



## ATLAS CYCLES (HARYANA) LIMITED

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

**Date: 10<sup>th</sup> June 2024**

The Manager, Capital Market (Listing)  
National Stock Exchange of India Ltd.  
Exchange Plaza,  
Bandra-Kurla Complex  
Bandra (E), Mumbai – 400051

The Manager (Listing)  
BSE Ltd.  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Fort,  
Mumbai – 400001

**SUB: NOTICE OF 73<sup>RD</sup> ANNUAL GENERAL MEETING AND ANNUAL REPORT FOR THE FINANCIAL YEAR 2023-24**

**Ref: Regulation 30 and 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Dear Sir/Madam,

This is to inform you that 73<sup>rd</sup> Annual General Meeting (“AGM”) of the Members of the Company for the financial year 2023-24 is scheduled to be held on Friday, July 5, 2024 at Hotel Sagar, 148-R, Model Town, Atlas Road, Sonapat - 131001, Haryana at 11:15 A.M. to transact the business, as set out in the Notice of the AGM.

In compliance with Regulation 34(1)(a) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 (“Listing Regulations”), please find enclosed herewith Notice of the 73<sup>rd</sup> AGM and the Annual Report comprising inter alia Audited Financial Statements (Standalone and Consolidated) for the financial year ended March 31, 2024, the Board’s Report and the Auditors’ Report, being sent through email to those Members whose e-mail addresses are registered with the Company/Depository Participant(s) and through other permitted mode to those shareholders who has not registered their e-mail addresses.

The Notice of the 73<sup>rd</sup> AGM and the Annual Report are available on the website of the Company at [www.atlasbicycles.com](http://www.atlasbicycles.com)

The remote e-voting period will begin at 9:00 A.M. on Monday, 01<sup>st</sup> July 2024 and end at 5:00 P.M. on Thursday, 04<sup>th</sup> July 2024. The e-voting module will be disabled by NSDL thereafter.

Website : [www.atlasbicycles.com](http://www.atlasbicycles.com); E-mail : [companysecretary@atlasbicycles.co.in](mailto:companysecretary@atlasbicycles.co.in)

**LEADING PRODUCERS & EXPORTERS OF QUALITY BICYCLES**

Sonepat Office : Phones 091-130-2200001 to 220006, Fax : 091-130-2200018 Gram : 'ATLAS', Sonapat



## ATLAS CYCLES (HARYANA) LIMITED

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

Kindly take this information in your records and oblige.

Thanking you,

**For Atlas Cycles (Haryana) Limited**

**PRAKHAR RASTOGI**  
**Company Secretary**  
**& Compliance Officer**

**Encl: a/a**

Website : [www.atlasbicycles.com](http://www.atlasbicycles.com); E-mail : [companysecretary@atlascycles.co.in](mailto:companysecretary@atlascycles.co.in)

**LEADING PRODUCERS & EXPORTERS OF QUALITY BICYCLES**

Sonepat Office : Phones 091-130-2200001 to 220006, Fax : 091-130-2200018 Gram : 'ATLAS', Sonapat

# **ATLAS**

**CYCLES (HARYANA) LIMITED**



# **ANNUAL REPORT**

---

## **2023-24**



# ATLAS CYCLES (HARYANA) LIMITED

INDUSTRIAL AREA, ATLAS ROAD,  
SONEPAT-131001 (HARYANA)  
CIN : L35923HR1950PLC001614  
www.atlascycles.com

## BOARD OF DIRECTORS:

Mr. Kartik Roop Rai(DIN: 06789287)  
Mr. Sanjiv Kavaljit Singh(DIN: 00015689)  
Ms. Sadhna Syal(DIN: 07837529)  
Mr Chander Mohan Dhall(DIN: 01398734)  
Mr. Ishwar Das Chugh(DIN: 00073257)  
Dr. Anuj Goyal(DIN: 01259762)  
Mr. Des Raj Dhingra(DIN: 01202968)  
Dr. Praveen Kumar(DIN: 08257044)

## COMPANY SECRETARY

Mr. Prakhar Rastogi

## REGISTERED OFFICE

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

## SECRETARIAL AUDITOR

M/s. Mukesh Arora & Co.  
Company Secretaries, Delhi

## BOARD COMMITTEES:

### Audit Committee

Mr. Des Raj Dhingra(DIN: 01202968), Chairman  
Mr. Anuj Goyal(DIN: 01259762), Member  
Mr. Chander Mohan Dhall(DIN: 01398734), Member

### Nomination & Remuneration Committee

Mr. Des Raj Dhingra (DIN: 01202968), Chairman  
Mr. Anuj Goyal (DIN: 01259762), Member  
Dr. Praveen Kumar (DIN: 08257044), Member

### Stakeholders Relationship Committee

Dr. Praveen Kumar (DIN: 08257044), Chairman  
Mr. Des Raj Dhingra (DIN: 01202968), Member  
Mr. Anuj Goyal (DIN: 01259762), 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.)

