Chapter IV read with Schedule V of the Listing Regulations is give below:

1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

Corporate Governance deals with the complex set of relationships between the Company and its board of directors, management, shareholders and other stakeholders. Your Company believes that changes are inevitable in the corporate world, whether relating to laws, rules, regulations, standards, procedures, public disclosures, thereby constantly posing challenges for the corporate to meet with the highest set of standards of business ethics and fair play. However adherence to Corporate Governance practices at each such time shall lead the way to transparent and just business operations.

Corporate Governance encompasses good practices, adherence to laws, procedures, standards and implicit rules that enable the management to take wise and sound decisions, whose results will have an impact not only on its shareholders, creditors, associates, employees and the government but society at large. The core objective of Corporate Governance is to maximize shareholder value through an open and transparent disclosure regime. Corporate Governance practice enables every stakeholder to have access to fullest information about the Company and its functioning thereby achieving stakeholder's satisfaction.

In view of the above statement, your Company reaffirms its commitment to excellence in Corporate Governance and constantly strives and endeavors to attain the high standards of business ethics and fair play, by employing the finest practices of corporate values and ethics. Your Company also believes that good Corporate Governance will also help to translate into being a responsible corporate citizen.

2. BOARD OF DIRECTORS

Composition and category

The Board of Directors of the Company **("the Board")** provides leadership and guidance to the Company's Management and also supervises, directs and manages the performance of the Company. The Board has constituted various committees of Directors, for the matters requiring special attention and their effective and efficient disposal.

Your Company's Board is represented by professionally qualified Executive, Non-Executive and Independent Non Executive Directors. The Board as on 31.03.2019 was comprised of one Executive director, one Non Executive Director, and three non- executive Independent directors. None of the Directors are related to each other.

Details of the Directors constituting the Board, their category, shareholding in the Company, number of Directorships in other public limited companies etc. are as follows:

Name of Director	Designation	Category of Directorship	Shareholding in the company	No. of other Directorships #	No. of Committee		Name of other listed entities where the Person is a director and the category of Directorship
					Member ##	Chairman	
Mr. Hira Lal Bhatia (DIN: 00159258)	Director	Non Executive	2625	3	3	1	NIL
Mr. I. D. Chugh (DIN: 00073257)	Whole Time Director	Executive	120	3	1	NIL	NIL
Mr. Kartik Roop Rai (DIN: 06789287)	Director	Independent Non Executive	NIL	2	2	1	NIL
Mr. Sanjiv Kavaljit Singh (DIN: 00015689)	Director	Independent Non Executive	NIL	4	2	1	Fedders Electric And Engineering Limited (Non-Executive Director)
*Ms. Sadhna Syal (DIN: 07837529)	Director	Independent Non Executive	NIL	1	NIL	NIL	Fedders Electric And Engineering Limited (Additional Director)

Excluding private limited companies and foreign companies.

Membership/Chairmanship of following Committees are considered : Audit Committee, Stakeholders Relationship Committee and Nomination and Remuneration Committee.

* Ms. Sadhna Syal has resigned as an Independent Director of the Company with effect from 22.04.2019. Ms. Sadna Syal has been Re-appointed as Additional Independent Director of the company w.e.f. 29th October, 2019 subject to the approval of the shareholders in the ensuing Annual General Meeting.

The ratio between Executive and Non-Executive Directors and Independent Directors was 1:1:3 throughout the FY 2018-19.The composition of the Board was in conformity with Regulation 17 of the SEBI Listing Regulations read with Section 149 of the Companies Act, 2013 (Act).

None of the Directors on the Board is a member of more than ten Committees and Chairman of more than five Committees across all companies in which they are Directors. Necessary disclosures regarding Committee positions in other public companies as on March 31, 2019 have been made by the Directors.

Independent Directors are non-executive directors as defined under Regulation 16(1)(b) of the SEBI Listing Regulations read with Section 149(6) of the Act. The maximum tenure of independent directors is in compliance with the Act. All the Independent Directors have confirmed that they meet the criteria of independence as mentioned under Regulation 16(1)(b) of the SEBI Listing Regulations read with Section 149(6) of the Act.

Board Procedure

The Board meets at least once in a quarter to review the quarterly performance and the financial results. The Board Meetings are generally scheduled in advance and the notice of each Board Meeting is given in writing to each Director. All the items on the agenda are accompanied by notes giving comprehensive information on the related subject and in certain matters such as financial/business plans, financial results, detailed presentations are made.

The Company is following the applicable Secretarial Standards relating to Board Meetings, Resolutions passed by circulation, Annual General Meeting, Extra-ordinary General Meetings and Postal Ballot.

The information as specified in Part A of Schedule II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is regularly made available to the Board.

To enable the Board to discharge its responsibilities effectively, the members of the Board are briefed of every Board Meeting, on the overall performance of the Company, with presentations by business heads. Senior Management is invited to attend the Board Meeting so as to provide additional inputs to the items being discussed by the Board.

The Board's role, functions, responsibility and accountability are clearly defined. In addition to statutory matters requiring Board's approval, all major decisions involving policy formulation, strategy and business plans, annual operating and capital expenditure budgets, new investments, details of joint ventures, sale of business unit/ division, compliance with statutory/ regulatory requirements, major accounting provisions and write-offs are considered by the Board.

Attendance of each director at the meetings of the Company

The detail of attendance of each Director of the Company in Board Meetings held during the financial year 2018-19 is given below:

Name of the Directors	Attendance of Meeting during 2018-19	
	Board Meetings	Last AGM
Mr. Hira Lal Bhatia (DIN: 00159258)	5	Yes
Mr. I. D. Chugh (DIN: 00073257)	6	Yes
Mr. Sanjiv Kavaljit Singh (DIN: 000 15689)	6	Yes
Mr. Kartik Roop Rai (DIN: 06789287)	6	Yes
Ms. Sadhna Syal (DIN: 07837529)	5	No

Number of Board Meetings held and the dates on which held

Six Board Meetings were held during the financial year 2018-19. The Company has held at least one Board Meeting in every three months and the maximum time gap

between any two such meetings was not more than one hundred and twenty days.

The details of the Board Meetings are as under:

Date	Board Strength	No. of Directors present
May 23, 2018	5	5
June 23, 2018	5	5
August 29, 2018	5	4
September 17, 2018	5	5
December 27, 2018	5	5
March 12, 2019	5	4

Agenda and Minutes

All the departments of the Company communicate to the Company Secretary well in advance with regard to matters requiring approval of the Board/Committees of the Board to enable him to include the same in the agenda for the Board/Committee meeting(s). Agenda papers are generally circulated to the Board/Committee members well in advance before the meeting.

The Company Secretary while preparing the agenda and minutes of the Board/Committee meeting has ensured adherence to the applicable provisions of the law including the Companies Act, 2013. The applicable Secretarial Standards issued by the Institute of Company Secretaries of India (ICSI) are also being followed by the Company. The draft minutes of the proceedings of each meeting are circulated by the Company Secretary to the board members for their comments within 15 days of conclusion of Board Meeting, and after giving 7 days' time to give their comments on the same, minutes are recorded in the minutes book duly dated and signed by the Company Secretary. Thereafter, minutes are confirmed by the Board/ Committee in its next meeting and once minutes are signed by the Chairman, its duly certified by Company Secretary copy is circulated to all the board members within 15 days of signing of minutes. The Board also takes note of the minutes of the Committee Meetings and subsidiary companies board meetings.

All material information is incorporated in the agenda papers for facilitating meaningful and focused discussions at the meeting. The information regularly supplied to the Board inter-alia includes the following:

- Annual operating plans and budgets and any updates thereon.
- Capital budgets and updates, if any.
- Quarterly results of the Company and its operating divisions or business segments.
- Minutes of meetings of Audit Committee and other committees of the Board.
- Legal compliance report and certificate
- Information on recruitment, resignation and remuneration of senior officers.
- Show cause, demand, prosecution notices and penalty notices issued, if any against the Company having material impact.
- Fatal or serious accidents, dangerous occurrences, material effluent or pollution problems, if any.
- Any material default in financial obligations to or by the Company, or substantial non-recoveries against sale, if any.
- Any issue, which involves possible public or product liability claims of substantial nature, including any judgment or order which, may have passed strictures on the conduct of the Company or taken an adverse view regarding another enterprise that can have negative implication on the Company, if any.
- Details of any joint venture or collaboration agreement, if any.
- Transactions that involve substantial payment towards goodwill, brand equity, or intellectual property, if any.
- Significant labour problems and their proposed solutions. Any significant development in human resources/industrial relations front like signing of wage agreement, implementation of Voluntary Retirement Scheme etc., if any.
- Sale of investments, subsidiaries, assets which are material in nature and not in normal course of business, if any.
- Quarterly details of foreign exchange exposures and the steps taken by management to limit the risks of adverse exchange rate movement, if material.
- Non-compliance of any regulatory, statutory nature or listing requirements and shareholders service such as delay in share transfer, etc.

3. SEPARATE MEETING OF INDEPENDENT DIRECTORS

The Independent Directors of the Company meets at least once in a year as per the requirement of Regulation 25(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Schedule IV of Companies Act, 2013 read with Rules made thereunder. The Meetings of Independent Directors were held on 23rd May, 2018 in which all Independent Directors were present.

The Independent Directors in the Meetings, inter-alia:

- Reviewed the performance of Non-Independent Directors and the Board as whole.
- Reviewed the performance of Chairman of the Company, taking into account the views of Executive Directors and Non Executive Directors.
- Assessed the quality, quantity and timeliness of flow of information between the Company and the Board that is necessary for the Board to effectively and reasonably perform their duties.

4. FAMILIARIZATION PROGRAMME FOR INDEPENDENT DIRECTORS

The familiarization programme for Independent Directors is designed based on requirement of Regulation 25(7) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. This is available on the website of the Company www.atlasbicycles.com. The familiarization programme aims at familiarizing the Independent Directors to understand the business of the Company in depth that would facilitate their active participation in managing the Company, to understand legal framework and to facilitate them to understand their

roles, responsibilities, powers, duties etc. The details of the familiarization programmes imparted to Independent Directors of the Company is available at www.atlasbicycles.com/other-information.htm

5. SKILLS AND EXPERTISE OF THE MEMBER OF THE BORAD.

Sr. No.	Name of Director	Expertise in specific functional area
1.	Mr. Hira Lal Bhatia (DIN: 00159258)	Cloth Merchant with over Fifty five years' experience and in the business of manufacturing of dyes with over thirty five years.
2.	Mr. I. D. Chugh (DIN: 00073257)	Expertise in marketing & management and is in Service of the Company for over 40 years
3.	Mr. Kartik Roop Rai (DIN: 06789287)	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.
4.	Mr. Sanjiv Kavaljit Singh (DIN: 00015689)	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.
5.	Ms. Sadhna Syal (DIN: 07837529)	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

6. CODE OF CONDUCT

Pursuant to Regulation 17(7) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Board of Directors of the Company has formulated a Code of Conduct for all Board Members and Senior Management Members of the Company. The Code of Conduct has been posted on the website of the Company www.atlasbicycles.com.

All the Directors and Senior Management Members have affirmed compliance with the Code of Conduct as approved and adopted by the Board of Directors. A declaration to that effect signed by the Chief Executive Officer forms part of the Annual Report of the Company.

7. VIGIL MECHANISM/WHISTLE BLOWER POLICY

Pursuant to Regulation 22 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 177(9) & (10) of the Companies Act, 2013, the Company has adopted the Code of Ethics & Business Conduct, which lays down the principles and standards that should govern the actions of the Company and its employees. Any actual or potential violation of the Code, howsoever insignificant or perceived as such, would be a matter of serious concern for the Company. The role of employees in pointing out such violations of the Code cannot be undermined. Accordingly, this Whistle blower Policy ("the Policy") has been formulated with a view to provide a mechanism for employees of the Company to raise concerns on any violations of legal or regulatory requirements, incorrect or misrepresentation of any financial statements and reports, etc. and no personnel has been denied access to audit committee.

The Whistle blower policy intends to cover serious concerns that could have grave impact on the operations and performance of the business of the Company.

The policy neither releases employees from their duty of confidentiality in the course of their work, nor is it a route for taking up a grievance about a personal situation.

8. AUDIT COMMITTEE

Broad Terms of Reference

The Audit Committee of the Board of Directors of the Company, inter-alia, provides assurance to the Board on the adequacy of the internal control systems and financial disclosures.

The Terms of Reference of the Audit Committee are wide enough to cover the matters specified for Audit Committee under Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as well as in Section 177 of the Companies Act, 2013 and inter-alia includes:

- oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the Statutory Auditors and the fixation of audit fees;
- reviewing, with the management, the annual financial statement before submission to the Board for approval,
- reviewing with the management, the quarterly financial statements before submission to the Board for approval;
- reviewing with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- discussion with internal auditors any significant findings and follow up thereon;
- discussion with statutory auditors before audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;

In fulfilling the above role, the Audit Committee has powers to investigate any activity within its terms of reference, to seek information from employees and to obtain outside legal and professional advice.

The Audit Committee, while reviewing the Annual Financial Statements also reviewed the applicability of various Accounting Standards (AS) referred to in Section 133 of the Companies Act, 2013. Compliance of the Accounting Standards as applicable to the Company has been ensured

in the Financial Statements for the year ended March 31, 2019.

Composition

The Audit Committee comprised of three Directors one of them is Non-Executive Director and remaining two are Independent Directors of the Company. The Composition of Audit Committee is in accordance with the provisions of Regulation 18 (1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 177 of the Companies Act, 2013. All these Directors possess adequate knowledge of corporate finance, accounts and company law.

The Meetings of the Audit Committee are attended by the Company Secretary. The Company Secretary acts as Secretary to the Committee. The Minutes of the Audit Committee Meetings are noted by the Board of Directors at the subsequent Board Meeting.

The constitution of Audit Committee as on 31st March, 2019 comprised of the following:

Name of Member	Designation	Category
Mr. Kartik Roop Rai (DIN: 06789287)	Chairman	Independent Director
Mr. Sanjiv Kavaljit Singh (DIN: 00015689)	Member	Independent Director
Mr. Hira Lal Bhatia (DIN: 00159258)	Member	Non-executive Director

Meetings and attendance

The Audit committee held seven meetings during the financial year ended 31st March, 2019 and the gap between two meetings did not exceed one hundred and twenty days. The Audit Committee Meetings were held on 23.05.2018, 23.06.2018, 29.08.2018, 17.09.2018, 27.12.2018 and 12.03.2019.

The attendance of the members at the Audit Committee Meetings are as under:

Name of Members	No. of meetings held	No. of meetings attended during	Leave of absence sought
Mr. Kartik Roop Rai (DIN: 06789287)	6	6	NIL
Mr. Sanjiv Kavaljit Singh (DIN: 00015689)	6	6	NIL
Mr. Hira Lal Bhatia (DIN: 00159258)	6	5	1

9. NOMINATION AND REMUNERATION COMMITTEE

The Nomination and Remuneration Committee and its Policy are in compliance with Section 178 of the Companies Act, 2013 read along with the applicable rules thereto and Regulation 19 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Objectives of the Committee is to:

- formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors a policy relating to the remuneration of the directors, key managerial personnel and other employees;
- formulation of criteria for evaluation of performance of independent directors and the board of directors;
- devising a policy on diversity of board of directors;
- identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the board of directors their appointment and removal.
- whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.

Evaluation Criteria

a) The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend to the Board his / her appointment.

b) A person should possess adequate qualification, expertise and experience for the position he / she is considered for appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person is sufficient / satisfactory for the concerned position.

c) The Company shall not appoint or continue the employment of any person as Managing Director, Whole-time Director or Manager who has attained the age of seventy years. Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing a special resolution based on the explanatory statement annexed to the notice for such motion indicating the justification for extension of appointment beyond seventy years.

Remuneration Policy

a) The remuneration / compensation / commission etc. to the Whole-time Director, KMP and Senior Management Personnel is determined by the Committee and recommended to the Board for approval. The remuneration / compensation / commission etc. is subject to the prior/post approval of the shareholders of the Company and Central Government, wherever required.

b) The remuneration and commission to be paid to the Whole-time Director shall be in accordance with the percentage / slabs / conditions laid down in the Articles of Association of the Company and as per the provisions of the Act.

c) Increments to the existing remuneration/ compensation structure may be recommended by the Committee to the Board which should be within the slabs approved by the Shareholders in the case of Whole-time Director.

d) Where any insurance is taken by the Company on behalf of its Whole-time Director, Chief Executive Officer, Chief Financial Officer, the Company Secretary and any other employees for indemnifying

them against any liability, the premium paid on such insurance shall not be treated as part of the remuneration payable to any such personnel. Provided that if such person is proved to be guilty, the premium paid on such issuance shall be treated as part of the remuneration.

The composition of Nomination & Remuneration Committee as on 31st March, 2019 comprised of the following:

Name of Member	Designation	Category
Mr. Sanjiv Kavaljit Singh (DIN: 00015689)	Chairman	Independent Director
Mr. Kartik Roop Rai (DIN: 06789287)	Member	Independent Director
Mr. Hira Lal Bhatia (DIN: 00159258)	Member	Non-executive Director

Meetings and attendance

The Nomination and Remuneration Committee held two meetings during the financial year ended 31st March, 2019. The Nomination and Remuneration Committee Meetings were held on 29.08.2018 and 12.03.2019.The attendance of the members at the Nomination and Remuneration Committee Meetings are as under:

Name of Members	No. of meetings held	No. of meetings attended during	Leave of absence sought
Mr. Kartik Roop Rai (DIN: 06789287)	2	2	NIL
Mr. Sanjiv Kavaljit Singh (DIN: 00015689)	2	2	NIL
Mr. Hira Lal Bhatia (DIN: 00159258)	2	1	NIL

A. Whole Time Director

- Salary and commission within the limits prescribed under the Companies Act, 2013.
- Annual increments depending upon individual's performance.
- The remuneration payable to Whole Time Director was decided by the Board of Directors vide board meeting dated 16.01.2018, while renewing his appointment for 3 years w.e.f. 31.03.2018, shareholders' approval by way of special resolution was obtained at 67th Annual General Meeting held on 26.10.2018.
- No sitting fees.

Remuneration Policy

The remuneration policy can be downloaded from the link : http://atlasbicycles.com/policies.htm

B. Non-Executive Directors

- Sitting fees for attending meetings.

The remuneration payable to non-executive directors is decided by the Board of Directors.

Details of remuneration paid during 2018-2019.

A. Whole Time Director

Name	Shri I.D. Chugh
Basic Salary	9,47,540
House Rent Allowance	1,54,120
Long Service Allowance	2,760
Other Allowance	8,95,440
Superannuation	139,663
Provident Fund Contribution	1,16,832
Management Commission	-
Medical Expenses	160,000
Leave Travel Allowance	81,470
Total	**24,97,825**

No Stock options is offered to any of the Directors or employees of the Company. Resolution passed at the General Meetings read with explanatory statement for appointment / reappointment of Whole Time Director disclose details of service contract, notice period, etc.

B. Non-Executive Directors

Name of Director	Sitting Fees (₹)
Mr. HiraLal Bhatia (DIN: 00159258)	90,000/-
Mr. Kartik Roop Rai (DIN: 06789287)	120,000/-
Mr. SanjivKavaljit Singh (DIN: 00015689)	120,000/-
Ms. Sadhna Syal (DIN: 07837529)	80,000

10. STAKEHOLDER'S RELATIONSHIP COMMITTEE

Composition

The Stakeholder's Relationship Committee formulated in compliance with Regulation 20 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and comprises of Executive and Non-Executive Directors. As on 31.03.2019 the composition of Stakeholder's Relationship Committee was as follows:

Name of Member	Designation	Category
Mr. Hira Lal Bhatia (DIN: 00159258)	Chairman	Non-executive Director
Mr. Ishwar Das Chugh (DIN: 00073257)	Member	Executive Director

Terms of Reference

The Stakeholder's Relationship Committee, inter alia, oversees and reviews all matters connected with the investor services in connection with applications received and shares allotted in the Initial Public Offer, status of refund account, conversion of partly paid shares into fully paid shares, rematerialization and dematerialization of shares and transfer of shares of the Company. The Committee oversees performance of the Registrar and Transfer Agent of the Company and recommends measures for overall improvement in the quality of investor services.

The Secretarial Department of the Company and the Registrar and Share Transfer Agent, Mas Services Limited attend to all grievances of the shareholders and investors received directly or through SEBI, Stock Exchanges, Ministry of Corporate Affairs and Registrar of Companies etc.

The Minutes of the Stakeholder's Relationship Committee are noted by the Board of Directors at the Board Meetings.

Continuous efforts are made to ensure that grievances are more expeditiously redressed to the complete satisfaction of the investors.

Meetings

One Stakeholders Relationship Committee Meeting was held during the year on 29.08.2018. The attendance of each member as at 31st March, 2019 is as given below:

Name of Members	No. of meetings held during tenure	No. of meetings attended during tenure	Leave of absence sought
Mr. Ishwar. Das. Chugh (DIN: 00073257)	1	1	NIL
Mr. Hira Lal Bhatia (DIN: 00159258)	1	1	NIL

Complaints received and redressed during the year 2018-19

During the year 2 complaints were received from shareholders/ debenture holders all of which were replied / resolved to the full satisfaction of the shareholders.

11. SHARE TRANSFER SUB-COMMITTEE

Shri I.D. Chugh (DIN: 00073257), Whole Time Director of the Company has been delegated the power to approve share transfers.

There were no share transfers pending for registration for more than 21 days during the year.

12. RISK MANAGEMENT COMMITTEE

Since our company is not among top 100 listed companies determined on the basis of market capitalization at the end of F.Y 2018-19 (on the basis of list of top 100 companies available on NSE/ BSE websites) it is not mandatory for our company to maintain such committee.

13. RELATED PARTY TRANSACTON POLICY

The Board of Directors of the Company formulates a policy for entering into Related Party Transactions in accordance with the Provisions of Section 188 of the Companies Act, 2013 read with Rules made there under and as per Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. All related party transactions are entered into at arm's length, in ordinary course of business and are not material.

A. APPROVAL AND REVIEW

a) All Related Party Transactions (including any modification/renewal thereof) are entered with prior approval of the Audit Committee.

b) The Audit Committee grants omnibus approval to proposed Related Party Transactions in accordance with Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 accepting those transactions which fall under Section 188 of the Companies Act, 2013, subject to the following conditions:

i. the omnibus approval must be as per the policy on related party transactions and for transaction which are repetitive in nature;

ii. the Committee is satisfied of the need of such omnibus approval and that such approval is in the interest of the listed entity.

iii. the omnibus approval shall specify (i) the name of the related party, nature of transaction, period of transaction, maximum amount of transaction that can be entered into (ii) the indicative base price/current contracted price and the formula for variation in the price if any and (iii) such other conditions as the Committee may deem fit;

Provided that where the need for Related Party Transaction cannot before seen and aforesaid details are not available, the Committee grants omnibus approval for such transactions subject to their value not exceeding Rs.1 crore per transaction.

c) All Related Party Transactions which are 'Material' shall also require prior approval of the shareholders by way of special resolution and all Related Parties shall abstain from voting, irrespective of whether they are party to the particular transaction or not. Provided that if the legal requirement is relaxed or made stringent on this requirement, then the same will be followed.

d) All Related Party Transactions are reviewed by the Audit Committee on quarterly basis.

B. MATERIAL RELATED PARTY TRANSACTION

Subject to the provisions of Regulation 23 (1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a transaction with a related party shall be considered material if the transaction / transactions to be entered into individually or taken together with previous transactions during a financial year, exceeds 10% of the annual consolidated turnover of the Company as per the last audited financial statement of the Company.

14. COMPLIANCE OFFICER

Mr. Lalit Lohia was Company Secretary and Compliance Officer up to 18.01.2019 and after that Mr. Nikhil Bindal was the Company Secretary and Compliance Officer of the Company for the financial year 2018-19. He was appointed as Company Secretary of the Company w.e.f. 19.01.2019 and as Compliance Officer w.e.f. 19.01.2019 in compliance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and requirements of SEBI (Prohibition of Insider Trading) Regulation, 1992 / 2015.

15. SUBSIDIARY COMPANIES

The Company duly complies with provisions of Regulation 24 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Company has three wholly owned Subsidiary Companies viz. Atlas Cycles Sonepat Limited (CIN: U35929HR1999PLC034261), Atlas Cycles (Sahibabad) Limited (CIN : U35929HR1999PLC034260) and Atlas Cycles (Malanpur) Limited (CIN : U35929HR1999PLC034259).

The minutes of Board Meetings of Atlas Cycles Sonepat Limited held on 23.05.2018, 29.08.2018, 27.12.2018 and 12.03.2019 were placed at the Board Meeting of the holding Company Atlas Cycles (Haryana) Limited for review on 29.08.2018, 27.12.2018, 12.03.2019 and 26.06.2019 respectively.

The minutes of Board Meetings of Atlas Cycles (Sahibabad) Limited held on 23.05.2018, 29.08.2018, 27.12.2018 and 12.03.2019 were placed at the Board Meeting of the holding Company Atlas Cycles (Haryana) Limited for review on 29.08.2018, 27.12.2018, 12.03.2019 and 26.06.2019 respectively.

The minutes of Board Meetings of Atlas Cycles (Malanpur) Limited held on 23.05.2018, 29.08.2018, 27.12.2018 and 12.03.2019 were placed at the Board Meeting of the holding Company Atlas Cycles (Haryana) Limited for review on 29.08.2018, 27.12.2018, 12.03.2019 and 26.06.2019 respectively.

16. CORPORATE GOVERNANCE MANUAL

The Company strictly adhere to Secretarial Standards notified by the Institute of Company Secretaries of India(ICSI) for Board Meetings, Committee Meetings and General Meetings and follows comprehensive Corporate Governance procedures for effective functioning of the Board and its Committees. It has also incorporated the Code of Conduct and Ethics for Directors and Senior Management which is available on the website of the Company www.atlasbicycles.com. It has also incorporated Code of Conduct relating to Insider Trading titled "Code of Practices and Procedures and Code of Conduct to Regulate, Monitor and Report Trading in Securities and Fair Disclosure of Unpublished Price Sensitive Information pursuant to the requirements of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015". These are regularly monitored and reviewed.

17. LEGAL COMPLIANCE REPORTING

As required under Regulation 17(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board periodically reviews compliance of various laws applicable to the Company.

18. ANNUAL GENERAL MEETINGS

The details of last three Annual General Meetings of the Company are given hereunder:

Year	AGM	Date	Time	Venue	Special Resolution passed
2015-16	65th AGM	30th September, 2016	4:00 p.m.	Atlas Cycles (Haryana) Limited, Industrial Area, Sonepat	• For Charging Nominal Fee for Delivery of Documents to Members
2016-17	66th AGM	28th September, 2017	4:00 p.m.		• To amend and Adopt New Articles of Association of the Company • Alteration of the Capital Clause of Memorandum of Association • Increment in remuneration of Mr. Ishwar Das Chugh, Whole Time Director of the Company
2017-18	67th AGM	26th October, 2018	4:00 p.m.		• Re-appointment of Mr. Ishwar Das Chugh as Whole Time Director • Re-appointment of Mr. Hira Lal Bhatia as Nonexecutive Director

19. POSTAL BALLOT

During the financial year ended on 31st March 2019, no resolution has been passed through postal ballot.

20. EXTRAORDINARY GENERAL MEETING

During the financial year ended on 31st March 2019, No Extraordinary General Meeting was held.

21. DISCLOSURES

a) Disclosure on materially significant related party transactions that are not in conflict with the interests of the Company at large.

Related party transactions as per AS-18 have been dealt with in note no. 46 (Notes forming part of the accounts). However, these transactions are not in conflict with the interest of the Company.

b) Disclosure of Accounting Treatment

In the preparation of the financial statements, the Company has followed the Accounting Standards referred in Section 133 of the Companies Act, 2013. The significant accounting policies which are consistently applied are set out in Notes to Accounts.

c) Risk Management

Business risk evaluation and management is an ongoing process within the Company. During the year under review, a detailed exercise on 'Risk Assessment and Management' was carried out covering the entire gamut of business operations.

d) ***Details of non compliance by the Company, penalties, and strictures imposed on the Company by Stock Exchange or SEBI or any Statutory Authority, on any matter related to capital markets, during the last three years.***

The Company has complied with all the requirements of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. During the last 4 years, there were delay in timely submission of Quarterly and Yearly Financial Results to the Stock Exchanges due to closing down of Malanpur Unit of the Company which had impacted the whole company and also due to labour unrest in sonepat unit of the company in FY 2018-19. Accordingly, there were penalties imposed by the National Stock Exchange of India Limited amounting to ₹ 50,66,889 and BSE Limited amounting to ₹ 56,11,750, (approx.). The Company has paid all the penalties till date (i.e. 29.10.2019) of the National Stock Exchange of India Limited and BSE Limited. Apart from this, there were no strictures or penalties imposed either by SEBI or the Stock Exchange or any statutory authority for non-compliance of any matter related to the capital market since the listing of the Company.

e) **Policy on Determination of Materiality for Disclosures (Regulation 23 of SEBI Listing Regulation):** The Company has adopted a Policy on Determination of Materiality for Disclosures

f) **Policy on Archival and Preservation of Documents (Regulation 9 of SEBI Listing Regulation):** The Company has adopted a Policy on Archival and Preservation of Documents

g) **List of all credit ratings obtained by the entity along with any revisions thereto, during the relevant financial year, for all debt instruments of such entity or any fixed deposit programme or any scheme or proposal of the listed entity, involving mobilization of funds, whether in India or abroad.** – The Company has received (ICRA) D rating in May, 2019 from ICRA Limited.

h) **Details of utilization of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A)**– Not applicable.

i) **a Certificate from a Company Secretary in Practice that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as directors of companies by the Board/Ministry of Corporate Affairs or any such statutory authority-** The Certificate is attached to this report **Annexure - 3**.

j) **Where the board had not accepted any recommendation of any committee of the board which is mandatorily required, in the relevant financial year, the same to be disclosed along with reasons thereof** - Not applicable, as the Board has accepted all recommendation of its all Committees, during the year under review.

k) **Total fees for all services paid by the listed entity and its subsidiaries, on a consolidated basis, to the statutory auditor and all entities in the network firm/network entity of which the statutory auditor is a part.**- Rs 29,23,155 (Rupees Twenty Nine Lacs Twenty Three Thousand One Hundred Fifty Five Only).

l) **Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:**

a. number of complaints filed during the financial year - Nil

b. number of complaints disposed of during the financial year - Nil

c. number of complaints pending as on end of the financial year - Nil

22. MEANS OF COMMUNICATION

- The Board of Directors of the Company approves and takes on record the quarterly, half yearly and yearly financial results, in the Performa prescribed by Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- The approved financial results are sent forthwith to the National Stock Exchange of India Limited and BSE Limited and are published in a National English language Newspaper, viz, Financial Express. In addition, the same are published in a local Hindi language Newspaper, viz., Jan Satta, with in forty-eight hours of approval thereof.
- The Company's financial results and official news releases are being displayed on the Company's website i.e. www.atlasbicycles.com.

23. CORPORATE ETHICS

As a responsible corporate citizen, the Company consciously follows corporate ethics in both business and corporate interactions. The Company has framed various codes and policies, which act as guiding principles for carrying business in ethical way. Our various policies available at www.atlasbicycles.com/policies.htm are:

- Code of Conduct for Directors and Senior Management Personnel;
- Code of Practices and Procedures and Code Of Conduct to Regulate, Monitor and Report Trading in Securities and Fair Disclosure of Unpublished Price Sensitive Information pursuant to the requirements of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- Policy on Material Related Party Transactions;
- Policy on Familiarization Programme for Independent Directors;
- Risk Management Policy;
- Nomination & Remuneration Policy
- Policy for Preservation of Documents
- Whistle Blower Policy
- Archival Policy
- Policy for Determination of Materiality of Events and Information
- Policy for Determining Material Subsidiaries

The Company has adopted discretionary requirements as

specified in Part E of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 as to having separate posts of Chaiman and Chief Executive Officer. Mr. Hira Lal Bhatia is the Chairman and Mr. Narendra Pal Singh is the Chief Executive Officer.

25. CEO/CFO CERTIFICATION

The Chief Executive Officer and the Chief Financial Officer have submitted the certificate to the Board as required under Regulation 17(8) read with Part B of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

26. REPORT ON CORPORATE GOVERNANCE

The Company has submitted Quarterly Compliance Reports to the Stock Exchange within 15 days from the close of each quarter as per Regulation 27 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, duly signed by the compliance Officer.

27. GENERAL SHAREHOLDERS INFORMATION

Registered office Atlas Cycles (Haryana) Limited
Industrial Area, Atlas Road,
Sonepat - 131001, Haryana

Annual General Meeting

Day, Date and Time Friday, 13th December, 2019, 3:00 p.m.

Venue Bulbul Hotel, 208-L, Model Town,
Atlas Road, Sonepat 131001, Haryana

Financial Calendar

- Financial reporting for the quarter ending June 30, 2019 : 14th August, 2019
- Financial reporting for the half year ending September 30, 2019 : 14th November, 2019
- Financial reporting for the quarter ending December 31, 2019 : 14th February, 2020
- Financial reporting for the year ending March 31, 2020 : 30th May, 2020

Book Closure Period

7th December, 2019to 13th December, 2019 **(Both days inclusive)**

Dividend payment Date

When dividend is declared, dividend payment is made within 30 days of the date of declaration to those shareholders whose names appear on the Register of members on the date of Annual General Meeting.

Listing of Equity Shares on Stock Exchange(s)

National Stock Exchange of India Limited (NSE)
Exchange Plaza, Bandra-Kurla Complex
Bandra (E), MUMBAI – 400051

BSE Limited, (BSE)
P. J. Towers, 25th Floor, Dalal Street, Mumbai-400001

Listing Fees

Annual Listing Fee for the year 2018-19 has been paid to National Stock Exchange of India Limited and BSE Limited, where the equity shares of the Company are listed within the stipulated time.

Stock Code

Scrip Code – National Stock Exchange of India Limited – "ATLASCYCLE" BSE Limited – '505029'

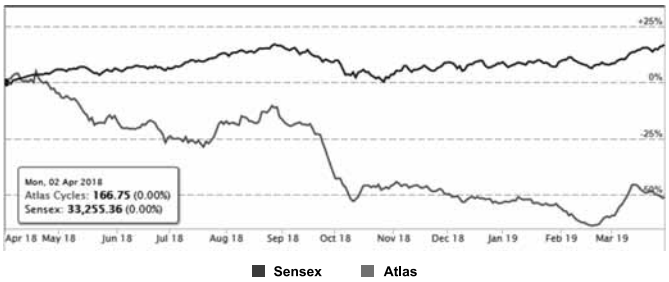
ISIN for Equity Shares –INE446A01025.

Stock Market Data

Monthly high and low prices of equity shares of Atlas Cycles (Haryana) Limited at the National Stock Exchange (NSE) and Bombay Stock Exchange Limited (BSE) during the year under review in comparison to NSE and BSE (Sensex) are given hereunder:

Month	Equity Share Price on NSE and BSE			
	Share Price on NSE		Share Price on BSE	
	HIGH ₹	LOW ₹	HIGH ₹	LOW ₹
April, 2018	178.80	157.10	177.35	156.7
May, 2018	162.00	130.05	167	132
June, 2018	144.80	121.65	143.45	119.9
July, 2018	139.90	117.10	139.8	117.2
August, 2018	153.40	130.15	151.7	132
Sep., 2018	142	100.50	145.9	103.25
Oct., 2018	103.50	75.10	104.2	75.5
Nov., 2018	95.55	81.00	94.8	81.6
Dec., 2018	86.85	75.10	87.55	76
Jan.,2019	82.05	72.20	83	73.7
Feb., 2019	77.95	58.70	77.35	59
Mar., 2019	95.00	67.50	94.6	67

Performance in comparison to broad-based indices such as BSE Sensex and NSE Nifty For F.Y. 2018-19.



The Company's shares are regularly traded on BSE Limited and National Stock Exchange of India Limited.

There are no outstanding global depository receipts or American depository receipts or warrants or any convertible instruments

Shareholding Pattern by Size

ATLAS CYCLES (HARYANA) LIMITED

DISTRIBUTION SCHEDULE AS ON 30/03/2019

NOMINAL VALUE OF EACH SHARE - ₹ 5/-

NO OF SH HOLDERS	% TO TOTAL	SHARE HOLDING OF NOMINAL VALUE OF ₹	NO OF SHARE	AMOUNT IN ₹	% TO TOTAL
10489	91.655	1 TO 5000	1090777	5453885	16.771
472	4.124	5001 TO 10000	360970	1804850	5.550
220	1.922	10001 TO 20000	334059	1670295	5.136
63	0.551	20001 TO 30000	156428	782140	2.405
56	0.489	30001 TO 40000	203277	1016385	3.125
24	0.21	40001 TO 50000	109550	547750	1.684
50	0.437	50001 TO 100000	360983	1804915	5.550
70	0.612	100001 AND ABOVE	3887794	19438970	59.777
11444	**100**	**TOTAL**	**6503838**	**32519190**	**100**
TOTAL SHARE HOLDERS IN NSDL		6036	TOTAL SHARES IN NSDL		4253170
TOTAL SHARE HOLDERS IN CDSL		3946	TOTAL SHARES IN CDSL		1861352
TOTAL SHARE HOLDERS IN PHY		1593	TOTAL SHARES IN PHY		389316
TOTAL SHARE HOLDERS		**11575**	**TOTAL SHARES**		**6503838**

Registrar and Share Transfer Agent

M/s Mas Services Limited, Delhi has been appointed as the Registrar and Share Transfer Agent of the Company w.e.f. 01.02.2003 for handling the share transfer work both in physical and electronic form. All correspondence relating to share transfer, transmission, dematerialization, rematerialisation etc. can be made at the following address:

MAS SERVICES LIMITED
T-34, IInd Floor,
Okhla Industrial Area,
Phase II, New Delhi – 110020
Tel.: 011-26387281, 7282, 7283
Fax: 011-26387384
Contact Person: Mr. Sharwan Mangla (General Manager)

Timing: Monday to Friday, 10.00 a.m. to 1.00 p.m. and 2.00 p.m. to 4.00 p.m.

Share Transfer System

Shares sent for transfer in physical form are processed and transfer is completed by our Registrar and Share Transfer Agents within a period of 15 days from the date of receipt provided all the documents are in order. In case of shares in electronic form, the transfers are processed by NSDL/CDSL through respective Depository Participants. Share Transfer Requests under objection are returned within two weeks.

Shareholders can trade in the Company's share only in electronic form. The process for getting the shares dematerialized is as follows:

- Shareholder submits the share certificates along with Dematerialization Request Form (DRF) to Depository Participant (DP).
- DP processes the DRF and generates a unique Dematerialization Request No.
- DP forwards DRF and share certificates to Registrar and Share Transfer Agent (RTA).
- RTA after processing the DRF confirms or rejects the request to Depositories.
- If confirmed by the RTA, Depositories give credit to shareholder in his account maintained with DP.

This process takes approximately 10-15 days from the date of receipt of DRF. As trading in shares of the Company can be done only in electronic form, it is advisable that the shareholders who are holding shares in physical form get their shares dematerialized.

Categories of Equity Shareholders as on March 31, *2019*

Category of Shareholder	No. of shares held	Percentage of shareholding
Promoters, Associates and Relatives	2765753	42.52
Mutual Funds/ UTI	32	0.00
Financial Institution	152	0.00
Foreign Institutional Investors	0.00	0.00
Bodies Corporate	393882	6.06
General Public	3213043	49.40
NBFC Registered with RBI	13400	0.21
Non-Resident Indian / OCB	58354	0.90
Clearing Member	54220	0.83
Trust	5002	0.08
Total	**6503838**	**100.00**

Dematerialization of shares and liquidity

As on 31.03.2019 of the total equity shares, 94.01% were held in dematerialized Form and the balance 5.99% shares

are in physical form. The Company has not issued any GDRs/ ADRs/ Warrants or any convertible instruments which are pending for conversion.

Plant Locations

The Company's plants are located at Sonepat, Sahibabad, Malanpur, Bawal and Rasoi.

Nomination

Shareholders holding shares in physical form and desirous of making nomination in respect of their shareholding in the Company are requested to submit their request to the Registrar & Transfer Agent of the Company.

Address for Correspondence

(a) Investor Correspondence: For any query in relation to the shares of the Company.

For Shares held in Physical Form:

MAS SERVICES LIMITED
T-34, IInd Floor,
Okhla Industrial Area,
Phase II, New Delhi – 110020
Tel.: 011-26387281, 7282, 7283
Fax: 011-26387384

Contact Person: Mr. Sharwan Mangla (General Manager)

Timing: Monday to Friday, 10.00 a.m. to 1.00 p.m. and 2.00 p.m. to 4.00 p.m.

For Shares held in Demat Form:

To the Investors' Depository Participant(s) and / or Mas Services Limited at the above mentioned address.

(b) For grievance redressal and any query on Annual Report

Company Law Department
Atlas Cycles (Haryana) Limited
Industrial Area, Atlas Road,
Sonepat – 131001
Ph. No.: 0130-2200001 to 2200006
Fax No.: 0130-2200018
Email: companysecretary@atlascycles.co.in
Website: www.atlasbicycles.com

COMPLIANCE CERTIFICATE OF THE AUDITORS

The Statutory Auditors have certified that the Company has complied with the conditions of Corporate Governance for the year ended March, 31, 2019 as stipulated in Regulation 24 & Regulation 27 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the same forms part of this Annual Report.

The Certificate from the Statutory Auditors will be sent to the BSE Limited and National Stock Exchange of India Limited along with the Annual Report of the Company.

RECONCILIATION OF SHARE CAPITAL AUDIT

As stipulated by SEBI, a qualified Chartered Accountant or Practicing Company Secretary carries out Reconciliation of Share Capital Audit to reconcile the total admitted Capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued and listed capital. This audit is carried out by Mr. Rajiv Bhasin, Chartered Accountant and the report thereon is submitted to the National Stock Exchange of India Limited and BSE Limited.

The audit confirms that the total Listed and Paid-up Capital is in agreement with the aggregate of the total number of shares in dematerialized form (held with NSDL and CDSL) and total number of shares in physical form.

OBSERVANCE OF THE SECRETARIAL STANDARDS ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA

The Institute of Company Secretaries of India (ICSI) has issued Secretarial Standards on important aspects like Board Meetings, General Meetings, Maintenance of Registers and Records, Minutes of Meetings and Transmission of Shares, etc. till now, the Secretarial Standards relating to the Board Meetings and General Meetings of the Company have become mandatory to comply with effect from 1st July 2015 and the Company is strictly complying with the same.

HIRA LAL BHATIA
(DIN: 00159258)
3-B/11, N.E.A., Utri Marg,
New Delhi – 110060

ISHWAR DAS CHUGH
(DIN: 00073257)
I-73, Naraina Vihar,
New Delhi - 110028

DIRECTORS

Date : 29th October, 2019
Place : Delhi

CEO/ CFO CERTIFICATION

We the undersigned, in our respective capacities as Chief Executive officer (CEO) and Chief Financial Officer (CFO) of Atlas Cycles (Haryana) Limited ("the Company") to the best of our knowledge and belief certify that:

a. We have reviewed financial statements and the cash flow statement for the year ended March 31, 2019 and that to the best of our knowledge and belief, we state that:
   i. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
   ii. these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.

b. We further state that to the best of our knowledge and belief, no transactions entered into by the Company during the year, which are fraudulent, illegal or violative of the Company's code of conduct.

c. We are responsible for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting of the Company and have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.

d. We have indicated to the Auditors and the Audit Committee:
   i. significant changes, if any, in internal control over financial reporting during the year;
   ii. Significant changes, if any, in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
   iii. Instances of significant fraud of which they have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

For ATLAS CYCLES (HARYANA) LIMITED
Sd/-
(NARENDRA PAL SINGH)
CHIEF EXECUTIVE OFFICER (CEO)

For ATLAS CYCLES (HARYANA) LIMITED
Sd/-
(CHANDER MOHAN DHALL)
CHIEF FINANCIAL OFFICER (CFO)

Date:- 29th October, 2019
Place:- Delhi

Declaration on Code of Conduct as per Schedule V Part D of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

I Declare that the members of Board of Directors and Senior Management Personnel have affirmed compliance with the code of conduct of board of directors and senior management.

Sd/-
NARENDRA PAL SINGH
CHIEF EXECUTIVE OFFICER

Date : 29th October, 2019
Place: Delhi

CERTIFICATE FROM AUDITORS REGARDING COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE TO THE MEMBERS OF ATLAS CYCLES (HARYANA) LIMITED

We have examined the compliance of condition of Corporate Governance by Atlas Cycles (Haryana) Ltd. for the year ended March 31, 2019 as stipulated in Part E of the Schedule V of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations,2015.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof adopted by the company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statement of the company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the company has complied with the conditions of corporate governance as stipulated in the above mentioned Listing agreement(s).

We state that in respect of investor grievances received during the year ended March 31, 2019, no investor grievances are pending for a period exceeding one month against the company as per the records maintained by the company.

We further state such compliance is neither an assurance as to the further viability of the company nor the efficiency or effectiveness with which the management has conducted the affairs of the company.

For **Dinesh Nangru & co.**
Chartered Accountants
FR No:- 015003N

CA. DINESH NANGRU
(Partner)
Mem.No: - 094779
UDIN: 19094779AAAADY9212

Place: Delhi
Date : 29th October, 2019

ANNEXURE-2

MANAGEMENT DISCUSSION & ANALYSIS

(for year ended 31st March, 2019)

FORWARD LOOKING STATEMENTS

This report contains forward-looking statements, which may be identified by the use of words like 'plans', 'expects', 'will', 'anticipates', 'believes', 'intends', 'projects', 'estimates' or other words of similar connotation. All statements that address expectations or projections about the future, including, but not limited to statements about the Company's strategy for growth, product development, market position, expenditures, and financial results, are forward-looking statements. Forward-looking statements are based on certain assumptions and expectations of future events. The Company cannot guarantee that these assumptions and expectations are accurate or will be realized. The Company's actual results, performance or achievements could thus differ materially from those projected in any such forward looking statements. The Company assumes no responsibility to amend, modify or revise any forward looking statement, on the basis of any subsequent developments, information or events.

INDUSTRY OVERVIEW

India produces approximately 10% of the world annual bicycle production, which is estimated at 150 Million units. The annual domestic demand of bicycles in India is approximately 12 million units, out of which around 4.0 million units is a government demand for the various welfare schemes. Exports out of India are largely to Africa and the less developed economies and negligible to western markets. Today, the Indian bicycle manufacturing and bicycle parts industry is widely recognized for its quality standards in the international market.

Bicycle market in India is projected to grow at a CAGR of over 11% till 2021 on account of growing population base, increasing discretionary spending and rising health consciousness among people. In India cycle is being swiftly adopted as a mean to stay fit and as a popular recreational activity. Growing urban population base and rising demand for roadster bicycles from rural population to derive growth in the countries bicycle market in the ensuring years.

The market for the premium or the lifestyle bikes targeted towards the lifestyle consumer is just about emerging on account of increasing individual incomes and higher aspiration levels of the middle income group. Growth in the "specials segment" (Sport Light Roadster, mountain terrain bike and children's bicycles) was higher than in the "standard segment". The definition of high end bikes itself is changing.

Not only are the price points changing, but even definitions of the segments. Cycles were simplistically segmented into gents, ladies, kids and high end. But now the lifestyle bikes are being segmented in line with the global trend that is based on their usage. There are Road bikes, Mountain tarrain bikes and Children bikes etc.

The demand for these cycles at this stage is very limited but is set to grow at a frenetic pace in future. While the mass-market segment is experiencing a sluggish growth of between 4-6% annually the premium & lifestyle segment is growing at a CAGR of over 30%. The market size for the lifestyle cycles is estimated at not more than 0.25 million units annually but its only time that this segment will form an important part of the industry

M/s Atlas Cycles (Haryana) Limited is a Public Limited Company having presence in bicycles segment with a track record of more than 68 Years, having established brand both in Indian as well as International Market. The company is engaged in manufacturing of bicycles and its components and steel tubes with units at Sonepat, Sahibabad, Malanpur, Bawal and Rasoi.

Apart from rising input costs, cheap Chinese bicycles are also entering in domestic market.

OPPORTUNITY AND THREATS

The areas of strength are promoters having long track record, rich experience and strong financial soundness. Atlas Brand is well accepted both in Indian as well as International Market and one of the largest cycle manufacturer in the world. However, the areas of weaknesses: Rising input cost i.e. prices of sheets, strips, Tyres, Tubes and other related chemicals are governed by external forces including its trend in International Market. Product obsolescence vis-a-vis non-acceptance of model could adversely affect the revenue stream and profitability. Further these are the major areas under business risk, promoters risk, and financial risk and so on.