## 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 LISTED

National Stock Exchange of India Limited  
BSE Limited

## E-MAIL

companysecretary@atlascycles.co.in

## WEBSITE

www.atlascycles.com

## CORPORATE IDENTITY NUMBER

CIN : L35923HR1950PLC001614

## CONTENTS

PARTICULARS	Page No.
Board's/ Directors' Report.....	01
Management Discussion & Analysis Report.....	10
Corporate Governance Report.....	21
CEO/CFO Certification.....	44
Standalone Auditors' Report.....	48
Standalone Balance Sheet.....	60
Standalone Statement of Profit & Loss.....	61
Standalone Cash Flow Statement.....	62
Standalone Notes to Financial Statement.....	64
Consolidated Auditors' Report.....	100
Consolidated Balance Sheet.....	110
Consolidated Statement of Profit & Loss.....	111
Consolidated Cash Flow Statement.....	112
Consolidated Notes to Financial Statement.....	114
Notice of Annual General Meeting.....	145

**BOARD'S REPORT / DIRECTOR'S REPORT 2023-24**  
**CIN: L35923HR1950PLC001614**

**TO**

**THE MEMBERS**

Your directors are delighted to present Seventy Third (73rd) Annual Report of your Company along with the Audited financial statements (Standalone and Consolidated) prepared in compliance with Ind AS Accounting Standards, for the financial year ended March 31, 2024.

**FINANCIAL HIGHLIGHTS & STATE OF COMPANY AFFAIRS**

(₹ In Lacs)

Particulars	Standalone		Consolidated	
	F.Y 2023-24	F.Y 2022-23	F.Y 2023-24	F.Y 2022-23
Revenue from operations (Gross)	636	173	636	173
<b>Total Income</b>	<b>5,586</b>	<b>181</b>	<b>5,586</b>	<b>181</b>
<b>Total Expenses</b>	<b>5,522</b>	<b>2,506</b>	<b>5,510</b>	<b>2,511</b>
Profit/(Loss) Before Tax (after exceptional Item)	64	(2,325)	76	(2,330)
Tax Expenses (including Deferred tax)	(10)	Nil	(10)	Nil
Profit/(Loss) After tax	54	(2,325)	66	(2,330)

Note: Previous year's figures have been regrouped/reclassified wherever necessary to correspond with the current year's classification/disclosure.

The Net Profit of the Company during the FY 2023-24 was ₹ 54 Lacs (Approx.) as against the net loss of ₹ 2325 Lacs (Approx.) for the previous FY 2022-23.

**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. There were three wholly owned subsidiaries of the Company. However, all three subsidiaries were strike off during the year 2023-24. At the closure of the financial year, there were no active subsidiary of the company.

**ANNUAL RETURN**

The Annual Return of the Company as on March 31, 2024 is available on the Company's website and can be accessed at [https://www.atlasbicycles.com/Annual\\_Return.htm](https://www.atlasbicycles.com/Annual_Return.htm)

**PRODUCTION**

During the year under consideration, the Company produced 19,604 bicycles as against 5135 bicycles in the previous year.

**SALES**

Sales during the year amounted to ₹ 636 lacs (approx.) as against ₹ 173 lacs (approx.) in the previous year.

**TRANSFER TO RESERVES**

The Board of Directors of the Company has not transferred any amount to the Reserves for the year under review.

**EXPORTS**

During the period under consideration, your Company have not exported any bicycles and bicycle components.

**SHARE CAPITAL**

The paid-up Equity Share Capital as on 31<sup>st</sup> March 2024 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 31<sup>st</sup> March 2024, none of the Directors of the Company held instruments convertible into equity shares of the Company.



The Company had taken the approval of Shareholders for increasing the authorized share capital from Rs. 10 Crore to Rs. 50 crore, in the 72<sup>nd</sup> Annual General Meeting of the Company.

### **DIVIDEND**

Since the books are not in good shape, no dividend has been declared in the Financial Year 2023-24.

### **CHANGE IN NATURE OF BUSINESS**

There is no change in the nature of business.

### **PERFORMANCE OF THE COMPANY**

The performance of the company remained below par during the year as only Sahibabad Unit is operational and supporting the production of the company. Sonapat Unit remained un-operational during the year.

### **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 Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, is presented in a separate section forming part of this Annual Report. **(Annexure-1)**

### **Directors**

#### **During the financial year 2023-24:**

The Hon'ble National Company Law Appellate Tribunal (NCLAT), Principal Bench, New Delhi vide its order dated 02.08.2023 set aside the order passed by NCLT dated 06.12.2022. In view of NCLAT order, the office of existing board (appointed by NCLT) stands removed and the earlier suspended Board again took charge of the Company w.e.f. 08.08.2023.

Thereafter, to strengthen the board of the Company, two new Independent Directors namely, CA (Dr.) Anuj Goyal and Mr. Des Raj Dhingra (Retired IAS), were appointed for 5 consecutive years and same

was confirmed by shareholders in the 72<sup>nd</sup> Annual General Meeting of the Company.