PRODUCTWISE PERFORMANCE

The company has a recognized Research and Development centre recognized by the Government of India which is continuously working on development of new models and upgrading the present models. The company has introduced a number of new models in the market keeping in view the market trend and customer preference for fancy bicycles. Introduction of new models of fancy bicycle and E-bike has been continuously followed and the sale in this segment has gone up significantly. Further Atlas has widened its product range and the company is concentrating and researching more and more on Fancy cycles for satisfying changing needs of youth.

OUT – LOOK

India is the second largest manufacturer of bicycles in the world. Unlike the developed nations where bicycle is used primarily for health & recreational purposes, India needs bicycles for socio-economic empowerment of 1/3rd of its populations. Growth in population, health consciousness and socio-economically sustainable rural development are most important demographic trends promoting bicycle as the obvious choice of transportation in future. Out of the total quantity sold, approximately 55% bicycles are roadsters 25% fancy and about 20% meant for kids. With rising income of the middle class, fancy and kids segment will grow at a much faster pace as compared to normal roadster cycles.

SEGMENT WISE PERFORMANCE

Bicycle industry has continued to show a growth of around 4 percent during last two years inspite of general slowdown in the economy. Standard bicycle segment which contributes

around 55% of the total sales is growing marginally as compared to Fancy and Kids segments which are growing at 7 to 8% every year. Fancy cycles with features like disc breaks, shockers, alloy wheels and gears are driving the sales particularly in metro and mini-metro cities. With rising income of the middle class, fancy segment especially the kids segment is showing a very healthy growth.

RISK AND CONCERNS

Small manufacturers from unorganized sectors are increasing their market presence every year. With little infrastructure and low over heads, they are able to supply bicycles at a very low price as compared to the organized sector because of which profitability of the industry is under stress. Though they are not supplying very good quality product and their after sales service is not comparable, but because of the price advantage, their sales volume is increasing every year.

INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY

To achieve effectiveness and efficiency of operation, reliability of financial reporting and compliance with applicable laws, rules, and regulations and compliance of significant policies, the Company has a well defined system of internal control throughout the organization. The internal audit department regularly probes the deficiency in operation of internal control and suggest ways to rectify such deficiencies. To improve efficiency and internal control company has introduced Microsoft-Navision 2009, an Enterprise Resource Planning (ERP) system. Due to the total integration, there is a consistent flow of accurate and easy to access data within all the departments. The company has adequate systems of internal control to provide reasonable assurance that assets are safeguarded and protected against loss from unauthorized use or disposition and those transactions are authorized, recorded and reported properly.

FINANCIAL PERFORMANCE

The company has achieved a turnover ₹ 53836.12 Lacs in FY 2018-19 compared to ₹ 65327.46 Lacs during the previous year.

HEALTH SAFETY AND ENVIRONMENT

Atlas is fully committed to the safety, health and well-being of its employees and to minimizing the environmental impact on its business operations. A safe and healthy environment is maintained and appropriate steps are taken with the object of minimizing the environmental impact on all processes and practices. The Company has a range of policies on quality, safety and health aspects to guide the employees work practices, actions and decisions. The Company strives to continuously improve the effectiveness of its policies and the employees are encouraged to contribute their mite in this direction. All employees are obliged to ensure that they fully understand all policies and do fully comply with the requirements.

HUMAN RESOURCE AND INDUSTRIAL RELATIONS

One of the "Key" reasons for the exponential growth of Atlas is undoubtedly its "People". The Company has always provided an open and challenging work environment, wherein the staff members get an opportunity to rapidly gain and assimilate knowledge. Creativity and dedication of all the employees represent ithe most precious assets of the Company. For the growth of the organization, the human resource function has an important role to play not only in identifying and recruiting suitable individuals, but also in developing and rewarding its employees. As such, we have remained focused on strengthening human capital through continuous training and development and by upgrading skills of employees to meet the Company's objectives. The Company has a union free environment and the industrial relations scenario continued to be stable during the year.

DETAILS OF SIGNIFICANT CHANGES (I.E. CHANGE OF 25% OR MORE AS COMPARED TO THE IMMEDIATELY PREVIOUS FINANCIAL YEAR) IN KEY FINANCIAL RATIOS, ALONG WITH DETAILED EXPLANATIONS THEREFOR, INCLUDING:

There has been significant changes in the Financial Ratios of the Company. The key Financial Ratio are as below:-

S.No.	Particulars	FY 2018-19	FY 2017-18	Resons for difference
i	Debtors Turnover	18.12	25.87	Due to reduction in Turnover and reduced debtors
ii	Inventory Turnover Ratio	7.72	9.27	-
iii	Interest Coverage Ratio	(5.52)	0.84	Due to continuous Labour unrest in Sonipat Plant resulting in increased operating Loss
iv	Current Ratio	0.81	1.04	-
v	Debt Equity ratio	1.16	0.42	Due to continuous Labour unrest in Sonipat Plant resulting in increased operating Loss hence reduced equity.
vi	Operating Profit Margin Ratio	(8.41)	0.16	Due to continuous Labour unrest in Sonipat Plant resulting in increased operating Loss
vii	Net Profit Margin Ratio	(8.51)	(0.25)	Due to continuous Labour unrest in Sonipat Plant resulting in increased operating Loss
viii	Return on Net worth	(88.52)	(1.65)	Due to continuous Labour unrest in Sonipat Plant resulting in increased operating Loss

CAUTIONARY STATEMENT

Statements in the Directors' Report & Management Discussion and Analysis describing the Company's objectives, projections, estimates, expectations or predictions may be "forward-looking statements" within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to the Company's operation include raw material availability and prices, cyclical demand and pricing in the Company's principal market, changes in Government regulations, tax regimes, economic developments within India and the countries in which the Company conducts business and other incidental factor.

APPRECIATION

Your Directors express their warm appreciation to all the employees working at various units for their diligence and contribution. Your Directors also wish to record their appreciation for the support and co-operation received from the dealers, agents, suppliers, bankers and all other stakeholder.

HIRA LAL BHATIA
(DIN: 00159258)
3-B/11, N.E.A., Utri Marg,
New Delhi – 110060

ISHWAR DAS CHUGH
(DIN: 00073257)
I-73, Naraina Vihar,
New Delhi - 110028

DIRECTORS

Date : 29th October, 2019
Place : Delhi

ANNEXURE-3

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10) (i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,
The Members of
Atlas Cycles (Haryana) Limited,
Industrial area
Sonepat Haryana 131001

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **Atlas Cycles (Haryana) Limited** having **CIN:L35923HR1950PLC001614** and having registered office atIndustrial area, Sonepat Haryana - 131001 (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10 (i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations/ representations furnished to us by the Company & its Director/ officers, We hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2019 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority:

Sr. No.	Name of Director	DIN	Date of appointment in Company
1	Sanjiv Kavaljit Singh	00015689	03/09/2014
2	Ishwar Das Chugh	00073257	31/03/1988
3	Hira Lal Bhatia	00159258	31/07/1979
4	Kartik Roop Rai	06789287	19/12/2013
5	Sadhna Syal	07837529	02/06/2017

Ensuring the eligibility of the appointment/ continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For
Mukesh Arora & Company
Practicing Company Secretaries

Mukesh Arora
M.NO-4819
COP-4408

Place: New Delhi
Date: 4-04-2019

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF ATLAS CYCLES (HARYANA) LIMITED

Report on the Audit of Standalone Financial Statements

Opinion

We have audited the standalone financial statements of Atlas Cycles (Haryana) Limited ("the Company") which comprise Balance Sheet as at 31st March, 2019, the Statement of Profit and Loss, the Cash Flow Statement and statement of changes in equity for the year then ended, and a summary of the significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, aforesaidstandalone financial statements give the information required by the companies Act 2013 (the Act) in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the company as at 31st March 2019, of its loss, changes in equity and cashflows for the year then ended.

Basis of Opinion

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing specified under Section 143(10) of the Act and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India. Those Standards and pronouncements require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the standalone financial statements are free from material misstatement. We are independent of the company in accordance with the code of ethics issued by The Institute of Chartered Accountants of India and we have fulfilled our ethical responsibilities in accordance with the provisions of the act. We believe that the audit evidence weobtained is sufficient and appropriate to provide a basis for our opinion.

Other Information

The Company's management and Board of Directors are responsible for the other information. The other information comprises the information included in the Company's Annual Report, but does not include the financial statements and our auditor's report thereon.

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's Responsibilities for the Standalone Financial Statements

The Company's Management and Board of Directors are responsible for the preparation and presentation of these standalone financial statements in terms of the requirements of the Companies Act, 2013 (hereinafter referred to as "the Act") that give a true and fair view of the standalone financial position, standalone financial performance, standalone cash flows and changes in equity of the Company in accordance with accounting principles generally accepted in India including the Indian Accounting Standards specified in the Companies (Indian Accounting Standards) Rules, 2015 (as amended) under Section 133 of the Act. The Company's Board of Directors are also responsible for ensuring accuracy of records including financial information considered necessary for the preparation of the standalone financial statements. The Board of Directors of the company are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgements and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, the management and Board of Directors of the Company are responsible for assessing the ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors of the Company is also responsible for overseeing the financial reporting process of the company.

Auditors' Responsibility for the Audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive

to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i)of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial control systems in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, inducing the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

As required by the Companies (Auditor's Report) Order, 2016 (The Order) issued by the Central Government of India in terms of section 143(11) of the Act, we give in "Annexure A" statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable

A. As required by Section 143 (3) of the Act, we report, to the extent applicable, that:

   (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

   (b) In our opinion, proper books of account as required by law have been kept by the company so far as it appears from our examination of those books.

   (c) The Balance Sheet, the Statement of Profit and Loss (including other comprehensive income), Cash Flow Statement and the Statement of Changes in Equity dealt with by this Report are in agreement with the books of account.

   (d) In our opinion, the aforesaid standalone financial statements comply with theInd AS specified under Section 133 of the Act.

   (e) On the basis of the written representations received from the directors as on 31st March, 2019 taken on record by the Board of Directors, none of the directors disqualified as on 31st March 2019, from being appointed as a director in terms of Section 164 (2) of the Act.

   (f) With respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".

B. With respect to the other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

   i. The Company has disclosed the impact ofpending litigations as at 31st March 2019 on its financial position in its standalone financial statements- Refer Note 40 to the standalone financial statements.

   ii. The Company did not have any long-term contracts including derivatives for which there were any material foreseeable losses.

   iii. There has been some delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

   iv. The disclosures in the standalone financial statements regarding holding as well as dealing in specified bank notes during the period from 8th November 2016 to 30th December 2016 have not been made in these standalone financial statements since they do not pertain to the financial year ended 31st March 2019.

C. With respect to the matter to be included in the Auditor's report under Section 197(16):

   In our opinion and according to the information and explanation given to us, the remuneration paid during the current year by the Company to its directors during the

current yearisin accordance with the provisions of Section 197 of the Act. The remuneration paid to any director Company and its is not in excess of the limit laid down under Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) which are required to be commented upon by us.

For Dinesh Nangru & Co
Chartered Accountants
Firm Registration No: 0015003N

CA Dinesh Nangru
Partner
Membership No. : 094779
UDIN: 19094779AAAADW1030

Place : Delhi
Date : 29th October 2019

"ANNEXURE A" TO THE INDEPENDENT AUDITORS' REPORT

(Referred to in paragraph 1 under "Report on Other Legal and Regulatory Requirements" section of our report of even date to the members of ATLAS CYCLES (HARYANA) LTD.)

The Annexure referred to in our Independent Auditors' Report to the members of the Company on the standalone Ind AS Financial Statements for the year ended 31 March 2019, we report that:

1) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets;

(b) The Fixed Assets have been physically verified by the management in a phased manner, designed to cover all the items over a period of three years, which in our opinion, is reasonable having regard to the size of the company and nature of its business. Pursuant to the program, a portion of the fixed asset has been physically verified by the management during the year and no material discrepancies between the book's records and the physical fixed assets have been noticed.

(c) According to information and explanations given to us and on the basis of our examination of the records of the company, the title deeds of immovable properties are held in the name of the company.

2) (a) As explained to us, the inventories were physically verified during the year by the Management, wherever applicable, at reasonable intervals other than for inventories lying with third parties at the end of the year for which confirmations have been obtained in most of the cases.

b) The discrepancies noticed on physical verification of the inventory as compared to books records which has been properly dealt with in the books of account were not material.

3) The Company has not granted any loans, secured or unsecured to companies, firms, Limited Liability partnerships or other parties covered in the Register maintained under section 189 of the Act. Accordingly, the provisions of clause 3 (iii) (a) to (C) of the Order are not applicable to the Company and hence not commented upon.

4) In our opinion and according to the information and explanations given to us, the company has complied with the provisions of section 185 and I86 of the Companies Act, 2013 In respect of loans, investments, guarantees, and security.

5) The Company has not accepted deposits from the public and hence the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the Companies (Acceptance of Deposit) Rules, 2015 with regard to the deposits accepted from the public are not applicable.

6) As informed to us, the maintenance of Cost Records has not been specified by the Central Government under sub-section (1) of Section 148 of the Act, in respect of the activities carried on by the company and the such accounts and records are made and maintained by the company.

7) a) According to the information and explanation given to us, and the records of the company examined by us, the company is generally regular in depositing with the appropriate authorities undisputed statutory dues including provident fund, employees state insurance, income-tax, sale tax, duty of excise, value added tax, cess. However, according to the information and explanation given to us, no undisputed material amounts payable in respect of statutory dues were in arrears as at 31st March, 2017 for a period more than six months from the date they became payable, except TDS of ₹ 51,84,501 yet to be deposited by Sonepat unit of the Company.

b) According to the information and explanation given to us, there are no dues of income tax, service tax, duty of customs, duty of excise, value added tax outstanding on account of any dispute, except in case of Income Tax for the A.Y. 2006-07 pending before CIT (A) outstanding amount amounting to ₹ 67,64,590 /-.

8) In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of dues to banks. The Company has not taken any loan either from financial institutions or from the government and has not issued any debentures.

9) Based upon the audit procedures performed and the information and explanations given by the management, the company has not raised moneys by way of initial public offer or further public offer including debt instruments. However, term Loans raised by the company has been applied for which those are raised.

10) To the best of our knowledge and according to the information and explanations given to us, we report that no fraud by the Company or on the company by its officers or employees has been noticed or reported during the year.

11) To the best of our knowledge and according to the information and explanations given to us, the managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions

of section 197 read with Schedule V to the Companies Act;

12) In our opinion, the Company is not a Nidhi Company. Therefore, the provisions of clause 4 (xii) of the Order are not applicable to the Company.

13) In our opinion, all transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 and the details have been disclosed in the Financial Statements as required by the applicable Ind AS.

14) Based upon the audit procedures performed and the information and explanations given by the management, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, the provisions of clause 3 (xiv) of the Order are not applicable to the Company and hence not commented upon.

15) Based upon the audit procedures performed and the information and explanations given by the management, the company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, the provisions of clause 3 (xv) of the Order are not applicable to the Company and hence not commented upon.

16) In our opinion, the company is not required to be registered under section 45 IA of the Reserve Bank of India Act, 1934 and accordingly, the provisions of clause 3 (xvi) of the Order are not applicable to the Company and hence not commented upon.

For Dinesh Nangru & Co
Chartered Accountants
Firm Registration No: 0015003N

CA Dinesh Nangru
Partner
Membership No. : 094779
UDIN: 19094779AAAADW1030

Place : Delhi
Date : 29th October 2019

"ANNEXURE – B" TO THE INDEPENDENT AUDITORS' REPORT

(Referred to in paragraph 1(f) under Report on Other Legal and Regulatory Requirements' section of our report of even date)

Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of ATLAS CYCLES (HARYANA) LIMITED ("the Company") as of 31 March 2019 in conjunction with our audit of the Standalone Ind AS Financial Statements of the Company and its subsidiary companies for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Board of Directors of the company, are responsible for establishing and maintaining internal financial controls based on, internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Ind AS Financial Statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of Ind AS Financial Statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that

transactions are recorded as necessary to permit preparation of Ind AS Financial Statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the Ind AS Financial Statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2019, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountant of India".

For Dinesh Nangru & Co
Chartered Accountants
Firm Registration No: 0015003N

CA Dinesh Nangru
Partner
Membership No. : 094779
UDIN: 19094779AAAADW1030

Place : Delhi
Date : 29th October 2019

Atlas Cycles (Haryana) Limited

STANDALONE BALANCE SHEET AS AT 31.03.2019

(Amount in ₹)

Particulars	Note No.	As at 31.03.2019	As at 31.03.2018
ASSETS			
(1) Non - current assets			
(a) Property, plant and equipment	4	813,309,659	882,536,663
(b) Capital work-in-progress		19,451,576	13,173,932
(c) Financial assets			
(i) Investments	5	3,211,406	3,211,406
(ii) Other financial assets	6	10,063,038	11,716,995
(d) Deferred tax assets (net)	7	170,999,206	64,990,456
(e) Other non - current assets	8	170,077,233	168,344,946
Total non - current assets		**1,187,112,118**	**1,143,974,398**
(2) Current assets			
(a) Inventories	9	415,779,530	605,791,932
(b) Financial assets			
(i) Investments	10	493,152	113,789,323
(ii) Trade receivables	11	975,358,890	1,690,189,273
(iii) Cash and cash equivalents	12	35,708,392	41,213,710
(iv) Bank balances other than cash and cash equivalents	13	1,870,854	6,099,218
(v) Loans	14	222,992,929	179,085,431
(vi) Other financial assets	15	14,566,221	34,523,192
(d) Other current assets	16	42,608,622	40,919,878
Total current assets		**1,709,378,590**	**2,711,611,957**
TOTAL ASSETS		**2,896,490,708**	**3,855,586,355**
EQUITY AND LIABILITIES			
EQUITY			
(a) Equity share capital	17	32,519,190	32,519,190
(b) Other equity	18	485,021,795	943,140,062
Total Equity		**517,540,985**	**975,659,252**
LIABILITIES			
(1) Non - current liabilities			
(a) Financial liabilities			
(i) Borrowings	19	3,242,567	4,664,729
(ii) Other financial liabilities	20	268,608,742	249,816,693
(b) Provisions	21	8,802,577	7,951,993
Total non - current liabilities		**280,653,886**	**262,433,415**
(2) Current liabilities			
(a) Financial liabilities			
(i) Borrowings	22	597,820,131	503,409,481
(ii) Trade Payables	23	1,355,882,121	1,945,138,521
(iii) Other financial liabilities	24	6,453,913	19,452,138
(b) Other Current Liabilities	25	56,979,881	104,562,512
(c) Provisions	26	81,159,791	44,931,036
Total current liabilities		**2,098,295,837**	**2,617,493,688**
Total Equity & Liabilities		**2,896,490,708**	**3,855,586,355**
Significant Accounting Policies	**2&3**		

The accompanying notes are integral part of these standalone financial statements

As per our report of even date

For **DINESH NANGRU & COMPANY**
Chartered Accountants
FRN: 015003N

Narendra Pal Singh
Chief Executive Officer

Chander Mohan Dhall
Chief Financial Officer

CA. DINESH NANGRU
PARTNER
M. No. – 094779

Nikhil Bindal
Company Secretary

Hira Lal Bhatia
(DIN: 00159258)
Chiarman &
Non Executive Director

Ishwar Das Chugh
(DIN: 00073257)
Whole Time Director

Date : 29th October, 2019
Place : New Delhi

Atlas Cycles (Haryana) Limited

STANDALONE STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31.03.2019 (Amount in ₹)

Particulars	Note No.	Year ended 31.03.2019	Year ended 31.03.2018
I Income			
a Revenue from operations	28	5,383,612,514	6,532,746,026
b Other income	29	5,552,636	26,191,645
Total income (a + b)		**5,389,165,150**	**6,558,937,671**
II Expenses			
Cost of material consumed	30	3,875,402,701	4,170,315,340
Purchases of Stock-in-Trade	31	233,997,269	479,957,208
Change in Inventories of Finished Goods, Work-in-progress and Stock-in-Trade	32	80,758,010	2,016,604
Excise duty on Sales		-	33,998,843
Employee benefit expenses	33	364,540,539	389,831,457
Finance cost	34	70,291,473	98,275,793
Depreciation and amortization expenses	35	42,073,080	42,814,691
Other expenses	36	1,286,229,095	1,361,403,565
Total expenses		**5,953,292,167**	**6,578,613,501**
III Profit / (loss) before exceptional items and tax		-564,127,017	-19,675,830
IV Exceptional items		-	-
V Profit / (loss) before tax		**-564,127,017**	**-19,675,830**
VI Tax expense			
(1) Current tax			
(2) Deferred tax (Assets/ Liability Utilization)		106,008,750	3,620,456
VII Profit / (loss) for the Year from continuing operations		**-458,118,267**	**-16,055,374**
VIII Other comprehensive income			
Items that will not be reclassified to profit or loss			
(i) Remeasurements of net defined benefit plans			
(ii) Income tax relating to above items			
IX Total comprehensive income for the year		**-458,118,267**	**-16,055,374**
X Earning per equity share (Refer Note 48)			
(1) Basic		(70.44)	(2.47)
(2) Diluted		(70.44)	(2.47)
Significant Accounting Policies	**2&3**		

The accompanying notes are integral part of these standalone financial statements

As per our report of even date

For **DINESH NANGRU & COMPANY**
Chartered Accountants
FRN: 015003N

Narendra Pal Singh
Chief Executive Officer

Chander Mohan Dhall
Chief Financial Officer

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Chiarman &
Non Executive Director

Ishwar Das Chugh
(DIN: 00073257)
Whole Time Director

Date : 29th October, 2019
Place : New Delhi

Atlas Cycles (Haryana) Limited

STANDALONE CASH FLOW STATEMENT FOR THE YEAR ENDED 31.03.2019

(Amount in ₹)

Particulars	Year ended 31.03.2019	Year ended 31.03.2018
CASH FLOW FROM OPERATING ACTIVITIES		
Profit before exceptional items and tax as per statement of profit and loss	-564,127,017	-19,675,830
Adjustments for:		
Depreciation & Amortisation	42,073,080	42,814,691
(Gain)/Loss on disposal of property, plant & equipment	60,834,892	-6,495,430
Profit on Sale of Current Investments	-690,098	-10,542,092
Bad Debts	-	-
Liability / Provisions no longer required written back	-756,846	-3,360,141
Interest Income	-1,833,797	-11,385,058
Finance cost	70,291,473	98,275,793
Operating Profit before Working Capital Changes	**-394,208,313**	**89,631,933**
Working capital adjustments:		
Decrease/ (Increase) in trade and other receivables	714,830,383	-304,924,398
Decrease/ (Increase) in Inventories	190,012,402	-115,790,655
Decrease/ (Increase) in Other Non Current Financial Assets	1,653,957	-10,291,246
Decrease/ (Increase) in Other Non Current Assets	-1,732,287	68,466
Decrease/ (Increase) in Current Loans	-43,907,498	66,286,519
Decrease/ (Increase) in Other Current Assets	-1,688,744	-3,966,306
Decrease/ (Increase) in Other Current Financial Assets	19,956,971	-1,890,000
Decrease/ (Increase) in Bank Balances other than cash equivalents	4,228,364	-
Increase/ (decrease) Other Non-Current Financial Liabilities	18,792,049	2,139,574
Increase/ (decrease) in Non Current Provisions	850,584	350,996
Increase/ (decrease) in trade and other payables	-588,499,554	690,041,203
Increase/ (decrease) in Other Financial Liabilities	-12,998,225	-57,901,050
Increase/ (decrease) in Other Current Liabilities	-47,582,631	64,108,288
Increase/ (decrease) in Provisions	36,228,755	-73,792,909
Net cash flow generated from (used in) operating activities after exceptional items	**-104,063,787**	**344,070,415**
CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of property, plant & equipment, including CWIP and capital advances	-52,172,865	-80,326,356
Sale, plant & equipment, including CWIP and capital advances	27,743,634	22,538,882
Sale/(Purchase) of Investment	113,986,269	45,343,581
Interest Received	1,833,797	11,385,058
Net cash flow generated from (used in) investing activities	**91,390,835**	**-1,058,835**

(Amount in ₹)

Particulars	Year ended 31.03.2019	Year ended 31.03.2018
CASH FLOW FROM FINANCING ACTIVITIES		
Net Proceeds from Short term Borrowings	94,410,650	-331,951,534
Net Proceeds from Long term Borrowings	-1,422,162	-11,392,801
Interest Paid	-70,291,473	-98,275,793
Net cash flow generated from (used in) financing activities	**22,697,015**	**-441,620,128**
Net increase (decrease) in cash and cash equivalents	10,024,063	-98,608,548
Net foreign exchange difference		
Cash and cash equivalents at the beginning of the year	41,213,710	139,822,258
Cash and cash equivalents at year end	**51,237,773**	**41,213,710**
Components of cash and cash equivalent as at		
Cash in hand	4,803,961	4,212,580
Balances with banks:		
- Current Account (Scheduled Bank)	25,995,195	35,320,547
- On Deposits with Original maturity of less than 3 months	3,412,429	42,323
- Unpaid Dividend Account	1,496,807	1,638,260
Cash and cash equivalents as per note 12	**35,708,392**	**41,213,710**

The Cash flow statement has been prepared under the Indirect method as set out in Indian Accounting Standard(Ind As 7) statement of Cash flows.