The board composition as at 31<sup>st</sup> March 2024 is as below, namely:

1. Mr. Chander Mohan Dhall, Whole Time Director, (DIN:01398734)
2. Mr. Kartik Roop Rai, Director (DIN:06789287)
3. Mr. Sanjiv Kavaljit Singh, Director (DIN:00015689)
4. Ms. Sadhna Syal, Director (DIN:07837529)
5. Mr. Ishwar Das Chugh, Director (DIN:00073257)
6. Dr. Anuj Goyal, Director (DIN: 01259762)
7. Mr. Des Raj Dhingra, Director (DIN: 01202968)

After closure of the year 2023-24, the board appointed Dr. Praveen Kumar (DIN: 08257044), retired IAS as Additional Director (Non-Executive/Independent) for one year in the board meeting dated 29.05.2024.

The Company had received resignations from Mr. Kartik Roop Rai, Mr. Sanjiv Kavaljit Singh and Mrs. Sadhna Syal citing their personal reasons due to which their independence is under threat of breach. However, they accepted to be associated with the Company in the non-executive capacity. Therefore, on recommendation of the nomination and remuneration committee, the board appointed them as additional Director (Non-executive/non-independent) w.e.f. 01<sup>st</sup> June 2024.

Mr. Ishwar Das Chugh, aged 85 years has resigned from office of Non-executive Director and after the recommendation of the Nomination and remuneration committee, the board appointed him as additional Director (Non- Executive/Independent) in the board of the Company w.e.f. 01<sup>st</sup> June 2024.

The board recommended shareholders for confirmation of all the appointments made by the

board, in the ensuing Annual General Meeting of the Company. Resolutions along with explanatory statements to that effect have been duly incorporated in the Notice of 73<sup>rd</sup> Annual General Meeting of the Company.

For the Financial Year 2023-24, all Independent Directors, including those appointed by board, have confirmed that they meet the criteria of Independence as laid down under Section 149(6) of the Act. They have registered themselves with the Indian Institute of Corporate Affairs for inclusion of their name in data bank of independent director, in terms of provision of Rule 6 (1) of Companies (Appointment and Qualification of Directors) Rules, 2014. The Company has received declarations from all the Independent Directors confirming that they meet the criteria of Independence as prescribed under the Companies Act, 2013("Act") and Listing Regulations. There has been no change in the circumstances affecting their status as Independent Directors of the Company. In the opinion of the Board, the Independent Directors possess the requisite integrity, experience, expertise, and proficiency required under all applicable laws and the policies of the Company.

#### **CRITERIA FOR MAKING PAYMENT TO NON-EXECUTIVE Directors**

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

#### **KEY MANAGERIAL PERSONNEL**

Mr. Chander Mohan Dhall whose tenure as Chief Financial Officer of the Company was expiring on 31st March, 2024, was re-appointed as Chief Financial Officer of the Company in Board meeting held on 10th February 2024.

During the year under review, Mr. Rakesh, Company Secretary had resigned from the office of Company Secretary w.e.f. 06<sup>th</sup> December 2023 and his resignation was duly accepted by the board.

Mr. Prakhar Rastogi was appointed in the office of Company Secretary by the board in its meeting w.e.f. 10<sup>th</sup> February 2024.

In the capacity of Key Managerial Personnel, as on March 31, 2024, the Company had following officers:

1. Mr. Chander Mohan Dhall, Whole Time Director & Chief Financial Officer
2. Mr. Prakhar Rastogi, Company Secretary & Compliance Officer

#### **COMPLIANCE CERTIFICATE BY CHIEF FINANCIAL OFFICER**

The Board of Directors in its meeting held on 29.05.2024 took note of the Compliance Certificate duly signed by Mr. Chander Mohan Dhall, Whole Time Director & Chief Financial Officer of the Company that he has reviewed financial statements and cash flow statement etc. for the financial year ended 31<sup>st</sup> March, 2024 as per Regulation 17(8) read with Schedule II Part B of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Such certificate is annexed with Corporate Governance Report for F.Y. 2023-24 and forms Integral part of this Annual Report.

#### **PERFORMANCE EVALUATION OF THE BOARD**

The performance evaluation of the Independent Directors as per Regulation 17(10) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 was completed. As on March 31, 2024, five out of seven Directors on the board were Independent Directors. The Board of Directors expressed their satisfaction with the evaluation process.

Pursuant to the provisions of the Act 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.

#### **NUMBER OF MEETINGS OF THE BOARD**

The Board of Directors of the Company met twelve times during the year under review. The details of these Board Meetings are provided in the Corporate Governance section forming part of the Annual Report. The necessary quorum was present for all the meetings. The maximum interval between any two meetings did not exceed 120 days.

#### **DEPOSITS (INCLUDING LOANS FROM MEMBERS)**

Your Company has not accepted any deposits during the year under review and as such, no amount of principal or interest was outstanding on the date of the Balance Sheet.

#### **PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS**

During the period under review there were no 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. A copy of the policy is uploaded on the Company's

website at <https://www.atlasbicycles.com/policies.html>

#### **RISK MANAGEMENT**

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 1000 listed companies determined on the basis of market capitalization at the end of F.Y 2023-24 (on the basis of list of top 1000 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. The Company has developed a Related Party Transactions framework through Standard Operating Procedures for the purpose of identification and monitoring of such transactions.

A Policy on Material Related Party Transactions as approved by the Board of Directors has been uploaded on the website of the Company <https://www.atlasbicycles.com/policies.htm>

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.