The accompanying notes are integral part of these standalone financial statements

As per our report of even date

For **DINESH NANGRU & COMPANY**
Chartered Accountants
FRN: 015003N

Narendra Pal Singh
Chief Executive Officer

Chander Mohan Dhall
Chief Financial Officer

CA. DINESH NANGRU
PARTNER
M. No. – 094779

Nikhil Bindal
Company Secretary

Hira Lal Bhatia
(DIN: 00159258)
Chiarman &
Non Executive Director

Ishwar Das Chugh
(DIN: 00073257)
Whole Time Director

Date : 29th October, 2019
Place : New Delhi

Atlas Cycles (Haryana) Limited

NOTE-1

STANDALONE STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31.03.2019

A. Equity Share Capital (Amount in ₹)

Particulars	Amount
As at 01.04.2018	32,519,190.00
Changes in equity share capital	-
As at 31.03.2019	**32,519,190.00**

B. Other equity

Particulars	Reserves and Surplus	Reserves and Surplus	Reserves and Surplus	Reserves and Surplus	Items of other comprehensive income	Total
	Retained earnings	General Reserves	Securities Premium	Fixed Assets Revaluation Reserve	Defined Benefit Plan	
Balance as at 01.04.2018	**-272,337,256**	**1,115,883,070**	**60,620,185**	**38,974,063**		**943,140,062**
Impact of IND AS Adjustment	**-**					
Additions during the period	-458,118,267	-	-			**-458,118,267**
Deletion during the period	-					
As at 31.03.2019	**-730,455,523**	**1,115,883,070**	**60,620,185**	**38,974,063**	**-**	**485,021,795**

The accompanying notes are integral part of these standalone financial statements

As per our report of even date

For **DINESH NANGRU & COMPANY**
Chartered Accountants
FRN: 015003N

Narendra Pal Singh
Chief Executive Officer

Chander Mohan Dhall
Chief Financial Officer

CA. DINESH NANGRU
PARTNER
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(DIN: 00159258)
Chiarman &
Non Executive Director

Ishwar Das Chugh
(DIN: 00073257)
Whole Time Director

Date : 29th October, 2019
Place : New Delhi

NOTES TO FINANCIAL STATEMENTS

NOTE - 2 & 3

1. Significant accounting policies

1.1. Basis of measurement

The financial statements have been prepared under historical cost convention on accrual basis, except for the items that have been measured at fair value as required by relevant Ind AS. The standalone financial statements are presented in Indian Rupees, which is the Company's functional and presentation currency and all amounts are rounded off to the nearest rupees and two decimals thereof, except as stated otherwise.

1.2. Use of estimates and judgements

The presentation of the financial statements in conformity with Ind AS requires the management to make estimates, judgements and assumptions affect the application of accounting policies and reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities at the date of financial statements and reported amount of revenue and expenses during the reporting period. The application of accounting policies that requires critical accounting estimates involving complex and subjective judgements and the use of assumptions in these financial statements have been disclosed in Note 3.3. Accounting estimates could change from period to period. Actual result could differ from those estimates. Appropriate changes in estimates are made as the management becomes aware of changes in circumstances surrounding the estimates. Changes in estimates are reflected in the financial statements in the period in which such changes are made and, if material, their effects are disclosed in the notes to the financial statements.

1.3. Critical accounting estimates

a) Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable. Revenue is reduced by rebates and other similar allowances.

Revenue from the sale of goods is recognised when the goods are dispatched and titles have passed, at which time all the following conditions are satisfied:

- the Company has transferred to the buyer the significant risks and rewards of ownership of the goods;
- the Company retains neither continuing managerial involvement to the degree usually associated with ownership nor effective control over the goods sold;
- the amount of revenue can be measured reliably;
- it is probable that the economic benefits associated with the transaction will flow to the Company; and
- the costs incurred or to be incurred in respect of the transaction can be measured reliably

Dividend income from investments is recognised when the shareholder's right to receive payment has been established.

Interest income from a financial asset is recognised when it is probable that the economic benefits will flow to the Group and the amount of income can be measured reliably. Interest income is accrued on, time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

b) Useful lives and residual value of property, plant and equipment and Intangible assets

Company reviews the useful lives and residual values of property, plant and equipment and Intangible Assets at least once a year. Such lives are dependent upon an assessment of both the technical lives of the assets and also their likely economic lives based on various internal and external factors including relative efficiency and operating costs. Accordingly useful lives are reviewed annually using the best information available to the Management.

1.4. Property, plant and equipment

Property, plant and equipment are stated at cost, less accumulated depreciation and impairment, if any. Costs directly attributable to acquisition are capitalized until the property, plant and equipment are ready for use, as intended by the Management. The Company depreciates property, plant and equipment over their estimated useful lives using the straight-line method. The management has used useful lives for assets as mentioned in Schedule II of Companies Act, 2013

Depreciation methods, useful lives and residual values are reviewed periodically, including at each financial year end.

Advances paid towards the acquisition of property, plant and equipment outstanding at each Balance Sheet date is classified as capital advances under other non-current assets and the cost of assets not ready to use before such date are disclosed under 'Capital work-in-progress'. Subsequent expenditures relating to property, plant and equipment are capitalized only when it is probable that future economic benefits associated with these will flow to the Company and the cost of the item can be measured reliably. Repairs and maintenance costs are recognized in the Statement of Profit and Loss when incurred.

The cost and related accumulated depreciation are eliminated from the financial statements upon sale or retirement of the asset and the resultant gains or losses are recognized in the Statement of Profit and Loss.

1.5. Impairment of assets

Property, plant and equipment are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the Cash Generating Unit (CGU) to which the asset belongs.

If such assets are impaired, the impairment to be recognized in the Statement of Profit and Loss is measured by the amount by which the carrying value of the assets exceeds the estimated recoverable amount of the asset. An impairment loss is reversed in the Statement of Profit and Loss if there has been a change in the estimates used to determine the recoverable amount. The carrying amount of the asset is increased to its revised recoverable amount, provided that this amount does not exceed the carrying amount that would have been determined (net of any accumulated depreciation) had no impairment loss been recognized for the asset in prior years.

1.6. Intangible assets

Intangible assets are stated at cost less accumulated amortization and impairment. Intangible assets are amortized over their respective individual estimated useful lives on a straight-line basis, from the date that they are available for use. The estimated useful life of an identifiable intangible asset is based on a number of factors including the effects of obsolescence, demand, competition, and other economic factors (such as the stability of the industry, and known technological advances). Amortization methods and useful lives are reviewed periodically including at each financial year end.

Computer software which is not an integral part of the related hardware is classified as an intangible asset and is being amortized over the estimated useful life.

1.7. Employee benefits

Defined contribution plan

Employee benefits in the form of Provident Fund (with Government Authorities) are considered as defined contribution plan and the contributions are charged to the statement of Profit & Loss of the year when the contributions to the respective funds are due.

Defined benefit plan

Retirement benefits in the form of Gratuity and Long term compensated leaves are considered as defined benefit obligations and are provided for on the basis of an actuarial valuation, using the projected unit credit method, as at the date of the Balance Sheet. Other short-term absences are provided based on past experience of leave availed.

Actuarial Gains and losses arising from experience adjustments and changes in actuarial assumptions are recognized immediately in the balance sheet with a corresponding debit or credit to retained earnings through other comprehensive income (OCI) in the period in which they occur. Re-measurements are not reclassified to profit or loss in subsequent periods.

1.8. Financial instruments – initial recognition, subsequent measurement and impairment

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity. Financial assets or a liability is recognised when the Company becomes a Party to the contractual provision of the instrument.

a) Financial assets

Financial assets include cash and cash equivalent, trade and other receivables, investments in securities and other eligible current and noncurrent assets.

Financial Assets are measured at amortised cost or fair value through Other Comprehensive Income or fair value through Profit or Loss, depending on its business model for managing those financial assets and the assets contractual cash flow characteristics.

Subsequent measurements of financial assets are dependent on initial categorisation. For impairment purposes significant financial assets are tested on an individual basis, other financial assets are assessed collectively in groups that share similar credit risk characteristics.

The company derecognizes a financial asset when the contractual rights to the cash flows from the financial assets expire or it transfers the financial assets and the transfer qualifies for the derecognisition under Ind AS 109.

Investment in equity shares

Investments in equity securities are initially measured at fair value. Any subsequent fair value gain or loss is recognized through Profit or Loss.

The company assesses impairment based on expected credit loss (ECL) model to all its financial assets measured at amortised cost.

b) Financial liabilities

Financial liabilities include long term and short-term loan and borrowings, trade and other payables and other eligible current and non-current liabilities.

All financial liabilities recognized initially at fair value and, in the case of loans and borrowing and other payable, net of directly attributable transaction costs. After initial recognition, financial liabilities are classified under one of the following two categories

i) Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities held for trading. The Company has not designated any financial liabilities upon initial measurement recognition at fair value through profit or loss. Financial liabilities at fair value through profit or loss are at each reporting date at fair value with all the changes recognized in the Statement of Profit and Loss.

ii) Financial liabilities measured at amortised cost

After initial recognition, such financial liabilities are subsequently measured at amortized cost by applying the Effective Interest Rate (EIR) method to the gross carrying amount of financial liability. The EIR amortization is included in finance expense in the profit and loss.

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires.

1.9. Taxes on income

Income tax expense represents the sum of current and deferred tax. Tax is recognised in the Statement of Profit and Loss, except to the extent that it relates to items recognised directly in equity or other comprehensive income.

Current tax provision is computed for Income calculated after considering allowances and exemptions under the provisions of the applicable Income Tax Laws. Current tax assets and current tax liabilities are off set, and presented as net.

Deferred tax is recognised on differences between the carrying amounts of assets and liabilities in the Balance sheet and the corresponding tax bases used in the computation of taxable profit and are accounted for using the liability method. Deferred tax liabilities are generally recognised for all taxable temporary differences, and deferred tax assets are generally recognised for all deductible temporary differences, carry forward tax losses and allowances to the extent that it is probable that in future taxable profits will be available to set off such deductible temporary differences. Deferred tax assets and liabilities are measured at the applicable tax rates. Deferred tax assets and deferred tax liabilities are off set, and presented as net.

The carrying amount of deferred tax assets is reviewed at each balance sheet date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available against which the temporary differences can be utilised.

1.10. Provisions, contingent liabilities and contingent assets

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Provisions are reviewed at each reporting period and are adjusted to reflect the current best estimate.

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made. Information on contingent liability is disclosed in the Notes to the Financial Statements. Contingent assets are not recognized in financial statements but are disclosed, if any.

1.11. Borrowing cost

Borrowing costs incurred for the acquisition or developing of qualifying assets are recognized as part of cost of such assets when it is considered probable that they will result in future economic benefits to the company. While other borrowing cost are expensed in period in which they are incurred

1.12. Foreign currency transactions

Financial statements have been presented in Indian Rupees, which is the Company's functional and presentation currency. Transactions in foreign currencies are initially recorded by the Company at rates prevailing at the date of the transaction. Subsequently monetary items are translated at closing exchange rates of balance sheet date and the resulting exchange difference recognised in profit or loss. Differences arising on settlement of monetary items are also recognised in profit or loss.

1.13. Provision for bad debts

Provision against doubtful debtors to be created based on the age and category (good, doubtful, disputed and irrecoverable) of the debtors. Provision for Bad and Doubtful debts have been created on case to case basis after assessing the recoverability aspect.

1.14. Government grant

Grants related to specific Fixed Assets are disclosed as a deduction from the value of concernedAssets. Grants related to revenue are credited to the statement of Statement of Profit and Loss. Grants in the nature of promoter's contribution are treated as Capital Reserve.

1.15. Cash flow statements

Cash Flow is reported using indirect method, whereby net profits before tax is adjusted for the effects of transactions of a non- cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flow from regular revenue generation, investing and financing activities of the company are segregated.

Atlas Cycles (Haryana) Limited

Notes to Financial Statements

4 PROPERTY, PLANT AND EQUIPMENT

Financial Year 2018-19

(Amount in ₹)

Particulars	Gross Carrying Value				Depreciation				Net Carrying Value	
	Balance as at 1 April 2018	Additions	Disposals/ Write-off	Balance as at 31 Mar 2019	Balance as at 1 April 2018	Depreciation for the period	Other Adjustments	Balance as at 31 Mar 2019	Balance as at 31 Mar 2019	Balance as at 31 Mar 2018
Tangible assets	-	-	-	-	-	-	-	-	-	
Land & Building	755,655,700	17,254,866		772,910,566	248,591,710	5,231,824		253,823,534	519,087,032	507,063,990
Plant & Machinery	824,895,479	28,230,271	192,300,726	660,825,024	537,564,734	24,025,219	117,557,245	444,032,708	216,792,316	287,330,745
Computer	57,141,557	531,624		57,673,181	55,073,185	802,971		55,876,156	1,797,025	2,068,372
Vehicles	158,970,478	948,192	794,800	159,123,870	92,657,339	10,691,842	483,138	102,866,043	56,257,827	66,313,139
Electrical Installation	26,348,226		592,222	25,756,004	20,225,096	234,527	255,771	20,203,852	5,552,152	6,123,130
Furniture & Fixtures	82,152,164	1,285,716	19,950	83,417,930	68,514,877	1,086,697	6,950	69,594,624	13,823,306	13,637,287
Total	1,905,163,604	48,250,669	193,707,698	1,759,706,575	1,022,626,941	42,073,080	118,303,104	946,396,917	813,309,659	882,536,663
Under Const. Installation Building/ Machinery	13,173,932	19,451,576	13,173,932	19,451,576	-			-	19,451,576	13,173,932
Total	1,918,337,536	67,702,245	206,881,630	1,779,158,151	1,022,626,941	42,073,080	118,303,104	946,396,917	832,761,235	895,710,595

Note : Rs 17.50 Crores and Rs.6.37 Crores received as advance against sale of land of Rasoi Plant and Bawal plant respectively.

Note : Fixed Assets of the Company are hypothicated as Ist Charge against short term borrowing facilites availed by company.

Notes to Financial Statements

(Amount in ₹)

Particulars	As at 31 March 19	As at 31 March 18
5 NON-CURRENT INVESTMENT		
Investment in Equity Instruments (Unquoted, fully paid up)		
A) Subsidiary Companies (measured at cost)		
50,000 (50,000) Equity shares of ₹ 10 each fully paid up in Atlas Cycle (Malanpur) Limited	500,000	500,000
50,000 (50,000) Equity Shares of ₹ 10/- each fully paid up in ATLAS CYCLES(SAHIBABAD) LTD.	500,000	500,000
50,000 (50,000) Equity Shares of ₹ 10/- each fully paid up in ATLAS CYCLES SONEPAT LTD.	500,000	500,000
Equity Shares Fully Paid Up -Trade Un Quoted		
Ambojini Property Developers Pvt. Ltd. 1410 (1410) Equity Shares of ₹ 10 each	14,100	14,100
	1,514,100	**1,514,100**
Investment in Debt Instruments (Unquoted, fully paid up)		
A) Others (measured at cost)		
10% OCD Ambojini Property Developers Pvt. Ltd. 16062 (16062) Debentures of ₹ 100 each	1,606,200	1,606,200
	1,606,200	**1,606,200**
Unquoted Government Securities		
12 years National Defence Certificate for the face value of ₹ 1750 each pledged with Government authorities	1,750	1,750
7 Years National Savings Cerificate pledged with Excise authorities	10,000	10,000
	11,750	**11,750**
Unquoated Mutual Fund		
THE OCIAN'S ART FUND-(D) (46000 units of ₹ 100 each)	4,600,000	4,600,000
Less: Provision for impairment	-4,600,000	-4,600,000
	-	**-**
Investment in Equity Instruments (Quoted, fully paid up)		
Central Bank of India	79,356	79,356
7780 (7780) Equity Shares of ₹ 10 each	**79,356**	**79,356**
Total	**3,211,406**	**3,211,406**
Aggregate Book Value of Quoted Investment	79,356	79,356
Aggregate Market Value of Quoted Investment	283,970	562,883
Aggregate Book Value of Un-Quoted Investment	7,732,050	7,732,050
Aggregate amount of impairment in value of investments	4,600,000	4,600,000

(Amount in ₹)

Particulars	As at 31 March 19	As at 31 March 18
6 OTHER FINANCIAL ASSETS		
Fixed deposits	8,928,000	10,954,742
Accrued interest	1,135,038	762,253
Total	**10,063,038**	**11,716,995**

(Amount in ₹)

Particulars	As at 31 March 19	As at 31 March 18
7 DEFERRED TAX ASSETS (NET)		
Deferred tax assets		
Others	170,999,206	64,990,456
Net deferred tax assets	**170,999,206**	**64,990,456**

(Amount in ₹)

Particulars	As at 31 March 19	As at 31 March 18
8 OTHER NON-CURRENT ASSETS		
Capital advances	3,905,500	3,905,500
Deposit with governement authorities	-	-
Deposit with others	9,100,676	9,100,676
Claim Recoverable	23,023,842	20,107,212
Others	134,047,215	135,231,558
Total	**170,077,233**	**168,344,946**

(Amount in ₹)

Particulars	As at 31 March 19	As at 31 March 18
9 INVENTORY		
(Value at lower of cost and net realisable value)		
(As taken, valued and certified by the management)		
Raw material and packing material	247,233,876	313,759,276
Work-in-progress	8,199,104	17,108,959
Finished goods	86,514,764	135,126,234
Stock in trade	18,209,919	41,446,604
Scarp	-	-
Stores and spares	55,621,867	98,350,859
Total	**415,779,530**	**605,791,932**

Note : Inventory and Trade Receivables are hypothicated against working capital facilities availed by the company

(Amount in ₹)

Particulars	As at 31 March 19	As at 31 March 18
10 CURRENT INVESTMENT		
Investments in Mutual Fund (Quoted) (valued at fair value through profit & loss)		
Birla Sunlife Short Term Opportunity Fund (G) 733617 (2017: NIL, 2016:NIL) Units of ₹ 10 each	-	21,168,725
HDFC Corporate Debt Opp.Fund - R-G 44075 (2017: 2681205, 2016:2681205) Units of ₹ 10 each	493,152	635,152
HDFC MIP- Short Term- G NIL (2017: 438245, 2016:438245) Units of ₹ 10 each	-	-
IDFC SSIF- Medium Term-Plan-A-G 719492 (2017: 427625, 2016:427625) Units of ₹ 10 each	-	20,927,641
Reliance Dynamic Bond Fund-G 160482 (2017: 3987514, 2016:1091996) Units of ₹ 10 each	-	22,490,772
BOI Axa Corporate Credit Spectrum Fund 2051443 (2017: 1240643, 2016:NIL) Units of ₹ 10 each	-	27,403,590
ICICI Prudential Corporate Bond Fund 786482 (2017: NIL, 2016:NIL) Units of ₹ 10 each	-	21,163,443
UTI Short Term Income Fund -Insti. -G NIL (2017: 598770, 2016:598770) Units of ₹ 10 each	-	-
Birla Sunlife Dynamic Bond Fund -Retail(G/(D) NIL (2017: NIL, 2016:475081) Units of ₹ 10 each	-	-
Templeton India Short Term Income Retail-G NIL (2017: NIL, 2016:4645) Units of ₹ 1000 each	-	-
Axis Short Term Fund-G NIL (2017: NIL, 2016:712721) Units of ₹ 10 each	-	-
IDFC SSIF- Short Term-Plan-A-G NIL (2017: NIL, 2016:451267) Units of ₹ 10 each	-	-
Reliance Medium Term Fund NIL (2017: NIL, 2016:144) Units of ₹ 10 each	-	-
Kotak Liquid Scheme Plan -A D/D NIL (2017: NIL, 2016:1238) Units of ₹ 1000 each	-	-
Total	**493,152**	**113,789,323**
Aggregate Book Value of Quoted Investment	493,152	106,196,408
Aggregate Market Value of Quoted Investment	672,368	113,789,323
Aggregate Book Value of Un-Quoted Investment	-	-
Aggregate amount of impairment in value of investments	-	-

(Amount in ₹)

Particulars	As at 31 March 19	As at 31 March 18
11 TRADE RECEIVABLES		
Trade receivables outstanding for a period less than six months from the date they are due for payment		
Unsecured, considered good	762,977,726	1,620,036,381
Unsecured, considered doubtful	-	-
Less: Provision for doubtful debts	-	-
	762,977,726	**1,620,036,381**

Conted.. (Amount in ₹)

Particulars	As at 31 March 19	As at 31 March 18
Trade receivables outstanding for a period exceeding six months from the date they are due for payment		
Unsecured, considered good	212,381,164	70,152,892
Unsecured, considered doubtful	41,410,733	42,167,579
Less: Provision for doubtful debts	-41,410,733	-42,167,579
	212,381,164	**70,152,892**
Total	**975,358,890**	**1,690,189,273**

Note: Inventories and Trade Receivables are hypothicated against working capital facilities availed by the company

(Amount in ₹)

Particulars	As at 31 March 19	As at 31 March 18
12 CASH AND CASH EQUIVALENTS		
Cash in hand	4,803,961	4,212,580
Balance with banks in :		
- Current Account (Scheduled Bank)	25,995,195	35,320,547
- On Deposits with Original maturity of less than 3 months	3,412,429	42,323
- Unpaid Dividend Account	1,496,807	1,638,260
Total	**35,708,392**	**41,213,710**

(Amount in ₹)

Particulars	As at 31 March 19	As at 31 March 18
13 BANK BALANCE OTHER THAN CASH AND CASH EQUIVALENT		
Other Bank Balances		
- Original maturity more than 12 months but maturing within one year from the Reporting Date	1,870,854	6,099,218
- Maturity more than 12 months from the Reporting Date	8,928,000	10,954,742
	10,798,854	17,053,960
Less: Amount disclosed under Other non-current assets (Refer note 6)	-8,928,000	-10,954,742
Total	**1,870,854**	**6,099,218**

(Amount in ₹)

Particulars	As at 31 March 19	As at 31 March 18
14 CURRENT LOANS		
Employee Advance	111,905,391	112,798,707
Loans & Advances recoverable in cash or in kind	111,087,538	66,286,724
Total	**222,992,929**	**179,085,431**

(Amount in ₹)

Particulars	As at 31 March 19	As at 31 March 18
15 OTHER FINANCIAL ASSETS		
Interest Accrued on Investment/FDR	-	1,279,745
Security deposits	14,566,221	33,243,447
Total	**14,566,221**	**34,523,192**

(Amount in ₹)

Particulars	As at 31 March 19	As at 31 March 18
16 OTHER CURRENT ASSETS		
Prepaid expenses	2,050,619	2,421,947
Balances with governement authorities	22,561,983	21,160,852
Advances to Business Vendors	-	-
Advance income tax/ Tax deducted at source (Net of Provisions)	17,996,020	17,337,079
Total	**42,608,622**	**40,919,878**

(Amount in ₹)

Particulars	As at 31 March 19	As at 31 March 18
17 EQUITY SHARE CAPITAL		
Authorised		
30,000(30,000) 6 1/4% P.A. free of Income tax cumulative redeemable Preference shares of ₹ 100 each	3,000,000	3,000,000
194,00,000(194,00,000) Equity Shares of ₹ 5/- each	97,000,000	97,000,000
Issued, Subscribed & Fully Paid Up Capital		
65,03,838(65,03,838) Equity Shares of ₹ 5/-each fully paid up	32,519,190	32,519,190
Total	**32,519,190**	**32,519,190**

a) The rights, preferences and restrictions attaching to each class of shares including restrictions on the distribution of dividends and the repayment of capital :

The company has only one class of equity shares having a par value of ₹ 5 per share. Each holder of equity shares is entitled to one vote per share. The company declares and pays dividend in Indian rupees. The dividend proposed, if any, by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting and also has equal right in distribution of Profit/Surplus in proportions to the number of equity shares held by the shareholders.

b) Details of shareholders holding more than 5% equity shares in the company

	As at 31 March 19		As at 31 March 18	
Name of shareholder	**No. of Shares**	**%**	**No. of Shares**	**%**
Milton Cycles Industries Ltd	651692	10.02%	651692	10.02%
Limrose Enng Works Pvt Ltd	515300	7.92%	515300	7.92%

c) Reconciliation of the number of shares outstanding at the beginning and at the end of the reporting period

Particulars	As at 31 March 19	As at 31 March 18
	No. of Shares	No. of Shares
Share outstanding as at the beginning of the year	6,503,838	3,251,919
Adidtions during the year	-	-
- Shares Split during the year	-	3,251,919
Deletions during the year	-	-
Share outstanding as at the end of the year	6,503,838	6,503,838

d) In last 5 years there was no bonus issue, buy back and /or issue of shares other for cash consideration

(Amount in ₹)

Particulars	As at 31 March 19	As at 31 March 18
18 OTHER EQUITY		
Retained Earning		
Balance as at the beginning of the year	-272,337,256	-256,281,882
Restatement due to application of Ind AS	-	-
(+) Net Profit/(Net Loss) For the current year as per the statement of Profit and loss	-458,118,267	-16,055,374
Balance as at the end of the year	-730,455,523	-272,337,256
General Reserve		
Balance as at the beginning of the year	1,115,883,070	1,115,883,070
Addition	-	-
Deletion	-	-
Balance as at the end of the year	1,115,883,070	1,115,883,070
Securities Premium		
Balance as at the beginning of the year	60,620,185	60,620,185
Addition	-	-
Deletion	-	-
Balance as at the end of the year	60,620,185	60,620,185
Fixed Assets Revaluation Reserve		
Balance as at the beginning of the year	38,974,063	38,974,063
Addition	-	-
Deletion	-	-
Balance as at the end of the year	38,974,063	38,974,063
Item of other comprehensive income that will not be classified in profit & loss		
Re-measurement of the net defined benefit Plans	-	-
Addition	-	-
Deletion	-	-
Balance as at the end of the year	-	-
Total other equity	**485,021,795**	**943,140,062**

(Amount in ₹)

Particulars	As at 31 March 19	As at 31 March 18
19 NON-CURRENT BORROWING		
Secured loans		
- Vehicle loans From scheduled banks	7,423,117	16,189,867
- Public Deposits	-	7,927,000
	7,423,117	24,116,867
Less: Amount disclosed under the head other financial liabilities (note 24)	-4,180,550	-19,452,138
Total	**3,242,567**	**4,664,729**

Note:

1 Vehicle loans are secured by way of hypothecation of vehicle concerned and carry interest from 10.25% p.a. to 13% p.a. on different loans and repayable in 36 / 48 equal installments.