Details of the transaction(s) of your Company with the entity(ies) belonging to the promoter/promoter group which hold(s) more than 10% shareholding in the Company as required under Para A of Schedule V of the Listing Regulations are provided as part of the financial statements.

None of the Directors have any pecuniary relationship or transactions vis-à-vis the Company.

### **SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS**

During the financial year under review, the Hon'ble National Company Law Appellate Tribunal (NCLAT), Principal Bench, New Delhi vide order dated 02.08.2023 set aside the order passed by NCLT dated 06.12.2022.

In view of NCLAT order, Suspended Board took charge of the company w.e.f. 08.08.2023.

### **TRANSFER TO INVESTOR EDUCATION AND PROTECTION FUND (IEPF)**

Since no dividend was declared by the Company for the financial year 2013-14, 2014-15 and 2015-16. Therefore, the provisions of the Act and IEPF Rules for transfer of unpaid/unclaimed dividend as well as shares on which dividend remain unpaid/unclaimed for a period of seven consecutive years to IEPF Account, for financial year 2013-14, 2014-15 and 2015-16 are not applicable on the Company.

### **CORPORATE GOVERNANCE**

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**

M/s. Dinesh Nagru & Co., Chartered Accountants (FRN: 015003N) were appointed in the office of Statutory Auditors of the company in 71st Annual General Meeting of the company for a period of 2 years, therefore their tenure is going to complete in the ensuing 73rd Annual General Meeting.

The board of directors (appointed by NCLT) in 71st Annual General Meeting of the company appointed the statutory auditor for their 2nd term of two consecutive years. However, the board is of the opinion that such resolution be amended/modified to appoint M/s. Dinesh Nagru & Co., Chartered Accountants (FRN: 015003N) for a total term of five years effective from 71st AGM till the 76th AGM of the company by addition of the term of 3 consecutive years in its original term. This Resolution is subject to the approval of shareholders in the ensuing 73rd AGM of the company.

To give effect the above agenda, a new resolution is proposed by the board before the shareholders in the ensuing 73rd Annual General Meeting to rescind the earlier ordinary resolution and to appoint the auditors for 5 consecutive years from the 71st Annual General Meeting till the conclusion of 76th Annual General Meeting of the company.

The qualifications or remarks in the Auditor's Report read with Notes to financial statements are self-explanatory and Statement on impact of audit qualifications on such qualification are separately disclosed in 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.

During the year 2024-25, the Company has appointed internal auditor in the Company.

### **CORPORATE SOCIAL RESPONSIBILITY (CSR)**

Requirements relating to Corporate Social Responsibilities as envisaged in Section 135 read with Schedule VII of the Companies Act, 2013 and Companies (Corporate Social Responsibility Policy) Rules, 2014 are not applicable to 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.

### **BUSINESS SUSTAINABILITY AND RESPONSIBILITY REPORT**

The Business Sustainability and 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 31<sup>st</sup> March 2024 is annexed to this report and forms an integral part of this report. (Annexure-2)

### **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 for financial year 2023-24 is annexed to this report and forms an integral part of this Report. (Annexure-3)

### **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 2023-24 has been paid to National Stock Exchange of India Limited within stipulated time and listing fee of BSE Limited is still pending as no invoice has so far been received from BSE. However, the trading of shares was suspended by the BSE Limited and National Stock Exchange of India Limited with effect from December 16, 2020 due to non-filing/delay filing of financial results of the Company.

The Company has complied with pending compliances and filed applications to BSE and National Stock Exchange for revocation of trading suspension order and the issue is under the active consideration of exchanges.

### **COMMITTEES OF THE BOARD**

The details of the Committees of the Board, viz., Audit Committee, Nomination & Remuneration Committee, and Stakeholders' Relationship Committee constituted in compliance with the provisions of the Act and Listing Regulations are provided in the Corporate Governance Report, forming part of this Annual Report.

### **STATUTORY POLICIES/CODES**

In compliance with the various provisions of the Act and Listing Regulations, the Company has the following policies/ codes:

Policy on Determination of Material Subsidiaries

Policy on Determination of Materiality for Disclosure

Policy on Related Party Transactions

Nomination and Remuneration Policy

Code of Conduct to Regulate, Monitor and Trading by Designated Persons

Archival Policy

Whistle Blower Policy

Code of Conduct

### **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 31<sup>st</sup> March 2024 is given here below:

**a) CONSERVATION OF ENERGY**

In view of closure of Sonepat unit and even unit situated at Sahibabad is working at much below optimum level, the Company could not do much on conservation of energy.

**b) TECHNOLOGY ABSORPTION**

In view of closure of Sonepat unit and even second unit working at much below optimum level, the Company could not do much on technology absorption.

**c) FOREIGN EXCHANGE EARNING AND OUTGO**

Total foreign exchange earned: Nil

Total foreign exchange used: Nil

**SECRETARIAL STANDARDS**

The Company has followed the applicable Secretarial Standards, i.e. SS-1 and SS-2, relating to 'Meetings of the Board of Directors' and 'General Meetings' respectively.

**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 31<sup>st</sup> March 2024, 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 on 31<sup>st</sup> March 2024 and of the profits 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**

During the year under review, all three subsidiaries namely Atlas Cycles Sonepat Limited, Atlas Cycles (Sahibabad) Limited and Atlas Cycles (Malanpur) Limited have been struck off from the records of Registrar of Companies as these companies failed to commence business since incorporation.

The strike off of subsidiary companies namely, Atlas Cycles Sonepat Limited and Atlas Cycles (Malanpur) Limited was affected by the Notice of Striking Off And Dissolution in form STK-7 issued by Registrar of Companies, dated 30.03.2024 and the Notice for Atlas Cycles (Sahibabad) Limited in from STK-7 dated 02.03.2024.

Apart from these, the Company does not have any associate companies and joint ventures.

**DETAILS OF ANY APPLICATION FILED FOR CORPORATE INSOLVENCY UNDER CORPORATE INSOLVENCY RESOLUTION PROCESS UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016.**

Following applications are pending as at end of the year under review.

S. No	Name of Parties	Amount in Rs.	Remarks
1	S.N. Polymers	87,40,052	Pending at NCLT Chandigarh
2	H.K. Bikes and Components	1,38,76,857	Pending at NCLT Chandigarh
3	Carry Packer regd. Noida	1,47,58,061	Pending at NCLT Chandigarh
4	Great Gear	83,81,453	Pending at NCLT Chandigarh

**GENERAL**

The Board of Directors state that no disclosure or reporting is required in respect of the following matters as there were no transactions or applicability pertaining to these matters during the year under review:

- i) Details relating to deposits covered under Chapter V of the Act.
- ii) Issue of equity shares with differential rights as to dividend, voting or otherwise.
- iii) Issue of shares (including sweat equity shares and Employees' Stock Options Schemes) to employees of the Company under any scheme.

- iv) Fraud reported by the Auditors to the Audit Committee or the Board of Directors of the Company.
- v) Scheme of provision of money for the purchase of its own shares by employees or by trustees for the benefit of employees.
- vi) Payment of remuneration or commission from any of its holding or subsidiary companies to the Managing Director of the Company.
- vii) Change in the nature of business of the Company.
- viii) Instance of one-time settlement with any Bank or Financial Institution.
- ix) Statement of deviation or variation in connection with preferential issue.

**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.

**CHANDER MOHAN DHALL**  
**Whole-Time Director**  
**(DIN: 01398734)**

**DES RAJ DHINGRA**  
**Director**  
**(DIN:01202968)**

Date: 30.05.2024  
Place: Sahibabad



**MANAGEMENT DISCUSSION & ANALYSIS  
(for year ended 31<sup>st</sup> March, 2024)****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**

The Bicycles market in India has been experiencing steady growth in recent years, driven by various factors such as customer preferences, trends in the market, local special circumstances, and underlying macroeconomic factors.

**Industry And Market Highlights:** The Bicycles market in India is anticipated to witness a significant surge in revenue, with projections indicating a staggering amount of ₹318.90bn by the year 2024.

- Moreover, this growth trajectory is expected to continue, with a projected annual growth rate (CAGR 2024-2029) of 6.69%.
- As a result, the market volume is estimated to reach ₹440.80bn by 2029.

- In terms of unit sales, the Bicycles market in India is forecasted to witness a substantial increase, reaching a total of 25.21m bicycles units by 2029.
- These promising figures indicate a growing demand for Bicycles market within the country.
- Furthermore, the volume weighted average price of the Bicycles market in India is anticipated to be ₹14.08k in 2024.
- This figure reflects the average price of Bicycles market across the market, taking into account various factors such as brand, quality, and features.
- On a global scale, it is worth noting that China is expected to generate the highest revenue in the Bicycles market, with a staggering amount of ₹1,027 bn projected for the year 2024.
- This further emphasizes the significant growth potential and market opportunities within the Bicycles market industry.
- India's bicycle market is experiencing a surge in demand due to increased awareness of health and environmental benefits.

**Market Structure:** The bicycles market covers all types of bicycles including road and racing bicycles, off-road bicycles, special purpose bicycles, electrical bicycles, hybrid bicycles, as well as bicycle supplies. However, motorcycles, scooters, mopeds, secondhand bicycles, as well as bikes purchased by bike-sharing services are not included.

**Customer preferences:** In India, bicycles have long been a popular mode of transportation, especially in rural areas where they are often the primary means of getting around. However, in recent years, there has been a shift in customer preferences towards bicycles as a form of exercise and leisure activity. With increasing health consciousness and a desire for a more active lifestyle, many Indians are now opting for bicycles as a way to stay fit and enjoy outdoor activities. This change in customer preferences has led to a surge in demand for bicycles across the country.

**Trends in the market:** One of the key trends in the Indian Bicycles market is the growing popularity of electric bicycles. With concerns about pollution and rising fuel prices, many Indians are now looking for alternative modes of transportation. Electric bicycles offer a greener and more cost-effective solution, making them an attractive option for both urban and rural consumers. This trend is expected to continue driving the growth of the Bicycles market in India. Another trend in the market is the increasing demand for premium bicycles. As disposable incomes rise and consumers become more brand-conscious, there is a growing demand for high-quality, stylish bicycles that offer a superior riding experience. This has led to the entry of several international bicycle brands into the Indian market, further fueling the growth of the premium segment.