(Amount in ₹)

Particulars	As at 31 March 19	As at 31 March 18
20 OTHER FINANCIAL LIABILITIES		
Permanent Deposits from Dealers	15,306,945	15,223,915
Security Deposits from Others	14,601,797	15,892,778
Advance against sale of land #	238,700,000	218,700,000
Total	**268,608,742**	**249,816,693**

 # ₹ 17.50 Crores and Rs.6.37 Crores received as advance against sale of land of Rasoi Plant and Bawal plant respectively.

(Amount in ₹)

Particulars	As at 31 March 19	As at 31 March 18
21 NON-CURRENT PROVISIONS		
Provision for employee benefits		
Gratuity	-	-
Leave encashment	8,802,577	7,951,993
Total	**8,802,577**	**7,951,993**

(Amount in ₹)

Particulars	As at 31 March 19	As at 31 March 18
22 CURRENT BORROWINGS		
a) Secured loans		
Working Capital Facilities from Banks		
Working capital loan	568,466,587	483,002,518
Short Term Loans	-	-
Bills Discounting from Banks/Financial Institution	29,353,544	20,406,963
Total	**597,820,131**	**503,409,481**

a) Working Capital Limit from Consortium banks is secured against Hypothecation of Inventory and Book Debts and Ist Charge over Fixed Assets of the Company which is repayable on demand and carries Interest @ 14.43% p.a.

b) Bills Discounting facility from Consortium banks is fully secured by the stock against the bills discounted and carries interest @ 15.60% p.a.

(Amount in ₹)

Particulars	As at 31 March 19	As at 31 March 18
23 TRADE PAYABLES		
Payable to MSME parties	318,745,844	550,468,258
Payable to Others	1,037,136,277	1,394,670,263
Total	**1,355,882,121**	**1,945,138,521**

(Amount in ₹)

Particulars	As at 31 March 19	As at 31 March 18
24 OTHER CURRENT FINANCIAL LIABILITIES		
Current maturities of long-term debt (refer note 19)	4,180,550	11,525,138
Current maturities of deposits (refer note 19)	-	7,927,000
Interest accrued	2,273,363	-
Total	**6,453,913**	**19,452,138**

(Amount in ₹)

Particulars	As at 31 March 19	As at 31 March 18
25 OTHER CURRENT LIABILITIES		
Statutory dues	33,007,530	24,804,089
Security deposits	6,782,669	9,070,489
Advance against sale of land	-	-
Employees related payables	1,242,398	3,301,364
Others payables	14,450,477	65,748,310
Unpaid dividends	1,496,807	1,638,260
Total	**56,979,881**	**104,562,512**

(Amount in ₹)

Particulars	As at 31 March 19	As at 31 March 18
26 CURRENT PROVISIONS		
Provision for employee benefits		
Provision for bonus	880,734	1,329,372
Others Employee Benefits	39,392,956	28,147,814
Provision for dealers discount	-	-
Provision for others	40,886,101	15,453,850
Total	**81,159,791**	**44,931,036**

(Amount in ₹)

Particulars	For the Year ended 31 March 19	For the Year ended 31 March 18
28 REVENUE FROM OPERATIONS		
Sale of finished goods	5,372,043,521	6,517,651,187
Other operating revenue		
Scrap sales	8,434,434	2,718,004
Export Incentive	3,134,559	12,376,835
Total	**5,383,612,514**	**6,532,746,026**

(Amount in ₹)

Particulars	For the Year ended 31 March 19	For the Year ended 31 March 18
29 OTHER INCOME		
Interest Income	1,143,699	842,966
Profit on Sale of Property, Plant and Equipments	750,626	6,685,518
Profit on Sale of Current Investments	690,098	10,542,092
Rental Income	157,795	335,148
Provision written back	756,846	3,360,141
Income From Investments	-	30,847
Miscellaneous Income	2,053,572	4,394,933
Total	**5,552,636**	**26,191,645**

Due to effect of applicability of Ind AS profit on sale of current investment is reduced to ₹ 6,90,098 from ₹ 82,83,014 hence reduction of profit by ₹ 75,92,916. Previous year profit on sale of current investments was incresed by same amount i.e. ₹ 75,92,916 as current investments were stated at market price at year end due to applicability of Ind AS.

(Amount in ₹)

Particulars	For the Year ended 31 March 19	For the Year ended 31 March 18
30 COST OF MATERIAL CONSUMED		
Raw Material Consumed	3,875,402,701	4,170,315,340
Total	**3,875,402,701**	**4,170,315,340**

(Amount in ₹)

Particulars	For the Year ended 31 March 19	For the Year ended 31 March 18
31 PURCHASE OF STOCK-IN-TRADE		
Purchase of Bicycles	233,997,269	479,957,208
Total	**233,997,269**	**479,957,208**

(Amount in ₹)

Particulars	For the Year ended 31 March 19	For the Year ended 31 March 18
32 CHANGE IN INVENTORY OF FINISHED GOODS, WORK-IN-PROGRESS AND STOCK-IN-TRADE		
Openning stock		
Finished goods	135,126,234	160,443,235
Stock-in-trade	41,446,604	11,131,114
Scrap	-	-
Work-in-progress	17,108,959	24,124,052
	193,681,797	195,698,401
Closing stock		
Finished goods	86,514,764	135,126,234
Stock-in-trade	18,209,919	41,446,604
Scrap	-	-
Work-in-progress	8,199,104	17,108,959
	112,923,787	193,681,797
(Increase)/ Decrease in Stock	80,758,010	2,016,604
Total	**80,758,010**	**2,016,604**

(Amount in ₹)

Particulars	For the Year ended 31 March 19	For the Year ended 31 March 18
33 EMPLOYEE BENEFIT EXPENSES		
Salaries and Wages	310,829,514	318,010,432
Contribution to Provident and Other Funds	33,137,419	41,269,281
Staff Welfare and Training Expenses	20,573,606	30,551,744
Total	**364,540,539**	**389,831,457**

(Amount in ₹)

Particulars	For the Year ended 31 March 19	For the Year ended 31 March 18
34 FINANCE COSTS		
Interest Expense	67,757,035	92,570,992
Other Borrowing Costs	2,534,438	5,704,801
Total	**70,291,473**	**98,275,793**

(Amount in ₹)

Particulars	For the Year ended 31 March 19	For the Year ended 31 March 18
35 DEPRECIATION AND AMORTIZATION EXPENSE		
Depreciation on property, plant & equipment	42,073,080	42,814,691
Total	**42,073,080**	**42,814,691**

(Amount in ₹)

Particulars	For the Year ended 31 March 19	For the Year ended 31 March 18
36 OTHER EXPENSES		
Freight outward & handling charges	374,374,647	371,613,936
Packing Material Consumed	200,077,683	197,912,643
Stores and Spare Parts Consumed	316,721,782	274,665,769
Power & Fuel	57,233,186	55,925,313
Repairs and Maintenance:		
Building	1,776,905	9,795,208
Plant & Machinery	9,548,918	13,898,188
Others	16,204,849	26,879,995
Travelling & conveyance	61,603,816	71,606,356
Advertisement and sales promotion	29,635,227	63,128,114
Rates & Taxes	22,239,516	40,904,638
Commission to agents	19,259,451	34,276,634
Printing & Stationery, Postage & Telephone	9,034,730	10,030,422
Insurance	4,490,528	5,914,522
Legal Fees	2,349,497	4,328,386
Rent	2,250,060	3,004,184
Payment to Auditors (Refer Note below 30.1)	3,316,075	3,984,117
Loss on sale of property, plant and equipment	61,585,518	190,088
Director Sitting fees	430,000	552,000
Donations	68,000	169,372
Bad debt written off	-	-
Miscellaneous Expenses	94,028,707	172,623,680
Total	**1,286,229,095**	**1,361,403,565**

(Amount in ₹)

Particulars	For the Year ended 31 March 19	For the Year ended 31 March 18
36.1 PAYMENT TO AUDITOR		
As Auditor:		
Statutory Audit fee	2,500,000	2,500,000
Tax Audit Fee	400,000	400,000
In other Capacity		
For Other Services including Certifications	416,075	1,084,117
Total	**3,316,075**	**3,984,117**

37 FINANCIAL RISK MANAGEMENT

The Company's principal financial liabilities, other than derivatives, comprises of borrowings, trade and other payables, and financial guarantee contracts. The main purpose of these financial liabilities is to manage finances for the Company's operations. The Company has loan and other receivables, trade and other receivables, and cash and short-term deposits that arise directly from its operations.The Company's activities are exposed it to **market risk, credit risk and liquidity risk**.

I. Market risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market prices comprise three types of risk: currency rate risk, interest rate risk and other price risks, such as equity price risk and commodity risk. Financial instruments affected by market risk include loans and borrowings, deposits, investments.The sensitivity analysis in the following sections relate to the position as at 31st March 2019 and 31st March 2018.

The analysis exclude the impact of movements in market variables on: the carrying values of gratuity and other postretirement obligations; provisions; and the non-financial assets and liabilities of foreign operations. The sensitivity of the relevant profit or loss item is the effect of the assumed changes in respective market risks.

(a) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. In order to optimize the Compnay's position with regard to interest income and interest expenses and to manage the interest rate risk, treasury performs a comprehensive corporate interest rate risk management by balancing the proportion of the fixed rate and floating rate financial instruments in its total portfolio.

(i) The exposure of Company borrowings to interest rate changes at the end of reporting period are as follows:

(Amount in ₹)

Particulars	As at 31 March 19	As at 31 March 18
Variable rate borrowings	568,466,587	483,002,518
Fixed rate borrowings	36,776,661	44,523,830
Total borrowings	605,243,248	527,526,348

(ii) As at the end of reporting period, the Company had the following variable rate borrowings outstanding:

Particulars	As at 31 March 19		As at 31 March 18	
	Balance	% of total loans	Balance	% of total loans
Loans repayable on demand (Cash Credit)	568,466,587	100.00%	483,002,518	100.00%
Net exposure to cash flow interest rate risk	**568,466,587**	**100%**	**483,002,518**	**100%**

(iii) Sensitivity

Profit/loss is sensitive to higher/lower interest expense from borrowings as a result of changes in interest rates.

Particulars	Increase/ Decrease in Basis Points		Impact on Profit before Tax	
	31-Mar-19	31-Mar-18	31-Mar-19	31-Mar-18
Decrease in Profit before Tax	**+50**	**+50**	2,842,333	2,415,013
Increase in Profit before Tax	**- 50**	**- 50**	-2,842,333	-2,415,013

(b) Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Company is exposed to the foreign exchange risk through its trading sales.

Amount in Forex

Foreign currency exposure	Currency	As at 31 March 19	As at 31 March 18
Trade Receivables	USD	**182,076**	**262,964**

II. Credit risk

Credit risk arises from the possibility that the counterparty will default on its contractual obligations resulting in financial loss to the company. To manage this, the Company periodically assesses the financial reliability of customers, taking into account the financial conditions, current economic trends, and analysis of historical bad debts and ageing of accounts recievable.The Company is exposed to credit risk from its operating activities (primarily trade receivables) and from its financing activities, including deposits with banks, mutual funds and other financial instruments.

The Company extends credit to customers in normal course of business. The Company considers factors such as credit track record in the market and past dealings for extension of credit to customers. The Company monitors the payment track record of the customers. Outstanding customer receivables are regularly monitored. The Company evaluates the concentration of risk with respect to trade receivables as low, as its customers are located in several jurisdictions and industries and operate in domestic markets. The Company has also taken advances and security deposits from its customers, which mitigate the credit risk to an extent.

III. Liquidity Risk

Liquidity risk is defined as the risk that company will not be able to settle or meet its obligation on time or at a reasonable price. The Company's objective is to at all times maintain optimum levels of liquidity to meet its cash and collateral requirements. The Company's treasury department is responsible for liquidity, funding as well as settlement management. In addition, processes and policies related to such risk are overseen by senior management. Management monitors the Company's net liquidity position through rolling, forecast on the basis of expected cash flows.

The table below provides details regarding the remaining contractual maturities of financial liabilities at the reporting date based on contractual undiscounted payments:

Maturity patterns of borrowings & other Financial liablities (Amount in ₹)

As at 31-03-2019	Carrying Amount	On Demand	Less than 12 months	More than 12 months	Total
Borrowings	605,243,248	568,466,587	33,534,094	3,242,567	605,243,248
Trade payables	1,355,882,121	678,739,001	677,143,120		1,355,882,121
Other Liabiilities	275,062,655		6,453,913	268,608,742	275,062,655
Total	**2,236,188,024**	**1,247,205,588**	**717,131,127**	**271,851,309**	**2,236,188,024**

As at 31-03-2018	Carrying Amount	On Demand	Less than 12 months	More than 12 months	Total
Borrowings	527,526,348	483,002,518	39,859,101	4,664,729	527,526,348
Trade payables	1,945,138,521	933,503,858	1,011,634,663		1,945,138,521
Other Liabiilities	269,268,831		19,452,138	249,816,693	269,268,831
Total	**2,741,933,700**	**1,416,506,376**	**1,070,945,902.00**	**254,481,422**	**2,741,933,700**

38 CAPITAL MANAGEMENT

The primary objective of the Company's Capital Management is to maximize the shareholder value and also maintain an optimal capital structure to reduce cost of capital. In order to manage the capital structure, the Company may adjust the amount of return on capial to shareholders, issue new or sell assets to reduce debts. The Company monitors capital using gearing ratio, which is net debt divided by total capital plus debt.

(Amount in ₹)

Particulars	As at 31 March 19	As at 31 March 18
Debt	605,243,248	527,526,348
Cash & bank balances	37,579,246	47,312,928
Net Debt (A)	567,664,002	480,213,420
Total Equity (B)	517,540,985	975,659,252
Total Equity and Net Debt ('C)	1,085,204,987	1,455,872,672
Gearing Ratio (A/C)	52.31%	32.98%

Notes-

(i) Debt is defined as long-term and short-term borrowings including current maturities (excluding derivatives) as described in notes 19 and 22.

(ii) Total equity (as shown in balance sheet) includes issued capital and all other equity reserves.

39 RECOGNITION OF OPENING AND CLOSING BALANCES OF DEFINED BENEFIT OBLIGATION

In accordance with the Payment of Gratuity Act, 1972, the Company provides for gratuity, as defined benefit plan. The gratuity plan provides for a lump sum payment to the employees at the time of separation from the service on completion of vested year of employment i.e. five years. The liability of gratuity plan is provided based on actuarial valuation as at the end of each financial year based on which the Company contributes the as certained liability to Life Insurance Corporation of India with whom the plan assets are maintained.

These plans typically expose the Company to actuarial risks such as: investment risk, inherent interest rate risk, longevity risk and salary risk

Investment Risk	The present value of the defined benefit plan liability (denominated in Indian Rupee) is calculated using a discount rate which is determined by reference to market yields at the end of the reporting period on government bonds. Currently for the plan in India, it has a relatively balanced mix of investments in government securities, and other debt instruments.
Interest Rate Risk	The defined benefit obligation calculated uses a discount rate based on government bonds. If bond yields fall, the defined benefit obligation will tend to increase
Longevity Risk	The present value of the defined benefit plan liability is calculated by reference to the best estimate of the mortality of plan participants both during and after their employment. An increase in the life expectancy of the plan participants will increase the plan's liability
Salary Risk	Higher than expected increases in salary will increase the defined benefit obligation

The present value of the defined benefit obligation, and the related current service cost, were measured using the projected unit credit method.

Movements in the present value of the defined benefit obligation are as follows :- (Amount in ₹)

GRATUITY	**Gratuity (Funded)**	
	2018-19	**2017-18**
Defined Benefit obligation at the beginning of the year	111,630,289	112,616,479
Current Service Cost	2,802,823	1,301,603
Interest cost	8,818,793	8,447,974
Benefit paid	3,887,558	10,735,767
Defined Benefit obligation at the year end	127,139,463	111,630,289

Acturial assumptions	**Gratuity (Funded)**	
	2018-19	**2017-18**
Discount rate (Per Annum)	7.50%	7.50%
Expected rate of return plan (Per Annum)	8.25%	8.25%
Rate of escalation of salary (Per Annum)	8.00%	8.00%

The estimates of rate of escalation in salary considered in acturial valuation, takes into account seniority and promotion & other relevant factors.

As per the IND AS 21 " Employees benefit", the disclosure as defined in the accounting Standard are given below:

(Amount in ₹)

Defined Contribution Plan	**31-Mar-19**	**31-Mar-18**
Employer's Contribution to Provident Fund	11,206,025	16,494,116
Employer's Contribution to Supper Annuation Fund	-	12,925,110
Employer's Contribution to Gratuity Fund	3,893,845	3,897,689

40 CONTINGENT LIABILITIES IN RESPECT OF

(Amount in ₹)

		31-Mar-19	**31-Mar-18**
a)	Surety bonds in favour of government	3,677,350	3,677,350
b)	Guarantees given by bank	141,455,441	159,644,951
c)	Guarantees In respect of Entry Tax matters	-	30,000
d)	Guarantees In respect of Sales Tax matters	-	1,551,000
e)	Interest on Pending Litigations	11,567,548	-

41 DETAILS OF RAW MATERIAL CONSUMED DURING THE YEAR

Particulars		2019			2018	
		Units	Quantity (in lacs)	Value ₹	Quantity (in lacs)	Value ₹
(i)	Sheets & Strips	Kgs.	1,308,269	73,368,854	1,971,414	93,813,455
(ii)	Tyres	Nos.	3,422,369	376,916,204	4,456,127	439,332,870
(iii)	Tubes	Nos.	3,332,365	142,861,221	4,389,056	172,763,050
(iv)	Rims	Nos.	3,878,743	394,852,475	4,741,831	433,610,202
(v)	Other Items	-	-	152,488,368	-	123,409,684
(vi)	Components	-		2,734,915,579		2,907,386,079
				3,875,402,701		**4,170,315,340**

42 VALUE OF IMPORTED AND INDIGENEOUS RAW MATERIAL AND COMPONENTS CONSUMED DURING THE YEAR

		Indigeneous		Imported	
		Value (₹)	Percentage	Value (₹)	Percentage
(i)	Raw Material	987,998,754	100	NIL	0
		(1139519577)	(100)	NIL	(0)
(ii)	Components	2,547,101,837	88.21	340,302,110	11.79
		(2628579472)	(86.73)	(402216291)	(13.27)

Previous Year figures are shown in brackets.

43 VALUE OF TOTAL IMPORTS ON CIF BASIS

(Amount in ₹)

		2019	2018
(i)	Raw Material, Components & Spare Parts	340,302,110	402,216,291
(ii)	Capital Goods	-	-
		340,302,110	**402,216,291**

44 EXPENDITURE IN FOREING CURRENCY

(Amount in ₹)

		2019	2018
(i)	Commission on export	1,787,277	3,145,252
(ii)	Foreign Tours	11,617,431	12,004,516
(iii)	Foreign Publicity & exhibition	791,787	-
		14,196,495	**15,149,768**

45 EARNINGS IN FOREIGN EXCHANGE

(Amount in ₹)

	2019	2018
F.O.B. Value of goods exported	140,391,867	167,912,862

46 RELATED PARTY DISCLOSURES

A. Name of associated parties and nature of related party relationship

i) **Associated Companies** : Milton Cycles Inds Ltd, Janki Das & Sons (P) Ltd, Romer Engineering Works (P) Ltd

ii) **Subsidiary Companies are:** Atlas Cycles Sonepat Ltd, Atlas Cycles (Sahibabad) Ltd, Atlas Cycles (Malanpur) Ltd.,

Directors & Employees (As at 31.03.2019) : Sh. I.D.Chugh, Sh. H.L.Bhatia, Sh. Kartik Roop Rai, Sh. Sanjiv Kavaljit Singh, Smt. Sadhna Syal, Sh. Vikram Kapur, Sh. Gautam Kapur, Sh. Girish Kapur, Sh. Sanjay Kapur, Sh. Rajiv Kapur, Sh. Angad Kapur, Sh. Rishav Kapur, Sh.Prashant Kapur, Sh. Rahul Kapur, Sh.Abhinav Kapur.

B. Transactions with the Associated Parties and Subsidiaries (Amount in ₹)

	2019	2018
Sale of Goods	9,688,805	25,549,542
Rent	-	108,000
Purchase of Goods	429,717,104	430,372,897
Balance at year end	93,290,355	122,453,648
Guarantee Given	-	-

C. Transactions with key managerial persons: (Amount in ₹)

	2019	2018
Remunerations:	54,404,912	53,384,820

47 EARNINGS PER SHARE

The following is a reconciliation of the equity shares used in the computation of basic and diluted earnings per equity share:

(Amount in ₹)

Particulars	Year ended 31.03.2019	Year ended 31.03.2018
Issued Equity Shares (65,03,838 of ₹ 5 each)	6,503,838	6,503,838
Add/ Less: Adjustments (Refer note)	-	
Weighted average number of equity shares in calculating basic & diluted EPS (A)	6,503,838	6,503,838

Net profit available to equity holders of the Company used in the basic and diluted earnings per share was determined as follows:

(Amount in ₹)

Particulars	Year ended 31.03.2019	Year ended 31.03.2018
Profit for the year	(458,118,267)	(16,055,374)
Add/ Less: Adjustments	-	
Net profit/ (loss) as per Statement of Profit & Loss (for calculation of basic & diluted EPS (B)	(458,118,267)	(16,055,374)
Basic Earnings per Share (₹) (B/A)	(70.44)	(2.47)
Diluted Earnings per Share (₹) (B/A)	(70.44)	(2.47)

The number of shares used in computing basic EPS is the weighted average number of shares outstanding during the year.The diluted EPS is calculated on the same basis as basic EPS, after adjusting for the effects of potential dilutive equity.

48 SEGMENT INFORMATION

(i) The company is engaged in the business of "Manufacturing and Selling of Bicycles" and therefore, has only one reportable segment in accordance with IND AS 108 "Operating segments".

49 PREVIOUS YEAR FIGURES

Figures of the Previous Year have been regrouped, rearranged and reclassified to conform to the current year classification.

For **DINESH NANGRU & COMPANY**
Chartered Accountants
FRN: 015003N

Narendra Pal Singh
Chief Executive Officer

Chander Mohan Dhall
Chief Financial Officer

CA. DINESH NANGRU
PARTNER
M. No. – 094779

Nikhil Bindal
Company Secretary

Hira Lal Bhatia
(DIN: 00159258)
Chiarman &
Non Executive Director

Ishwar Das Chugh
(DIN: 00073257)
Whole Time Director

Date : 29th October, 2019
Place : New Delhi

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF ATLAS CYCLES (HARYANA) LIMITED

Report on the Audit of Consolidated Financial Statements

Opinion

We have audited the accompanying consolidated financial statements of Atlas Cycles (Haryana) Limited("the Holding Company") and its Subsidiaries Atlas Cycles Sonepat Limited, Atlas Cycles (Sahibabad) Limited and Atlas Cycles (Malanpur) Limited (collectively referred to as "the Group") which comprise the consolidated Balance Sheet as at 31st March, 2019, the consolidated Statement of Profit and Loss and the consolidated Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, and based on the consideration of reports of other auditors on separate financial statements of such subsidiaries, as were audited by the other auditors, aforesaid consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the group as at 31st March 2019, of its consolidated loss, consolidated changes in equity and consolidated cash flows for the year then ended.

Basis of Opinion

We conducted our audit of the consolidated financial statements in accordance with the Standards on Auditing specified under Section 143(10) of the Act and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India. Those Standards and pronouncements require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement. We are independent of the group in accordance with the code of ethics issued by The Institute of Chartered Accountants of India and we have fulfilled our ethical responsibilities in accordance with the provisions of the act. We believe that the audit evidence we obtained is sufficient and appropriate to provide a basis for our opinion.

Other Information

The Holding Company's management and Board of Directors are responsible for the other information. The other information comprises the information included in the Holding Company's Annual Report, but does not include the financial statements and our auditor's report thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

The Holding Company's Management and Board of Directors are responsible for the preparation and presentation of these consolidated financial statements in terms of the requirements of the Companies Act, 2013 (hereinafter referred to as "the Act") that give a true and fair view of the consolidated financial position, consolidated financial performance, consolidated cash flows and changes in equity of the Group in accordance with accounting principles generally accepted in India including the Indian Accounting Standards specified in the Companies (Indian Accounting Standards) Rules, 2015 (as amended) under Section 133 of the Act. The Holding Company's Board of Directors are also responsible for ensuring accuracy of records including financial information considered necessary for the preparation of consolidated financial statements. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgements and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error which has been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial statements, the respective management and Board of Directors of the entities included in the Group are responsible for assessing the ability of each entity to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the entity or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the entities included in the Group is responsible for overseeing the financial reporting process of each entity.

Auditors' Responsibility for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions

of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial control systems in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, inducing the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

A. As required by Section 143 (3) of the Act, we report, to the extent applicable, that:

   (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.

   (b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of these books.

   (c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss (including other comprehensive income), Consolidated Cash Flow Statement and the Consolidated Statement of Changes in Equity dealt with by this Report are in agreement with the relevant books of account maintained by the Holding Company, its subsidiary included in the Group incorporated in India including relevant records relating to the preparation of the consolidated financial statements.

   (d) In our opinion, the aforesaid consolidated financial statements comply with the Ind AS specified under Section 133 of the Act.

   (e) On the basis of the written representations received from the directors of the Holding Company and its subsidiaries as on 31st March, 2019 taken on record by the Board of Directors of the respective Companies, none of the directors of the Group companies incorporated in India is disqualified as on 31st March 2019, from being appointed as a director in terms of Section 164 (2) of the Act.

   (f) With respect to the adequacy of the internal financial controls with reference to financial statements of the Holding Company and its subsidiary companies incorporated in India and the operating effectiveness of such controls, refer to our separate Report in Annexure A.

B. With respect to the other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

   i. The Company has disclosed the impact of pending litigations as at 31st March 2019 on its financial position in its standalone financial statements- Refer Note 40 to the standalone financial statements.

   ii. The Company did not have any long-term contracts including derivatives for which there were any material foreseeable losses.

   iii. There has been some delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company and

there was no amount required to be transferred, to the Investor Educationand Protection Fund by its subsidiary companies incorporated in India during the year ended 31st March 2019

iv. The disclosure in the consolidated financial statements regarding holding as well as dealing in specified banks notes during the period 8th November 2016 to 30th December 2016 have not been made in the financial statements since they do not pertain to the financial year ended 31st March 2019.

C. With respect to the matter to be included in the Auditor's report under Section 197(16)

In our opinion and according to the information and explanation given to us, the remuneration paid during the current year by the Holding Company and its subsidiaries which are incorporated in India is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director by the Holding Company and its subsidiaries which are incorporated in India, is not in excess of the limit laid down under Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) which are required to be commented upon by us.

For Dinesh Nangru & Co
Chartered Accountants
Firm Registration No: 0015003N

CA Dinesh Nangru
Partner
Membership No. : 094779
UDIN: 19094779AAAADX3542

Place : Delhi
Date : 29th October 2019

"ANNEXURE – A" TO THE INDEPENDENT AUDITORS' REPORT

(Referred to in paragraph 1(f) under Report on Other Legal and Regulatory Requirements' section of our report of even date)

Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of ATLAS CYCLES (HARYANA) LIMITED ("the Company") as of 31 March 2019 in conjunction with our audit of the Consolidates Ind AS Financial Statements of the Company and its subsidiary companies for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The respective Board of Directors of the Holding company and its subsidiary company, which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on ,internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Ind AS Financial Statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of Ind AS Financial Statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of Ind AS Financial Statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance

regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the Ind AS Financial Statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Holding Company and its subsidiary company, which are companies incorporated in India, has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2019, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountant of India".

For Dinesh Nangru & Co
Chartered Accountants
Firm Registration No: 0015003N

CA Dinesh Nangru
Partner
Membership No. : 094779
UDIN: 19094779AAAADX3542

Place : Delhi
Date : 29th October 2019

Atlas Cycles (Haryana) Limited

CONSOLIDATED BALANCE SHEET AS AT 31.03.2019

(Amount in ₹)

Particulars	Note No.	As at 31.03.2019	As at 31.03.2018
ASSETS			
(1) Non - current assets			
(a) Property, plant and equipment	4	813,309,659	882,536,663
(b) Capital work-in-progress		19,451,576	13,173,932
(c) Financial assets			
(i) Investments	5	1,711,406	1,711,406
(ii) Other financial assets	6	10,063,038	11,716,995
(d) Deferred tax assets (net)	7	170,999,206	64,990,456
(e) Other non - current assets	8	170,097,233	168,344,946
Total non - current assets		**1,185,632,118**	**1,142,474,398**
(2) Current assets			
(a) Inventories	9	415,779,530	605,791,932
(b) Financial assets			
(i) Investments	10	493,152	113,789,323
(ii) Trade receivables	11	975,358,890	1,690,189,273
(iii) Cash and cash equivalents	12	35,785,901	41,634,547
(iv) Bank balances other than cash and cash equivalents	13	1,870,854	6,099,218
(v) Loans	14	222,992,929	179,085,431
(vi) Other financial assets	15	14,566,221	34,523,192
(d) Other current assets	16	42,608,621	40,919,878
Total current assets		**1,709,456,098**	**2,712,032,794**
TOTAL ASSETS		**2,895,088,216**	**3,854,507,192**
EQUITY AND LIABILITIES			
EQUITY			
(a) Equity share capital	17	32,519,190	32,519,190
(b) Other equity	18	483,600,665	942,039,572
Total Equity		**516,119,855**	**974,558,762**
LIABILITIES			
(1) Non - current liabilities			
(a) Financial liabilities			
(i) Borrowings	19	3,242,567	4,664,729
(ii) Other financial liabilities	20	268,608,742	249,816,693
(b) Provisions	21	8,802,577	7,951,993
Total non - current liabilities		**280,653,886**	**262,433,415**
(2) Current liabilities			
(a) Financial liabilities			
(i) Borrowings	22	597,820,131	503,409,481
(ii) Trade Payables	23	1,355,882,121	1,945,138,521
(iii) Other financial liabilities	24	6,453,913	19,452,138
(b) Other Current Liabilities	25	56,998,519	104,583,839
(c) Provisions	26	81,159,791	44,931,036
Total current liabilities		**2,098,314,475**	**2,617,515,015**
Total Equity & Liabilities		**2,895,088,216**	**3,854,507,192**
Significant Accounting Policies	**2&3**		

The accompanying notes are integral part of these standalone financial statements

As per our report of even date

For **DINESH NANGRU & COMPANY**
Chartered Accountants
FRN: 015003N

CA. DINESH NANGRU
PARTNER
M. No. – 094779

Narendra Pal Singh
Chief Executive Officer

Chander Mohan Dhall
Chief Financial Officer

Nikhil Bindal
Company Secretary

Hira Lal Bhatia
(DIN: 00159258)
Chiarman &
Non Executive Director

Ishwar Das Chugh
(DIN: 00073257)
Whole Time Director

Date : 29th October, 2019
Place : New Delhi

Atlas Cycles (Haryana) Limited

CONSOLITAED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31.03.2019

(Amount in ₹)

Particulars	Note No.	Year ended 31.03.2019	Year ended 31.03.2018
I Income			
a Revenue from operations	28	5,383,612,514	6,532,746,026
b Other income	29	5,552,636	26,191,645
Total income (a + b)		**5,389,165,150**	**6,558,937,671**
II Expenses			
Cost of material consumed	30	3,875,402,701	4,170,315,340
Purchases of Stock-in-Trade	31	233,997,269	479,957,208
Change in Inventories of Finished Goods, Work-in-progress and Stock-in-Trade	32	80,758,010	2,016,604
Excise duty on Sales		-	33,998,843
Employee benefit expenses	33	364,540,539	389,831,457
Finance cost	34	70,294,087	98,275,793
Depreciation and amortization expenses	35	42,073,080	42,814,691
Other expenses	36	1,286,547,120	1,361,525,641
Total expenses		**5,953,612,806**	**6,578,735,577**
III Profit / (loss) before exceptional items and tax		-564,447,656	-19,797,906
IV Exceptional items		-	-
V Profit / (loss) before tax		**-564,447,656**	**-19,797,906**
VI Tax expense			
(1) Current tax			
(2) Deferred tax (Assets/ Liability Utilization)		106,008,750	3,620,456
VII Profit / (loss) for the Year from continuing operations		**-458,438,906**	**-16,177,450**
VIII Other comprehensive income			
Items that will not be reclassified to profit or loss			
(i) Remeasurements of net defined benefit plans			
(ii) Income tax relating to above items			
IX Total comprehensive income for the year		**-458,438,906**	**-16,177,450**
X Earning per equity share (Refer Note 48)			
(1) Basic		(70.49)	(2.49)
(2) Diluted		(70.49)	(2.49)
Significant Accounting Policies	**2&3**		

The accompanying notes are integral part of these standalone financial statements

As per our report of even date

For **DINESH NANGRU & COMPANY**
Chartered Accountants
FRN: 015003N

Narendra Pal Singh
Chief Executive Officer

Chander Mohan Dhall
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Ishwar Das Chugh
(DIN: 00073257)
Whole Time Director

Date : 29th October, 2019
Place : New Delhi

Atlas Cycles (Haryana) Limited

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31.03.2019

(Amount in ₹)

Particulars	Year ended 31.03.2019	Year ended 31.03.2018
CASH FLOW FROM OPERATING ACTIVITIES		
Profit before exceptional items and tax as per statement of profit and loss	-564,447,656	-19,797,906
Adjustments for:		
Depreciation & Amortisation	42,073,080	42,814,691
(Gain)/Loss on disposal of property, plant & equipment	60,834,892	-6,495,430
Profit on Sale of Current Investments	-690,098	-10,542,092
Bad Debts	-	-
Liability / Provisions no longer required written back	-756,846	-3,360,141
Interest Income	-1,833,797	-11,385,058
Finance cost	70,294,087	98,275,793
Operating Profit before Working Capital Changes	**-394,526,338**	**89,509,857**
Working capital adjustments:		
Decrease/ (Increase) in trade and other receivables	714,830,383	-304,924,398
Decrease/ (Increase) in Inventories	190,012,402	-115,790,655
Decrease/ (Increase) in Other Non Current Financial Assets	1,653,957	-10,291,246
Decrease/ (Increase) in Other Non Current Assets	-1,752,287	68,466
Decrease/ (Increase) in Current Loans	-43,907,498	66,286,519
Decrease/ (Increase) in Other Current Assets	-1,688,743	-3,966,306
Decrease/ (Increase) in Other Current Financial Assets	19,956,971	-1,890,000
Decrease/ (Increase) in Bank Balances other than cash equivalents	4,228,364	-
Increase/ (decrease) Other Non-Current Financial Liabilities	18,792,049	2,139,574
Increase/ (decrease) in Non Current Provisions	850,584	350,996
Increase/ (decrease) in trade and other payables	-588,499,554	690,041,203
Increase/ (decrease) in Other Financial Liabilities	-12,998,225	-57,901,050
Increase/ (decrease) in Other Current Liabilities	-47,585,320	64,129,615
Increase/ (decrease) in Provisions	36,228,755	-73,792,909
Net cash flow generated from (used in) operating activities after exceptional items	**-104,404,500**	**343,969,666**
CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of property, plant & equipment, including CWIP and capital advances	-67,702,245	-80,326,356
Sale, plant & equipment, including CWIP and capital advances	27,743,634	22,538,882
Sale/(Purchase) of Investment	113,986,269	45,343,581
Interest Received	1,833,797	11,385,058
Net cash flow generated from (used in) investing activities	**75,861,455**	**-1,058,835**

(Amount in ₹)

Particulars	Year ended 31.03.2019	Year ended 31.03.2018
CASH FLOW FROM FINANCING ACTIVITIES		
Net Proceeds from Short term Borrowings	94,410,648	-331,951,534
Net Proceeds from Long term Borrowings	-1,422,162	-11,392,801
Interest Paid	-70,294,087	-98,275,793
Net cash flow generated from (used in) financing activities	**22,694,399**	**-441,620,128**
Net increase (decrease) in cash and cash equivalents	-5,848,646	-98,720,674
Net foreign exchange difference		
Cash and cash equivalents at the beginning of the year	41,634,547	140,355,221
Cash and cash equivalents at year end	**35,785,901**	**41,634,547**
Components of cash and cash equivalent as at		
Cash in hand	4,803,961	4,212,580
Balances with banks:		
- Current Account (Scheduled Bank)	26,072,704	35,741,384
- On Deposits with Original maturity of less than 3 months	3,412,429	42,323
- Unpaid Dividend Account	1,496,807	1,638,260
Cash and cash equivalents as per note 12	**35,785,901**	**41,634,547**

The Cash flow statement has been prepared under the Indirect method as set out in Indian Accounting Standard(Ind As 7) statement of Cash flows.

The accompanying notes are integral part of these standalone financial statements

As per our report of even date

For **DINESH NANGRU & COMPANY**
Chartered Accountants
FRN: 015003N

Narendra Pal Singh
Chief Executive Officer

Chander Mohan Dhall
Chief Financial Officer

CA. DINESH NANGRU
PARTNER
M. No. – 094779

Nikhil Bindal
Company Secretary

Hira Lal Bhatia
(DIN: 00159258)
Chiarman &
Non Executive Director

Ishwar Das Chugh
(DIN: 00073257)
Whole Time Director

Date : 29th October, 2019
Place : New Delhi

Atlas Cycles (Haryana) Limited

NOTE-1

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31.03.2019

A. Equity Share Capital (Amount in ₹)

Particulars	Amount
As at 01.04.2018	32,519,190.00
Changes in equity share capital	-
As at 31.03.2019	**32,519,190.00**

B. Other equity

Particulars	Reserves and Surplus	Reserves and Surplus	Reserves and Surplus	Reserves and Surplus	Items of other comprehensive income	Total
	Retained earnings	General Reserves	Securities Premium	Fixed Assets Revaluation Reserve	Defined Benefit Plan	
Balance as at 01.04.2018	**-273,437,746**	**1,115,883,070**	**60,620,185**	**38,974,063**		**942,039,572**
Impact of IND AS Adjustment	**-**					
Additions during the period	-458,438,907	-			-	**-458,438,907**
Deletion during the period	-					
As at 31.03.2019	**-731,876,653**	**1,115,883,070**	**60,620,185**	**38,974,063**	**-**	**483,600,665**

The accompanying notes are integral part of these standalone financial statements

As per our report of even date

For **DINESH NANGRU & COMPANY**
Chartered Accountants
FRN: 015003N

Narendra Pal Singh
Chief Executive Officer

Chander Mohan Dhall
Chief Financial Officer

CA. DINESH NANGRU
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Non Executive Director

Ishwar Das Chugh
(DIN: 00073257)
Whole Time Director

Date : 29th October, 2019
Place : New Delhi

NOTE - 2 & 3

1. Significant accounting policies

1.1. Basis of measurement

The financial statements have been prepared under historical cost convention on accrual basis, except for the items that have been measured at fair value as required by relevant Ind AS. The standalone financial statements are presented in Indian Rupees, which is the Company's functional and presentation currency and all amounts are rounded off to the nearest rupees and two decimals thereof, except as stated otherwise.

1.2. Use of estimates and judgements

The presentation of the financial statements in conformity with Ind AS requires the management to make estimates, judgements and assumptions affect the application of accounting policies and reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities at the date of financial statements and reported amount of revenue and expenses during the reporting period. The application of accounting policies that requires critical accounting estimates involving complex and subjective judgements and the use of assumptions in these financial statements have been disclosed in Note 3.3. Accounting estimates could change from period to period. Actual result could differ from those estimates. Appropriate changes in estimates are made as the management becomes aware of changes in circumstances surrounding the estimates. Changes in estimates are reflected in the financial statements in the period in which such changes are made and, if material, their effects are disclosed in the notes to the financial statements.

1.3. Critical accounting estimates

a) Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable. Revenue is reduced by rebates and other similar allowances.

Revenue from the sale of goods is recognised when the goods are dispatched and titles have passed, at which time all the following conditions are satisfied:

- the Company has transferred to the buyer the significant risks and rewards of ownership of the goods;
- the Company retains neither continuing managerial involvement to the degree usually associated with ownership nor effective control over the goods sold;
- the amount of revenue can be measured reliably;
- it is probable that the economic benefits associated with the transaction will flow to the Company; and
- the costs incurred or to be incurred in respect of the transaction can be measured reliably

Dividend income from investments is recognised when the shareholder's right to receive payment has been established.

Interest income from a financial asset is recognised when it is probable that the economic benefits will flow to the Group and the amount of income can be measured reliably. Interest income is accrued on, time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

b) Useful lives and residual value of property, plant and equipment and Intangible assets

Company reviews the useful lives and residual values of property, plant and equipment and Intangible Assets at least once a year. Such lives are dependent upon an assessment of both the technical lives of the assets and also their likely economic lives based on various internal and external factors including relative efficiency and operating costs. Accordingly useful lives are reviewed annually using the best information available to the Management.

1.4. Property, plant and equipment

Property, plant and equipment are stated at cost, less accumulated depreciation and impairment, if any. Costs directly attributable to acquisition are capitalized until the property, plant and equipment are ready for use, as intended by the Management. The Company depreciates property, plant and equipment over their estimated useful lives using the straight-line method. The management has used useful lives for assets as mentioned in Schedule II of Companies Act, 2013

Depreciation methods, useful lives and residual values are reviewed periodically, including at each financial year end.

Advances paid towards the acquisition of property, plant and equipment outstanding at each Balance Sheet date is classified as capital advances under other non-current assets and the cost of assets not ready to use before such date are disclosed under 'Capital work-in-progress'. Subsequent expenditures relating to property, plant and equipment are capitalized only when it is probable that future economic benefits associated with these will flow to the Company and the cost of the item can be measured reliably. Repairs and maintenance costs are recognized in the Statement of Profit and Loss when incurred.

The cost and related accumulated depreciation are eliminated from the financial statements upon sale or retirement of the asset and the resultant gains or losses are recognized in the Statement of Profit and Loss.

1.5. Impairment of assets

Property, plant and equipment are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the Cash Generating Unit (CGU) to which the asset belongs.

If such assets are impaired, the impairment to be recognized in the Statement of Profit and Loss is measured by the amount by which the carrying value of the assets exceeds the estimated recoverable amount of the asset. An impairment loss is reversed in the Statement of Profit and Loss if there has been a change in the estimates used to determine the recoverable amount. The carrying amount of the asset is increased to its revised recoverable amount, provided that this amount does not exceed the carrying amount that would have been determined (net of any accumulated depreciation) had no impairment loss been recognized for the asset in prior years.

1.6. Intangible assets

Intangible assets are stated at cost less accumulated amortization and impairment. Intangible assets are amortized over their respective individual estimated useful lives on a straight-line basis, from the date that they are available for use. The estimated useful life of an identifiable intangible asset is based on a number of factors including the effects of obsolescence, demand, competition, and other economic factors (such as the stability of the industry, and known technological advances). Amortization methods and useful lives are reviewed periodically including at each financial year end.

Computer software which is not an integral part of the related hardware is classified as an intangible asset and is being amortized over the estimated useful life.

1.7. Employee benefits

Defined contribution plan

Employee benefits in the form of Provident Fund (with Government Authorities) are considered as defined contribution plan and the contributions are charged to the statement of Profit & Loss of the year when the contributions to the respective funds are due.

Defined benefit plan

Retirement benefits in the form of Gratuity and Long term compensated leaves are considered as defined benefit obligations and are provided for on the basis of an actuarial valuation, using the projected unit credit method, as at the date of the Balance Sheet. Other short-term absences are provided based on past experience of leave availed.

Actuarial Gains and losses arising from experience adjustments and changes in actuarial assumptions are recognized immediately in the balance sheet with a corresponding debit or credit to retained earnings through other comprehensive income (OCI) in the period in which they occur. Re-measurements are not reclassified to profit or loss in subsequent periods.

1.8. Financial instruments – initial recognition, subsequent measurement and impairment

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity. Financial assets or a liability is recognised when the Company becomes a Party to the contractual provision of the instrument.

a) Financial assets

Financial assets include cash and cash equivalent, trade and other receivables, investments in securities and other eligible current and noncurrent assets.

Financial Assets are measured at amortised cost or fair value through Other Comprehensive Income or fair value through Profit or Loss, depending on its business model for managing those financial assets and the assets contractual cash flow characteristics.

Subsequent measurements of financial assets are dependent on initial categorisation. For impairment purposes significant financial assets are tested on an individual basis, other financial assets are assessed collectively in groups that share similar credit risk characteristics.

The company derecognizes a financial asset when the contractual rights to the cash flows from the financial assets expire or it transfers the financial assets and the transfer qualifies for the derecognisition under Ind AS 109.

Investment in equity shares

Investments in equity securities are initially measured at fair value. Any subsequent fair value gain or loss is recognized through Profit or Loss.

The company assesses impairment based on expected credit loss (ECL) model to all its financial assets measured at amortised cost.

b) Financial liabilities

Financial liabilities include long term and short-term loan and borrowings, trade and other payables and other eligible current and non-current liabilities.

All financial liabilities recognized initially at fair value and, in the case of loans and borrowing and other payable, net of directly attributable transaction costs. After initial recognition, financial liabilities are classified under one of the following two categories

i) Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities held for trading. The Company has not designated any financial liabilities upon initial measurement recognition at fair value through profit or loss. Financial liabilities at fair value through profit or loss are at each reporting date at fair value with all the changes recognized in the Statement of Profit and Loss.

ii) Financial liabilities measured at amortised cost

After initial recognition, such financial liabilities are subsequently measured at amortized cost by applying the Effective Interest Rate (EIR) method to the gross carrying amount of financial liability. The EIR amortization is included in finance expense in the profit and loss.

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires.