**Local special circumstances:** India's vast population and diverse geography present unique challenges and opportunities in the Bicycles market. In rural areas, where road infrastructure is often poor, bicycles are a practical and affordable mode of transportation. Additionally, government initiatives such as the promotion of cycling as a means of reducing congestion and pollution have also contributed to the growth of the Bicycles market in India.

**Underlying macroeconomic factors:** India's rapidly growing economy and increasing urbanization have had a positive impact on the Bicycles market. Rising incomes and changing lifestyles have led to an increase in discretionary spending, with more people willing to invest in bicycles. Furthermore, the government's focus on promoting manufacturing and the "Make in India" initiative has encouraged the establishment of bicycle manufacturing units in the country, leading to increased availability and affordability of bicycles. In conclusion, the Bicycles market in India is experiencing growth due to changing customer preferences, trends such as the popularity of electric bicycles and premium segments, local special circumstances such as poor road infrastructure and government initiatives, and underlying macroeconomic factors such as rising incomes and urbanization. As these factors

continue to drive demand, the Bicycles market in India is expected to witness further expansion in the coming years.

M/s Atlas Cycles (Haryana) Limited is a Public Limited Listed Company having presence in bicycles segment with a track record of more than 70 Years, having established brand both in Indian as well as International Market. The company is engaged in manufacturing of bicycles and bicycles components.

### **OPPORTUNITY AND THREATS**

The areas of strength are promoters having long track record, rich experience and adequate manufacturing infrastructure with latest technology and strong dealers network. Atlas Brand is well accepted both in Indian as well as International Market and one of the largest cycle manufacturers 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 center 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. 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 1/3<sup>rd</sup> 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 to 5% 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 ₹ 635.81 Lacs in FY 2023-24 compared to ₹ 173.15 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 employee's 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 the 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 2022-23	FY 2023-24	Reasons for difference
i	Debtors Turnover	1,079.35	41.99	Improved, as old debtors have been either provided for or written off.
ii	Inventory Turnover Ratio	655.30	60.21	it is improved as Obsolete Inventory written off.
iii	Interest Coverage Ratio	(506.63)	18.70	improved as the Company just started the business
iv	Current Ratio	0.38	0.28	-
v	Debt Equity ratio	(0.28)	0.02	Due to revaluation of Company's land.
vi	Operating Profit Margin Ratio	(1,350.27)	(786.94)	Operating profit slightly improved as the Company has started activities.
vii	Net Profit Margin Ratio	(1,345.65)	8.45	Net profit margin increased as the Company sold its non-productive land.
viii	Return on Net worth	71.56	0.14	Company just started its activities

**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.

**CHANDER MOHAN DHALL**

**Whole Time Director**

**(DIN: 01398734)**

**DES RAJ DHINGRA**

**Director**

**(DIN:01202968)**

Date: 30<sup>th</sup> May 2024

Place: Sahibabad

**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	<table border="1"> <thead> <tr> <th>Name of the Director</th> <th>Ratio</th> </tr> </thead> <tbody> <tr> <td>Mr. Jarnail Singh (DIN: 05332407)</td> <td>NA</td> </tr> <tr> <td>Mr. Ved Kumar Jain (DIN: 00485623)</td> <td>NA</td> </tr> <tr> <td>Ms. Surina Rajan (DIN: 06699602)</td> <td>NA</td> </tr> <tr> <td>Mr. Manmohan Juneja (DIN: 00464238)</td> <td>NA</td> </tr> <tr> <td>Mr. Hem Kumar Pande (DIN: 08539771)</td> <td>NA</td> </tr> <tr> <td>Mr. Ramaswamy Parthasarathy (DIN: 09865873)</td> <td>NA</td> </tr> <tr> <td>Mr. Kartik Roop Rai* (DIN: 06789287)</td> <td>NA</td> </tr> <tr> <td>Mr. Sanjiv Kavaljit Singh* (DIN: 00015689)</td> <td>NA</td> </tr> <tr> <td>Ms. Sadhna Syal* (DIN: 07837529)</td> <td>NA</td> </tr> <tr> <td>Mr Chander Mohan Dhall* (DIN: 01398734)</td> <td>3.07 Times</td> </tr> <tr> <td>Mr. Ishwar Das Chugh* (DIN: 00073257)</td> <td>NA</td> </tr> <tr> <td>Mr. Anuj Goyal (DIN: 01259762)</td> <td>NA</td> </tr> <tr> <td>Mr. Des Raj Dhingra (DIN: 01202968)</td> <td>NA</td> </tr> </tbody> </table> <p><b>Note:</b> The Hon'ble NCLAT vide order dated 02.08.2023 set aside the order of Hon'ble NCLT dated 06.12.2022 and re-stated the suspended board as under:</p> <ul style="list-style-type: none"> <li>➤ Mr. Kartik Roop Rai, Director</li> <li>➤ Mr. Sanjiv Kavaljit Singh, Director</li> <li>➤ Ms. Sadhna Syal, Director</li> <li>➤ Mr. Chander Mohan Dhall, Whole Time Director,</li> <li>➤ Mr. Ishwar Das Chugh, Director</li> </ul> <p>Accordingly, the board appointed by the NCLT vide order dated 06.12.2022 stand revoked, namely:</p> <ul style="list-style-type: none"> <li>➤ Mr. Jarnail Singh,</li> <li>➤ Mr. Hem Kumar Pande,</li> <li>➤ Ms. Surina Rajan,</li> <li>➤ Ms. Manmohan Juneja,</li> <li>➤ Mr. Ved Kumar Jain</li> <li>➤ Mr. Ramaswamy Parthasarathy</li> </ul> <p>The median remuneration of employees of the Company was Rs. 4,53,780 p.a. For this purpose, Sitting Fees paid to the Directors has not been considered as remuneration. Figures have been rounded off wherever necessary.</p>	Name of the Director	Ratio	Mr. Jarnail Singh (DIN: 05332407)	NA	Mr. Ved Kumar Jain (DIN: 00485623)	NA	Ms. Surina Rajan (DIN: 06699602)	NA	Mr. Manmohan Juneja (DIN: 00464238)	NA	Mr. Hem Kumar Pande (DIN: 08539771)	NA	Mr. Ramaswamy Parthasarathy (DIN: 09865873)	NA	Mr. Kartik Roop Rai* (DIN: 06789287)	NA	Mr. Sanjiv Kavaljit Singh* (DIN: 00015689)	NA	Ms. Sadhna Syal* (DIN: 07837529)	NA	Mr Chander Mohan Dhall* (DIN: 01398734)	3.07 Times	Mr. Ishwar Das Chugh* (DIN: 00073257)	NA	Mr. Anuj Goyal (DIN: 01259762)	NA	Mr. Des Raj Dhingra (DIN: 01202968)	NA
Name of the Director	Ratio																													
Mr. Jarnail Singh (DIN: 05332407)	NA																													
Mr. Ved Kumar Jain (DIN: 00485623)	NA																													
Ms. Surina Rajan (DIN: 06699602)	NA																													
Mr. Manmohan Juneja (DIN: 00464238)	NA																													
Mr. Hem Kumar Pande (DIN: 08539771)	NA																													
Mr. Ramaswamy Parthasarathy (DIN: 09865873)	NA																													
Mr. Kartik Roop Rai* (DIN: 06789287)	NA																													
Mr. Sanjiv Kavaljit Singh* (DIN: 00015689)	NA																													
Ms. Sadhna Syal* (DIN: 07837529)	NA																													
Mr Chander Mohan Dhall* (DIN: 01398734)	3.07 Times																													
Mr. Ishwar Das Chugh* (DIN: 00073257)	NA																													
Mr. Anuj Goyal (DIN: 01259762)	NA																													
Mr. Des Raj Dhingra (DIN: 01202968)	NA																													



2.	The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer and Company Secretary in the financial year. ***	Mr. Chander Mohan Dhall (Chief Financial Officer)	0.00%
		Mr. Rakesh (CS)	0.00%
		Mr. Prakhar Rastogi (CS)	0.00%
		* For this purpose, Sitting Fees paid to the Directors have not been considered as remuneration. ***Increase in remuneration is made as per appraisal system and Remuneration and Nomination Policy of the COMPANY Also, refer note. No. 1 to 3 as mentioned in point no. 1 above.	
3.	The percentage increase in the median remuneration of employees in the financial year:	Nil	
4.	The number of permanent employees on the rolls of Company.	There were 14 employees as on March 31, 2024	
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.	No increase during the year.	
6.	Affirmation that the remuneration is as per the remuneration policy of the Company	Yes	

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 (Per Month)	Qualification & Experience	Date of Joining	Age (years)	Last Employment Before joining the COMPANY	% of Equity Shares held
1.	MR. M R AGRAWAL	CHIEF GENERAL MANAGER PURCHASE (Sahibabad)	2,09,119	M.B.A. 40 years	15.01.1983	69	HANSI SPINNING MILL	0.00%
2.	MR. NARENDRA PAL SINGH	CHIEF GENERAL MANAGER CO-ORDINATION	1,94,213	LLB, MSW. 49	27.03.2015	68	SUMI MOTHERSON GROUP	0.00
3.	MR. CHANDER MOHAN DHALL	CHIEF FINANCIAL OFFICER	1,16,080	CMA 38 years	29.08.1996	62	INDODAN INDUSTRIES LIMITED	0.00
4.	ABHEY RAJ RUSTAGI	ASSISTANT GENERAL MANAGER MAINTANCE	94,389	B.E. ELECTRONICS 31	18.07.2018	55	MINDA AUTO	0.00
5.	ANIL RAI	GENERAL MANAGER EXPORT	83,566	MBA 33	16.01.1992	55	ESCORT TRACTOR LTD	0.00
6.	PRAKHAR RASTOGI	COMPANY SECRETARY	47,000	CS	10.02.2024	30	TRIKAL FOODS & AGRO PRODUCTS PVT. LTD.	0.00

**Note:**

1. No employee is a relative of any Director or Manager of the Company.
2. No employees of the company drawing salary more than whole time director of the company and holding more than 2% equity shares
3. No 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.

\* We have taken CTC received in the month of March, 2024 as the basis for calculation, considering only for those employees who are employed throughout the FY 2023-24. Also, all the information mentioned in above table is as on March, 2024.