1.9. Taxes on income

Income tax expense represents the sum of current and deferred tax. Tax is recognised in the Statement of Profit and Loss, except to the extent that it relates to items recognised directly in equity or other comprehensive income.

Current tax provision is computed for Income calculated after considering allowances and exemptions under the provisions of the applicable Income Tax Laws. Current tax assets and current tax liabilities are off set, and presented as net.

Deferred tax is recognised on differences between the carrying amounts of assets and liabilities in the Balance sheet and the corresponding tax bases used in the computation of taxable profit and are accounted for using the liability method. Deferred tax liabilities are generally recognised for all taxable temporary differences, and deferred tax assets are generally recognised for all deductible temporary differences, carry forward tax losses and allowances to the extent that it is probable that in future taxable profits will be available to set off such deductible temporary differences. Deferred tax assets and liabilities are measured at the applicable tax rates. Deferred tax assets and deferred tax liabilities are off set, and presented as net.

The carrying amount of deferred tax assets is reviewed at each balance sheet date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available against which the temporary differences can be utilised.

1.10. Provisions, contingent liabilities and contingent assets

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Provisions are reviewed at each reporting period and are adjusted to reflect the current best estimate.

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made. Information on contingent liability is disclosed in the Notes to the Financial Statements. Contingent assets are not recognized in financial statements but are disclosed, if any.

1.11. Borrowing cost

Borrowing costs incurred for the acquisition or developing of qualifying assets are recognized as part of cost of such assets when it is considered probable that they will result in future economic benefits to the company.While other borrowing cost are expensed in period in which they are incurred

1.12. Foreign currency transactions

Financial statements have been presented in Indian Rupees, which is the Company's functional and presentation currency. Transactions in foreign currencies are initially recorded by the Company at rates prevailing at the date of the transaction. Subsequently monetary items are translated at closing exchange rates of balance sheet date and the resulting exchange difference recognised in profit or loss. Differences arising on settlement of monetary items are also recognised in profit or loss.

1.13. Provision for bad debts

Provision against doubtful debtors to be created based on the age and category (good, doubtful, disputed and irrecoverable) of the debtors. Provision for Bad and Doubtful debts have been created on case to case basis after assessing the recoverability aspect.

1.14. Government grant

Grants related to specific Fixed Assets are disclosed as a deduction from the value of concernedAssets. Grants related to revenue are credited to the statement of Statement of Profit and Loss. Grants in the nature of promoter's contribution are treated as Capital Reserve.

1.15. Cash flow statements

Cash Flow is reported using indirect method, whereby net profits before tax is adjusted for the effects of transactions of a non- cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flow from regular revenue generation, investing and financing activities of the company are segregated.

1.16. Consolidation Particulars

Following subsidiary companies have been considered in the preparation of the consolidated financial statements:

Name of the entity	Relationship	Country of Incorporation	31st Mar 2019	31st Mar 2018
Atlas Cycles Sonepat Ltd	Subsidiary	India	100%	100%
Atlas Cycles (Malanpur) Ltd	Subsidiary	India	100%	100%
Atlas Cycles (Sahibabad) Ltd	Subsidiary	India	100%	100%

Atlas Cycles (Haryana) Limited

Notes to Financial Statements

4 PROPERTY, PLANT AND EQUIPMENT

Financial Year 2018-19

(Amount in ₹)

Particulars	Gross Carrying Value				Depreciation				Net Carrying Value	
	Balance as at 1 April 2018	Additions	Disposals/ Write-off	Balance as at 31 Mar 2019	Balance as at 1 April 2018	Depreciation for the period	Other Adjustments	Balance as at 31 Mar 2019	Balance as at 31 Mar 2019	Balance as at 31 Mar 2018
Tangible assets	-	-	-	-	-	-	-	-	-	
Land & Building	755,655,700	17,254,866		772,910,566	248,591,710	5,231,824		253,823,534	519,087,032	507,063,990
Plant & Machinery	824,895,479	28,230,271	192,300,726	660,825,024	537,564,734	24,025,219	117,557,245	444,032,708	216,792,316	287,330,745
Computer	57,141,557	531,624		57,673,181	55,073,185	802,971		55,876,156	1,797,025	2,068,372
Vehicles	158,970,478	948,192	794,800	159,123,870	92,657,339	10,691,842	483,138	102,866,043	56,257,827	66,313,139
Electrical Installation	26,348,226		592,222	25,756,004	20,225,096	234,527	255,771	20,203,852	5,552,152	6,123,130
Furniture & Fixtures	82,152,164	1,285,716	19,950	83,417,930	68,514,877	1,086,697	6,950	69,594,624	13,823,306	13,637,287
Total	1,905,163,604	48,250,669	193,707,698	1,759,706,575	1,022,626,941	42,073,080	118,303,104	946,396,917	813,309,659	882,536,663
Under Const. Installation Building/ Machinery	13,173,932	19,451,576	13,173,932	19,451,576	-			-	19,451,576	13,173,932
Total	1,918,337,536	67,702,245	206,881,630	1,779,158,151	1,022,626,941	42,073,080	118,303,104	946,396,917	832,761,235	895,710,595

Note : Rs 17.50 Crores and Rs.6.37 Crores received as advance against sale of land of Rasoi Plant and Bawal plant respectively.

Note : Fixed Assets of the Company are hypothicated as Ist Charge against short term borrowing facilites availed by company.

Notes to Financial Statements

(Amount in ₹)

Particulars	As at 31 March 19	As at 31 March 18
5 NON-CURRENT INVESTMENT		
Investment in Equity Instruments (Unquoted, fully paid up)		
Equity Shares Fully Paid Up -Trade Un Quoted		
Ambojini Property Developers Pvt. Ltd. 1410 (1410) Equity Shares of ₹ 10 each	14,100	14,100
	14,100	**14,100**
Investment in Debt Instruments (Unquoted, fully paid up)		
A) Others (measured at cost)		
10% OCD Godrej Landmark Redevelopers Pvt. Ltd. NIL (2017: 3753, 2016:10822) Debentures of ₹ 100 each	-	-
10% OCD Ambojini Property Developers Pvt. Ltd. 16062 (16062) Debentures of ₹ 100 each	1,606,200	1,606,200
	1,606,200	**1,606,200**
Unquoted Government Securities		
12 years National Defence Certificate for the face value of ₹1750 each pledged with Government authorities	1,750	1,750
7 Years National Savings Cerificate pledged with Excise authorities	10,000	10,000
	11,750	**11,750**
Unquoated Mutual Fund		
THE OCIAN'S ART FUND-(D) (46000 units of ₹ 100 each)	4,600,000	4,600,000
Less: Provision for impairment	-4,600,000	-4,600,000
	-	**-**
Investment in Equity Instruments (Quoted, fully paid up)		
Central Bank of India	79,356	79,356
7780 (7780) Equity Shares of ₹ 10 each	**79,356**	**79,356**
Total	**1,711,406**	**1,711,406**
Aggregate Book Value of Quoted Investment	79,356	79,356
Aggregate Market Value of Quoted Investment	283,970	562,883
Aggregate Book Value of Un-Quoted Investment	6,232,050	6,232,050
Aggregate amount of impairment in value of investments	4,600,000	4,600,000

(Amount in ₹)

Particulars	As at 31 March 19	As at 31 March 18
6 OTHER FINANCIAL ASSETS		
Fixed deposits	8,928,000	10,954,742
Accrued interest	1,135,038	762,253
Total	**10,063,038**	**11,716,995**

(Amount in ₹)

Particulars	As at 31 March 19	As at 31 March 18
7 DEFERRED TAX ASSETS (NET)		
Deferred tax assets		
Others	170,999,206	64,990,456
Net deferred tax assets	**170,999,206**	**64,990,456**

(Amount in ₹)

Particulars	As at 31 March 19	As at 31 March 18
8 OTHER NON-CURRENT ASSETS		
Capital advances	3,905,500	3,905,500
Deposit with governement authorities	-	-
Deposit with others	9,120,676	9,100,676
Claim Recoverable	23,023,842	20,107,212
Others	134,047,215	135,231,558
Total	**170,097,233**	**168,344,946**

(Amount in ₹)

Particulars	As at 31 March 19	As at 31 March 18
9 INVENTORY		
(Value at lower of cost and net realisable value)		
(As taken, valued and certified by the management)		
Raw material and packing material	247,233,876	313,759,276
Work-in-progress	8,199,104	17,108,959
Finished goods	86,514,764	135,126,234
Stock in trade	18,209,919	41,446,604
Scarp	-	-
Stores and spares	55,621,867	98,350,859
Total	**415,779,530**	**605,791,932**

Note : Inventory and Trade Receivables are hypothicated against working capital facilities availed by the company

(Amount in ₹)

Particulars	As at 31 March 19	As at 31 March 18
10 CURRENT INVESTMENT		
Investments in Mutual Fund (Quoted)		
(valued at fair value through profit & loss)		
Birla Sunlife Short Term Opportunity Fund (G) 733617 (2017: NIL, 2016:NIL) Units of ₹ 10 each	-	21,168,725
HDFC Corporate Debt Opp.Fund - R-G 44075 (2017: 2681205, 2016:2681205) Units of ₹ 10 each	493,152	635,152
HDFC MIP- Short Term- G NIL (2017: 438245, 2016:438245) Units of ₹ 10 each	-	-
IDFC SSIF- Medium Term-Plan-A-G 719492 (2017: 427625, 2016:427625) Units of ₹ 10 each	-	20,927,641
Reliance Dynamic Bond Fund-G 160482 (2017: 3987514, 2016:1091996) Units of ₹ 10 each	-	22,490,772

(Amount in ₹)

Particulars	As at 31 March 19	As at 31 March 18
10 CURRENT INVESTMENT *(Conted..)*		
BOI Axa Corporate Credit Spectrum Fund 2051443 (2017: 1240643, 2016:NIL) Units of ₹ 10 each	-	27,403,590
ICICI Prudential Corporate Bond Fund 786482 (2017: NIL, 2016:NIL) Units of ₹ 10 each	-	21,163,443
UTI Short Term Income Fund -Insti. -G NIL (2017: 598770, 2016:598770) Units of ₹ 10 each	-	-
Birla Sunlife Dynamic Bond Fund -Retail(G/(D) NIL (2017: NIL, 2016:475081) Units of ₹ 10 each	-	-
Templeton India Short Term Income Retail-G NIL (2017: NIL, 2016:4645) Units of ₹ 1000 each	-	-
Axis Short Term Fund-G NIL (2017: NIL, 2016:712721) Units of ₹ 10 each	-	-
IDFC SSIF- Short Term-Plan-A-G NIL (2017: NIL, 2016:451267) Units of ₹ 10 each	-	-
Reliance Medium Term Fund NIL (2017: NIL, 2016:144) Units of ₹ 10 each	-	-
Kotak Liquid Scheme Plan -A D/D NIL (2017: NIL, 2016:1238) Units of ₹ 1000 each	-	-
Total	**493,152**	**113,789,323**
Aggregate Book Value of Quoted Investment	493,152	106,196,408
Aggregate Market Value of Quoted Investment	672,368	113,789,323
Aggregate Book Value of Un-Quoted Investment	-	-
Aggregate amount of impairment in value of investments	-	-

(Amount in ₹)

Particulars	As at 31 March 19	As at 31 March 18
11 TRADE RECEIVABLES		
Trade receivables outstanding for a period less than six months from the date they are due for payment		
Unsecured, considered good	762,977,726	1,620,036,381
Unsecured, considered doubtful	-	-
Less: Provision for doubtful debts	-	-
	762,977,726	**1,620,036,381**
Trade receivables outstanding for a period exceeding six months from the date they are due for payment		
Unsecured, considered good	212,381,164	70,152,892
Unsecured, considered doubtful	41,410,733	42,167,579
Less: Provision for doubtful debts	-41,410,733	-42,167,579
	212,381,164	**70,152,892**
Total	**975,358,890**	**1,690,189,273**

Note : Inventory and Trade Receivables are hypothicated against working capital facilities availed by the company

(Amount in ₹)

Particulars	As at 31 March 19	As at 31 March 18
12 CASH AND CASH EQUIVALENTS		
Cash in hand	4,803,961	4,212,580
Balance with banks in:		
- Current Account (Scheduled Bank)	26,072,704	35,741,384
- On Deposits with Original maturity of less than 3 months	3,412,429	42,323
- Unpaid Dividend Account	1,496,807	1,638,260
Total	**35,785,901**	**41,634,547**

(Amount in ₹)

Particulars	As at 31 March 19	As at 31 March 18
13 BANK BALANCE OTHER THAN CASH AND CASH EQUIVALENT		
Other Bank Balances		
- Original maturity more than 12 months but maturing within one year from the Reporting Date	1,870,854	6,099,218
- Maturity more than 12 months from the Reporting Date	8,928,000	10,954,742
	10,798,854	17,053,960
Less: Amount disclosed under Other non-current assets (Refer note 6)	-8,928,000	-10,954,742
Total	**1,870,854**	**6,099,218**

(Amount in ₹)

Particulars	As at 31 March 19	As at 31 March 18
14 CURRENT LOANS		
Employee Advance	111,905,391	112,798,707
Loans & Advances recoverable in cash or in kind	111,087,538	66,286,724
Total	**222,992,929**	**179,085,431**

(Amount in ₹)

Particulars	As at 31 March 19	As at 31 March 18
15 OTHER FINANCIAL ASSETS		
Interest Accrued on Investment/FDR	-	1,279,745
Security deposits	14,566,221	33,243,447
Total	**14,566,221**	**34,523,192**

(Amount in ₹)

Particulars	As at 31 March 19	As at 31 March 18
16 OTHER CURRENT ASSETS		
Prepaid expenses	2,050,618	2,421,947
Balances with governement authorities	22,561,983	21,160,852
Advances to Business Vendors	-	-
Advance income tax/ Tax deducted at source (Net of Provisions)	17,996,020	17,337,079
Total	**42,608,621**	**40,919,878**

(Amount in ₹)

Particulars	As at 31 March 19	As at 31 March 18
17 EQUITY SHARE CAPITAL		
Authorised		
30,000(30,000) 6 1/4% P.A. free of Income tax cumulative redeemable Preference shares of ₹ 100 each	3,000,000	3,000,000
194,00,000(194,00,000) Equity Shares of ₹ 5/- each	97,000,000	97,000,000
Issued, Subscribed & Fully Paid Up Capital		
65,03,838(65,03,838) Equity Shares of ₹ 5/-each fully paid up	32,519,190	32,519,190
Total	**32,519,190**	**32,519,190**

a) The rights, preferences and restrictions attaching to each class of shares including restrictions on the distribution of dividends and the repayment of capital :

The company has only one class of equity shares having a par value of ₹ 5 per share. Each holder of equity shares is entitled to one vote per share. The company declares and pays dividend in Indian rupees. The dividend proposed, if any, by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting and also has equal right in distribution of Profit/Surplus in proportions to the number of equity shares held by the shareholders.

b) Details of shareholders holding more than 5% equity shares in the company

Name of shareholder	As at 31 March 19		As at 31 March 18	
	No. of Shares	%	No. of Shares	%
Milton Cycles Industries Ltd	651692	10.02%	651692	10.02%
Limrose Enng Works Pvt Ltd	515300	7.92%	515300	7.92%

c) Reconciliation of the number of shares outstanding at the beginning and at the end of the reporting period

Particulars	As at 31 March 19	As at 31 March 18
	No. of Shares	No. of Shares
Share outstanding as at the beginning of the year	6,503,838	3,251,919
Adidtions during the year	-	-
- Shares Split during the year	-	3,251,919
Deletions during the year	-	-
Share outstanding as at the end of the year	6,503,838	6,503,838

d) In last 5 years there was no bonus issue, buy back and /or issue of shares other for cash consideration

(Amount in ₹)

Particulars	As at 31 March 19	As at 31 March 18
18 OTHER EQUITY		
Retained Earning		
Balance as at the beginning of the year	-273,437,747	-257,260,296
Restatement due to application of Ind AS	-	-
(+) Net Profit/(Net Loss) For the current year as per the statement of Profit and loss	-458,438,906	-16,177,450
Balance as at the end of the year	-731,876,653	-273,437,746
General Reserve		
Balance as at the beginning of the year	1,115,883,070	1,115,883,070
Addition	-	-
Deletion	-	-
Balance as at the end of the year	1,115,883,070	1,115,883,070

18 OTHER EQUITY *(Conted..)*

(Amount in ₹)

Particulars	As at 31 March 19	As at 31 March 18
Securities Premium		
Balance as at the beginning of the year	60,620,185	60,620,185
Addition	-	-
Deletion	-	-
Balance as at the end of the year	60,620,185	60,620,185
Fixed Assets Revaluation Reserve		
Balance as at the beginning of the year	38,974,063	38,974,063
Addition	-	-
Deletion	-	-
Balance as at the end of the year	38,974,063	38,974,063
Item of other comprehensive income that will not be classified in profit & loss		
Re-measurement of the net defined benefit Plans	-	-
Addition	-	-
Deletion	-	-
Balance as at the end of the year	-	-
Total other equity	**483,600,665**	**942,039,572**

(Amount in ₹)

Particulars	As at 31 March 19	As at 31 March 18
19 NON-CURRENT BORROWING		
Secured loans		
- Vehicle loans From scheduled banks	7,423,117	16,189,867
- Public Deposits	-	7,927,000
	7,423,117	24,116,867
Less: Amount disclosed under the head other financial liabilities (note 24)	-4,180,550	-19,452,138
Total	**3,242,567**	**4,664,729**

Note:

1 Vehicle loans are secured by way of hypothecation of vehicle concerned and carry interest from 10.25% p.a. to 10.50% p.a. on different loans and repayable in 36 / 48 equal installments.

(Amount in ₹)

Particulars	As at 31 March 19	As at 31 March 18
20 OTHER FINANCIAL LIABILITIES		
Permanent Deposits from Dealers	15,306,945	15,223,915
Security Deposits from Others	14,601,797	15,892,778
Advance against sale of land #	238,700,000	218,700,000
Total	**268,608,742**	**249,816,693**

 # ₹ 17.50 Crores and ₹ 6.37 Crores received as advance against sale of land of Rasoi Plant and Bawal plant respectively.

(Amount in ₹)

Particulars	As at 31 March 19	As at 31 March 18
21 NON-CURRENT PROVISIONS		
Provision for employee benefits		
Gratuity	-	-
Leave encashment	8,802,577	7,951,993
Total	**8,802,577**	**7,951,993**

(Amount in ₹)

Particulars	As at 31 March 19	As at 31 March 18
22 CURRENT BORROWINGS		
a) Secured loans		
Working Capital Facilities from Banks		
Working capital loan	568,466,587	483,002,518
Short Term Loans	-	-
Bills Discounting from Banks/Financial Institution	29,353,544	20,406,963
Total	**597,820,131**	**503,409,481**

a) Working Capital Limit from Consortium banks is secured against Hypothecation of Inventory and Book Debts and Ist Charge over Fixed Assets of the Company which is repayable on demand and carries Interest @ 14.43% p.a.

b) Bills Discounting facility from Consortium banks is fully secured by the stock against the bills discounted and carries interest @ 15.60% p.a.

(Amount in ₹)

Particulars	As at 31 March 19	As at 31 March 18
23 TRADE PAYABLES		
Payable to MSME parties	318,745,844	550,468,258
Payable to Others	1,037,136,277	1,394,670,263
Total	**1,355,882,121**	**1,945,138,521**

(Amount in ₹)

Particulars	As at 31 March 19	As at 31 March 18
24 OTHER CURRENT FINANCIAL LIABILITIES		
Current maturities of long-term debt (refer note 19)	4,180,550	11,525,138
Current maturities of deposits (refer note 19)	-	7,927,000
Interest accrued	2,273,363	-
Total	**6,453,913**	**19,452,138**

(Amount in ₹)

Particulars	As at 31 March 19	As at 31 March 18
25 OTHER CURRENT LIABILITIES		
Statutory dues	33,007,530	24,804,089
Security deposits	6,782,669	9,070,489
Advance against sale of land	-	-
Employees related payables	1,242,398	3,301,364
Others payables	14,469,115	65,769,637
Unpaid dividends	1,496,807	1,638,260
Total	**56,998,519**	**104,583,839**

(Amount in ₹)

Particulars	As at 31 March 19	As at 31 March 18
26 CURRENT PROVISIONS		
Provision for employee benefits		
Provision for bonus	880,734	1,329,372
Others Employee Benefits	39,392,956	28,147,814
Provision for dealers discount	-	-
Provision for others	40,886,101	15,453,850
Total	**81,159,791**	**44,931,036**

(Amount in ₹)

Particulars	For the Year ended 31 March 19	For the Year ended 31 March 18
28 REVENUE FROM OPERATIONS		
Sale of finished goods	5,372,043,521	6,517,651,187
Other operating revenue		
Scrap sales	8,434,434	2,718,004
Export Incentive	3,134,559	12,376,835
Total	**5,383,612,514**	**6,532,746,026**

(Amount in ₹)

Particulars	For the Year ended 31 March 19	For the Year ended 31 March 18
29 OTHER INCOME		
Interest Income	1,143,699	842,966
Profit on Sale of Property, Plant and Equipments	750,626	6,685,518
Profit on Sale of Current Investments	690,098	10,542,092
Rental Income	157,795	335,148
Provision written back	756,846	3,360,141
Income From Investments	-	30,847
Miscellaneous Income	2,053,572	4,394,933
Total	**5,552,636**	**26,191,645**

(Amount in ₹)

Particulars	For the Year ended 31 March 19	For the Year ended 31 March 18
30 COST OF MATERIAL CONSUMED		
Raw Material Consumed	3,875,402,701	4,170,315,340
Total	**3,875,402,701**	**4,170,315,340**

Due to effect of applicability of Ind AS profit on sale of current investment is reduced to ₹ 6,90,098 from ₹ 82,83,014 hence reduction of profit by 75,92,916. Previous year profit on sale of current investments was incresed by same amount i.e. ₹ 75,92,916 as current investments were stated at market price at year end due to applicability of Ind AS.

(Amount in ₹)

Particulars	For the Year ended 31 March 19	For the Year ended 31 March 18
31 PURCHASE OF STOCK-IN-TRADE		
Purchase of Bicycles	233,997,269	479,957,208
Total	**233,997,269**	**479,957,208**

(Amount in ₹)

Particulars	For the Year ended 31 March 19	For the Year ended 31 March 18
32 CHANGE IN INVENTORY OF FINISHED GOODS, WORK-IN-PROGRESS AND STOCK-IN-TRADE		
Openning stock		
Finished goods	135,126,234	160,443,235
Stock-in-trade	41,446,604	11,131,114
Scrap	-	-
Work-in-progress	17,108,959	24,124,052
	193,681,797	195,698,401
Closing stock		
Finished goods	86,514,764	135,126,234
Stock-in-trade	18,209,919	41,446,604
Scrap	-	-
Work-in-progress	8,199,104	17,108,959
	112,923,787	193,681,797
(Increase)/ Decrease in Stock	80,758,010	2,016,604
Total	**80,758,010**	**2,016,604**

(Amount in ₹)

Particulars	For the Year ended 31 March 19	For the Year ended 31 March 18
33 EMPLOYEE BENEFIT EXPENSES		
Salaries and Wages	310,829,514	318,010,432
Contribution to Provident and Other Funds	33,137,419	41,269,281
Staff Welfare and Training Expenses	20,573,606	30,551,744
Total	**364,540,539**	**389,831,457**

(Amount in ₹)

Particulars	For the Year ended 31 March 19	For the Year ended 31 March 18
34 FINANCE COSTS		
Interest Expense	67,757,035	92,570,992
Other Borrowing Costs	2,537,052	5,704,801
Total	**70,294,087**	**98,275,793**

(Amount in ₹)

Particulars	For the Year ended 31 March 19	For the Year ended 31 March 18
35 DEPRECIATION AND AMORTIZATION EXPENSE		
Depreciation on property, plant & equipment	42,073,080	42,814,691
Total	**42,073,080**	**42,814,691**

(Amount in ₹)

Particulars	For the Year ended 31 March 19	For the Year ended 31 March 18
36 OTHER EXPENSES		
Freight outward & handling charges	374,374,647	371,613,936
Packing Material Consumed	200,077,683	197,912,643
Stores and Spare Parts Consumed	316,721,782	274,665,769
Power & Fuel	57,233,187	55,925,313
Repairs and Maintenance:		
Building	1,776,905	9,795,208
Plant & Machinery	9,548,918	13,898,188
Others	16,204,849	26,879,995
Travelling & conveyance	61,603,816	71,606,356
Advertisement and sales promotion	29,635,227	63,128,114
Rates & Taxes	22,278,144	40,957,134
Commission to agents	19,259,451	34,276,634
Printing & Stationery, Postage & Telephone	9,034,730	10,030,422
Insurance	4,490,528	5,914,522
Legal Fees	2,587,813	4,364,636
Rent	2,250,060	3,004,184
Payment to Auditors (Refer Note below 30.1)	3,323,155	3,991,197
Loss on sale of property, plant and equipment	61,585,518	190,088
Director Sitting fees	464,000	578,250
Donations	68,000	169,372
Bad debt written off	-	-
Miscellaneous Expenses	94,028,707	172,623,680
Total	**1,286,547,120**	**1,361,525,641**

(Amount in ₹)

Particulars	For the Year ended 31 March 19	For the Year ended 31 March 18
36.1 PAYMENT TO AUDITOR		
As Auditor:		
Statutory Audit fee	2,500,000	2,500,000
Tax Audit Fee	400,000	400,000
In other Capacity	-	
For Other Services including Certifications	423,155	1,091,197
Total	**3,323,155**	**3,991,197**

37 FINANCIAL RISK MANAGEMENT

The Company's principal financial liabilities, other than derivatives, comprises of borrowings, trade and other payables, and financial guarantee contracts. The main purpose of these financial liabilities is to manage finances for the Company's operations. The Company has loan and other receivables, trade and other receivables, and cash and short-term deposits that arise directly from its operations.The Company's activities are exposed it to **market risk, credit risk and liquidity risk**.

I. Market risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market prices comprise three types of risk: currency rate risk, interest rate risk and other price risks, such as equity price risk and commodity risk. Financial instruments affected by market risk include loans and borrowings, deposits, investments.The sensitivity analysis in the following sections relate to the position as at 31st March 2019 and 31st March 2018.

The analysis exclude the impact of movements in market variables on: the carrying values of gratuity and other postretirement obligations; provisions; and the non-financial assets and liabilities of foreign operations. The sensitivity of the relevant profit or loss item is the effect of the assumed changes in respective market risks.

(a) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. In order to optimize the Compnay's position with regard to interest income and interest expenses and to manage the interest rate risk, treasury performs a comprehensive corporate interest rate risk management by balancing the proportion of the fixed rate and floating rate financial instruments in its total portfolio.

(i) The exposure of Company borrowings to interest rate changes at the end of reporting period are as follows:

(Amount in ₹)

Particulars	As at 31 March 19	As at 31 March 18
Variable rate borrowings	568,466,587	483,002,518
Fixed rate borrowings	36,776,661	44,523,830
Total borrowings	605,243,248	527,526,348

(ii) As at the end of reporting period, the Company had the following variable rate borrowings outstanding:

	As at 31 March 19		As at 31 March 18	
Particulars	**Balance**	**% of total loans**	**Balance**	**% of total loans**
Loans repayable on demand (Cash Credit)	568,466,587	100.00%	483,002,518	100.00%
Net exposure to cash flow interest rate risk	**568,466,587**	**100%**	**483,002,518**	**100%**

(iii) Sensitivity

Profit/loss is sensitive to higher/lower interest expense from borrowings as a result of changes in interest rates.

Particulars	Increase/ Decrease in Basis Points		Impact on Profit before Tax	
	31-Mar-19	**31-Mar-18**	**31-Mar-19**	**31-Mar-18**
Decrease in Profit before Tax	**+50**	**+50**	2,842,333	2,415,013
Increase in Profit before Tax	**- 50**	**- 50**	-2,842,333	-2,415,013

(b) Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Company is exposed to the foreign exchange risk through its trading sales.

Amount in Forex

Foreign currency exposure	Currency	As at 31 March 19	As at 31 March 18
Trade Receivables	USD	**182,076**	262,964

II. Credit risk

Credit risk arises from the possibility that the counterparty will default on its contractual obligations resulting in financial loss to the company. To manage this, the Company periodically assesses the financial reliability of customers, taking into account the financial conditions, current economic trends, and analysis of historical bad debts and ageing of accounts recievable.The Company is exposed to credit risk from its operating activities (primarily trade receivables) and from its financing activities, including deposits with banks, mutual funds and other financial instruments.

The Company extends credit to customers in normal course of business. The Company considers factors such as credit track record in the market and past dealings for extension of credit to customers. The Company monitors the payment track record of the customers. Outstanding customer receivables are regularly monitored. The Company evaluates the concentration of risk with respect to trade receivables as low, as its customers are located in several jurisdictions and industries and operate in domestic markets. The Company has also taken advances and security deposits from its customers, which mitigate the credit risk to an extent.

III. Liquidity Risk

Liquidity risk is defined as the risk that company will not be able to settle or meet its obligation on time or at a reasonable price. The Company's objective is to at all times maintain optimum levels of liquidity to meet its cash and collateral requirements. The Company's treasury department is responsible for liquidity, funding as well as settlement management. In addition, processes and policies related to such risk are overseen by senior management. Management monitors the Company's net liquidity position through rolling, forecast on the basis of expected cash flows.

The table below provides details regarding the remaining contractual maturities of financial liabilities at the reporting date based on contractual undiscounted payments:

Maturity patterns of borrowings & other Financial liablities (Amount in ₹)

As at 31-03-2019	Carrying Amount	On Demand	Less than 12 months	More than 12 months	Total
Borrowings	605,243,248	568,466,587	33,534,094	3,242,567	605,243,248
Trade payables	1,355,882,121	678,739,001	677,143,120		1,355,882,121
Other Liabiilities	275,062,655		6,453,913	268,608,742	275,062,655
Total	**2,236,188,024**	**1,247,205,588**	**717,131,127**	**271,851,309**	**2,236,188,024**

As at 31-03-2018	Carrying Amount	On Demand	Less than 12 months	More than 12 months	Total
Borrowings	527,526,348	483,002,518	39,859,101	4,664,729	527,526,348
Trade payables	1,945,138,521	933,503,858	1,011,634,663		1,945,138,521
Other Liabiilities	269,268,831		19,452,138	249,816,693	269,268,831
Total	**2,741,933,700**	**1,416,506,376**	**1,070,945,902.00**	**254,481,422**	**2,741,933,700**

38 CAPITAL MANAGEMENT

The primary objective of the Company's Capital Management is to maximize the shareholder value and also maintain an optimal capital structure to reduce cost of capital. In order to manage the capital structure, the Company may adjust the amount of return on capial to shareholders, issue new or sell assets to reduce debts. The Company monitors capital using gearing ratio, which is net debt divided by total capital plus debt.

(Amount in ₹)

Particulars	As at 31 March 19	As at 31 March 18
Debt	605,243,248	527,526,348
Cash & bank balances	37,656,755	47,733,765
Net Debt (A)	567,586,493	479,792,583
Total Equity (B)	516,119,855	974,558,762
Total Equity and Net Debt ('C)	1,083,706,348	1,454,351,345
Gearing Ratio (A/C)	52.37%	32.99%

Notes-

(i) Debt is defined as long-term and short-term borrowings including current maturities (excluding derivatives) as described in notes 19 and 22.

(ii) Total equity (as shown in balance sheet) includes issued capital and all other equity reserves.

39 RECOGNITION OF OPENING AND CLOSING BALANCES OF DEFINED BENEFIT OBLIGATION

In accordance with the Payment of Gratuity Act, 1972, the Company provides for gratuity, as defined benefit plan. The gratuity plan providesfor a lump sum payment to the employees at the time of separation from the service on completion of vested year of employment i.e. five years. The liability of gratuity plan is provided based on actuarial valuation as at the end of each financial year based on which the Company contributes the ascertained liability to Life Insurance Corporation of India with whom the plan assets are maintained.

These plans typically expose the Company to actuarial risks such as: investment risk, inherent interest rate risk , longevity risk and salary risk

Investment Risk	The present value of the defined benefit plan liability (denominated in Indian Rupee) is calculated using a discount rate which is determined by reference to market yields at the end of the reporting period on government bonds. Currently for the plan in India, it has a relatively balanced mix of investments in government securities, and other debt instruments.
Interest Rate Risk	The defined benefit obligation calculated uses a discount rate based on government bonds. If bond yields fall,the defined benefit obligation will tend to increase
Longevity Risk	The present value of the defined benefit plan liability is calculated by reference to the best estimate of the mortality of plan participants both during and after their employment. An increase in the life expectancy of the plan participants will increase the plan's liability
Salary Risk	Higher than expected increases in salary will increase the defined benefit obligation

The present value of the defined benefit obligation, and the related current service cost, were measured using the projected unit credit method.

Movements in the present value of the defined benefit obligation are as follows :- (Amount in ₹)

GRATUITY	**Gratuity (Funded)**	
	2018-19	**2017-18**
Defined Benefit obligation at the beginning of the year	111,630,289	112,616,479
Current Service Cost	2,802,823	1,301,603
Interest cost	8,818,793	8,447,974
Benefit paid	3,887,558	10,735,767
Defined Benefit obligation at the year end	127,139,463	111,630,289

Acturial assumptions	**Gratuity (Funded)**	
	2018-19	**2017-18**
Discount rate (Per Annum)	7.50%	7.50%
Expected rate of return plan (Per Annum)	8.25%	8.25%
Rate of escalation of salary (Per Annum)	8.00%	8.00%

The estimates of rate of escalation in salary considered in acturial valuation, takes into account seniority and promotion & other relevant factors.

As per the IND AS 21 " Employees benefit", the disclosure as defined in the accounting Standard are given below:

(Amount in ₹)

Defined Contribution Plan	**31-Mar-19**	**31-Mar-18**
Employer's Contribution to Provident Fund	11,206,025	16,494,116
Employer's Contribution to Supper Annuation Fund	-	12,925,110
Employer's Contribution to Gratuity Fund	3,893,845	3,897,689

40 CONTINGENT LIABILITIES IN RESPECT OF

(Amount in ₹)

		31-Mar-19	**31-Mar-18**
a)	Surety bonds in favour of government	3,677,350	3,677,350
b)	Guarantees given by bank	141,455,441	159,644,951
c)	Guarantees In respect of Entry Tax matters	-	30,000
d)	Guarantees In respect of Sales Tax matters	-	1,551,000
e)	Interest on Pending Litigations	11,567,548	-

41 DETAILS OF RAW MATERIAL CONSUMED DURING THE YEAR

Particulars		2019			2018	
	Units	Quantity (in lacs)	Value ₹		Quantity (in lacs)	Value ₹
(i) Sheets & Strips	Kgs.	1,308,269	73,368,854		1,971,414	93,813,455
(ii) Tyres	Nos.	3,422,369	376,916,204		4,456,127	439,332,870
(iii) Tubes	Nos.	3,332,365	142,861,221		4,389,056	172,763,050
(iv) Rims	Nos.	3,878,743	394,852,475		4,741,831	433,610,202
(v) Other Items	-	-	152,488,368		-	123,409,684
(vi) Components	-		2,734,915,579			2,907,386,079
			3,875,402,701			**4,170,315,340**

42 VALUE OF IMPORTED AND INDIGENEOUS RAW MATERIAL AND COMPONENTS CONSUMED DURING THE YEAR

	Indigeneous		Imported	
	Value (₹)	Percentage	Value (₹)	Percentage
(i) Raw Material	987,998,754	100	NIL	0
	(1139519577)	(100)	NIL	(0)
(ii) Components	2,547,101,837	88.21	340,302,110	11.79
	(2628579472)	(86.73)	(402216291)	(13.27)

Previous Year figures are shown in brackets.

43 VALUE OF TOTAL IMPORTS ON CIF BASIS

(Amount in ₹)

	2019	2018
(i) Raw Material, Components & Spare Parts	340,302,110	402,216,291
(ii) Capital Goods	-	-
	340,302,110	**402,216,291**

44 EXPENDITURE IN FOREING CURRENCY

(Amount in ₹)

	2019	2018
(i) Commission on export	1,787,277	3,145,252
(ii) Foreign Tours	11,617,431	12,004,516
(iii) Foreign Publicity & exhibition	791,787	-
	14,196,495	**15,149,768**

45 EARNINGS IN FOREIGN EXCHANGE

(Amount in ₹)

	2019	2018
F.O.B. Value of goods exported	140,391,867	167,912,862

46 RELATED PARTY DISCLOSURES

A. Name of associated parties and nature of related party relationship

i) **Associated Companies** : Milton Cycles Inds Ltd, Janki Das & Sons (P) Ltd,Romer Engineering Works (P) Ltd

ii) **Subsidiary Companies are:** Atlas Cycles Sonepat Ltd, Atlas Cycles (Sahibabad) Ltd, Atlas Cycles (Malanpur) Ltd.,

Directors & Employees (As at 31.03.2019) : Sh. I.D.Chugh, Sh. H.L.Bhatia, Sh. Kartik Roop Rai, Sh. Sanjiv Kavaljit Singh, Smt. Sadhna Syal, Sh. Vikram Kapur, Sh. Gautam Kapur, Sh. Girish Kapur, Sh. Sanjay Kapur, Sh. Rajiv Kapur, Sh. Angad Kapur, Sh. Rishav Kapur, Sh.Prashant Kapur, Sh. Rahul Kapur, Sh. Abhinav Kapur.

B. Transactions with the Associated Parties and Subsidiaries (Amount in ₹)

	2019	2018
Sale of Goods	9,688,805	25,549,542
Rent	-	108,000
Purchase of Goods	429,717,104	430,372,897
Balance at year end	93,290,355	122,453,648
Guarantee Given	-	-

C. Transactions with key managerial persons: (Amount in ₹)

	2019	2018
Remunerations:	54,404,912	53,384,820

47 EARNINGS PER SHARE

The following is a reconciliation of the equity shares used in the computation of basic and diluted earnings per equity share:

(Amount in ₹)

Particulars	Year ended 31.03.2019	Year ended 31.03.2018
Issued Equity Shares (65,03,838 of ₹ 5 each)	6,503,838	6,503,838
Add/ Less: Adjustments (Refer note)	-	
Weighted average number of equity shares in calculating basic & diluted EPS (A)	6,503,838	6,503,838

Net profit available to equity holders of the Company used in the basic and diluted earnings per share was determined as follows:

(Amount in ₹)

Particulars	Year ended 31.03.2019	Year ended 31.03.2018
Profit for the year	(458,438,906)	(16,177,450)
Add/ Less: Adjustments	-	
Net profit/ (loss) as per Statement of Profit & Loss (for calculation of basic & diluted EPS (B)	(458,438,906)	(16,177,450)
Basic Earnings per Share (₹) (B/A)	(70.49)	(2.49)
Diluted Earnings per Share (₹) (B/A)	(70.49)	(2.49)

The number of shares used in computing basic EPS is the weighted average number of shares outstanding during the year.The diluted EPS is calculated on the same basis as basic EPS, after adjusting for the effects of potential dilutive equity.

48 SEGMENT INFORMATION

(i) The company is engaged in the business of "Manufacturing and Selling of Bicycles" and therefore, has only one reportable segment in accordance with IND AS 108 "Operating segments".

49 PREVIOUS YEAR FIGURES

Figures of the Previous Year have been regrouped, rearranged and reclassified to conform to the current year classification.

For **DINESH NANGRU & COMPANY**
Chartered Accountants
FRN: 015003N

Narendra Pal Singh
Chief Executive Officer

Chander Mohan Dhall
Chief Financial Officer

CA. DINESH NANGRU
PARTNER
M. No. – 094779

Nikhil Bindal
Company Secretary

Hira Lal Bhatia
(DIN: 00159258)
Chiarman &
Non Executive Director

Ishwar Das Chugh
(DIN: 00073257)
Whole Time Director

Date : 29th October, 2019
Place : New Delhi

Notes

Notes

ATLAS CYCLES (HARYANA) LTD.

CIN: L35923HR1950PLC001614
Regd. Office : Industrial Area, Atlas Road, Sonepat - 131 001, Haryana (India)
Tel: 091-130-2200001 to 2200006, **Fax:** 091-130-2200018
E-mail : companysecretary@atlascycles.co.in, Website : www.atlasbicycles.com

BALLOT FORM

(In lieu of E-voting)

68th Annual General Meeting - Friday, 13th December, 2019

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 68th Annual General Meeting of the Company on **Friday, 13th December, 2019 at 3:00 P.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 receive, consider and adopt a) Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2019 and the Reports of the Board of Directors and Auditors thereon; and b) Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2019 and the Report of the Auditors thereon.			
2.	**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."			
3	**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.	Description	No. of equity shares held by me/ us	I/We assent to the resolution (For)	I/We dissent to the resolution (Against)
4	**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."			
5	**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."			

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 DP ID & 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 authorised representative should accompany the Ballot Form. A scanned copy of the same may be first emailed to companysecretary@atlascycles.co.in and rajiv.bhasin@mehrakhanna.com at least 48 hours before the 68th 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 68th Annual General Meeting.

ATLAS CYCLES (HARYANA) LIMITED

CIN: L35923HR1950PLC001614
Regd. Office: Atlas Road, Industrial Area, Sonepat – 131001,(Haryana)
Tel: 091-130-2200001 to 2200006, **Fax:** 091-130-2200018
Website: www.atlasbicycles.com, E-mail : companysecretary@atlascycles.co.in

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

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

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

3. Name: ..... E-mail Id : .....
   Address : .....
   ..... Signature : .....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 68th Annual General Meeting of the Company to be held at Bulbul Hotel, 208-L, Model Town, Atlas Road, Sonepat 131001, Haryana on Friday 13th December, 2019 at 3:00 P.M. (I.S.T.) and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Description	Optional (See Note 4)		
		For	Against	Abstain
1.	To receive, consider and adopt c) Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2019 and the Reports of the Board of Directors and Auditors thereon; and d) Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2019 and the Report of the Auditors thereon.			
2.	**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."			

Resolution No.	Description	Optional (See Note 4)		
		For	Against	Abstain
3	**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."			
4	**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."			
5	**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."			

Signed this.....day of.....2019

Affix Revenue Stamp (₹ 1)

.....
Signature of shareholder

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

Note:

1. 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 68th Annual General Meeting at 03:00 p.m. on Friday, 13th December, 2019 at 3:00 P.M. (I.S.T.).
2. 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.
3. If the Comapny 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.
4. It is optional to indicate your preference. If you leave the 'For', 'Against' or 'Abstain' column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.
5. Signature of member should be across a revenue Stamp of ₹ 1.

ATLAS CYCLES
SONEPAT

ATLAS

CYCLES (HARYANA) LTD.

CIN: L35923HR1950PLC001614
Industrial Area, Atlas Road, Sonepat-131001, Haryana (India)
Tel: 91-130-2200001-8, Fax: 91-130-2200018
E-mail : companysecretary@atlascycles.co.in,
Website : www.atlasbicycles.com

ADPS : 9899578245

ATLAS CYCLES (HARYANA) LIMITED

CIN: L35923HR1950PLC001614
Regd. Office: Atlas Road, Industrial Area, Sonepat – 131001, (Haryana)
Tel: 091-130-2200001 to 2200006, Fax: 091-130-2200018
Website: www.atlasbicycles.com, E-mail: companysecretary@atlascycles.co.in

ELECTRONIC VOTING PARTICULARS

EVSN (Electronic voting Sequance 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 Tuesday, December 10, 2019.**
End of e-voting	**Upto 05.00 p.m. (IST) on Thursday, December 12, 2019.**

- **The cut-off date (i.e. the record date) for the purpose of e-voting is December 06, 2019.**
- **Please refer to the attached 68th AGM Notice for instructions on E-Voting.**
- **Route map of venue of 68th AGM is mentioned at the back of attendance slip.**

TEAR HERE

ATLAS CYCLES (HARYANA) LIMITED

CIN: L35923HR1950PLC001614
Regd. Office: Atlas Road, Industrial Area, Sonepat – 131001,(Haryana)
Tel: 091-130-2200001 to 2200006, Fax: 091-130-2200018
Website: www.atlasbicycles.com, E-mail: companysecretary@atlascycles.co.in

ATTANDANCE SLIP

Regd. Folio No. / DP ID - 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 68th Annual General Meeting of the Company to be held at Bulbul Hotel, 208-L, Model Town, Atlas Road, Sonepat 131001, Haryana on Friday, 13th day of December, 2019 at 03.00 P.M.

.....
Signature of Member/Proxy

Notes:

a) Only Member/Proxy can attend the meeting. No minors would be allowed at the meeting.

b) Member / Proxy wish to attend the meeting must bring this attendance slip to the meeting and handover at the entrance duly filled in and signed.

c) Electronic copy of the Annual Report for F.Y. 2018-19 and the notice of 68th 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.

d) Physical copy of Annual Report for F.Y. 2018-19 and Notice of the 68th 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.

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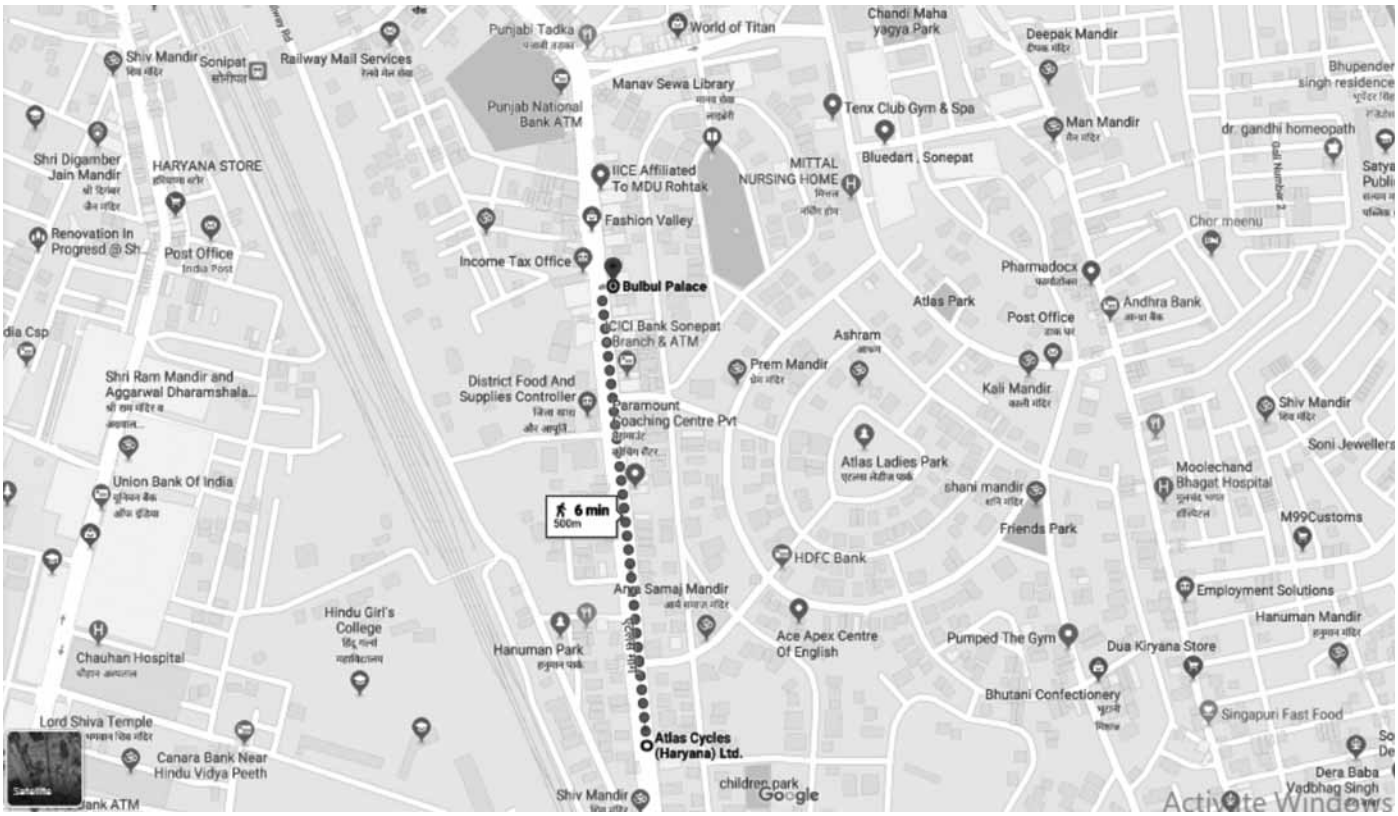
Route Map of Venue of 68th Annual General Meeting

to be held on Friday 13th December, 2019 at 3:00 p.m.

at Bulbul Hotel, 208-L, Model Town, Atlas Road, Sonepat 131001, Haryana