**FORM MR-3  
SECRETARIAL AUDIT REPORT**

FOR THE FINANCIAL YEAR ENDED ON 31<sup>ST</sup> MARCH, 2024[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,  
Sonapat, Haryana-131001**

1. We 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 us a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing my opinion thereon.
2. Based on our 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, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31<sup>st</sup> March, 2024 ('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 :
3. We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31<sup>st</sup> March, 2024 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 (Not applicable to the Company as there were no transactions relating to Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings during the financial year under review);
  - 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, as amended from time to time.

- (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time.
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, (not applicable as the Company did not issue any security during the financial year under review.)
  - (d) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021(not applicable on the Company)
  - (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, 2021. (not applicable as the Company has not delisted its securities during the financial year under review)
  - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 (not applicable as the Company has not bought back any of its securities during the financial year under review);
  - (i) And other applicable laws like Factories Act, 1948, The Payment of Gratuity Act, 1972;
4. We 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) & Secretarial Standards-2 (General Meetings)
  - (ii) The Listing Agreements entered into by the Company with the Bombay Stock Exchange (BSE) & (NSE).
  - (iii) The Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015.
5. During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above, subject to the following observations:
- (i) The Company has taken inter-corporate loan of Rs. Nine Crore only (Rs.9,00,00,000) from its associate concern Milton Cycle Industries Limited @ 11% p.a. The Company has not honored repayment terms along with interest as stipulated in the loan agreement.
  - (ii) The Hon'ble National Company Law Appellate Tribunal (NCLAT), New Delhi vide order dated 02.08.2023 set aside the order passed by NCLT order dated 06.12.2022. In view of NCLAT order earlier removed board of Directors by the NCLT took charge of the Company w.e.f. 08.08.2023 (The new Board of Directors duly appointed by Hon'ble NCLT took charge of the Company's affairs w.e.f. 09.12.2022.

- (iii) The Company has regularly defaulted/ delayed in payment of statutory dues of Provident Fund and ESI deducted for the year ended 31st March 2024.
6. We further report that:
- (i) The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors, Independent Directors and woman Director. No changes were taken in the composition of the Board of Directors during the period under review.
- (ii) 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.
- (iii) All decision at Board Meeting and Committee are carried through while the dissenting members' views are captured and recorded as part of the minutes.
7. We 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  
UDIN NO:F004819F000464300**

**Date: - 28-05-2024  
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 SECRETARIAL AUDIT REPORT**

To

**The Members,  
Atlas Cycles (Haryana) Limited  
Atlas Road, Industrial Area,  
Sonapat, Haryana-131001**

Our 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. We 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. We believe that the process and practices we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and books of Accounts of the Company.
4. Wherever required, we 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. Our 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.**For**

**For Mukesh Arora & Co.  
Practicing COMPANY Secretaries**

**Mukesh Arora  
F.C.S No. 4819  
C.P No. 4405  
UDIN NO:F004819F000464300**

**Date: - 28-05-2024  
Place: - New Delhi**

## CORPORATE GOVERNANCE REPORT 2023-24

*The Directors present the Company's Report on Corporate Governance for the year ended March 31, 2024, 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 center 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 SEBI 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 Directors. The Board as on 31.03.2024 was comprised of five Independent, one Non-Executive and one Whole time Director appointed by Shareholders of the company.

The Hon’ble National Company Law Appellate Tribunal (NCLAT), Principal Bench, New Delhi vide order dated 02.08.2023 set aside the order passed by NCLT dated 06.12.2022. In view of NCLAT order Suspended Board took charge of the Company w.e.f. 08.08.2023. As on the date of this report, the Board comprises four Non-Executive Independent Directors, Three Non-Executive Non-Independent Director and one Whole Time Director.

During the year under review, the board inducted two new independent Directors namely, Mr. Desh Raj Dhingra and Mr. Anuj Goyal, in the board of the Company and after the closer of the year 2023-24, the Company appointed Dr. Praveen Kumar as Additional (Non Executive Independent) Director in the board of the Company. None of the Directors are/were 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. as on 31st March 2024 are as follows::

Name of Director	Designation	Category of Directorship	Shareholding in the Company (No. of shares) as on 31.03.2024	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. Kartik Roop Rai*	Director	Non-Executive/ Independent Director	Nil	Nil	3	1	Nil
Mr. Sanjiv Kavaljit Singh*	Director	Non-Executive/ Independent Director	Nil	Nil	3	2	Nil
Mrs. Sadhna Syal*	Director	Non-Executive/ Independent Director	Nil	Nil	3	Nil	Nil

Mr. Ishwar Das Chugh**	Director	Non-Executive	120	Nil	Nil	Nil	Nil
Mr. Chander Mohan Dhall	Whole Time Director	Executive Director	Nil	Nil	Nil	Nil	Nil
Mr. Anuj Goyal	Director	Non-Executive/Independent Director	Nil	Nil	Nil	Nil	Nil
Mr. Des Raj Dhingra	Director	Non-Executive/Independent Director	Nil	Nil	Nil	Nil	Nil

\*Resigned w.e.f. 30.05.2024 and appointed by the board as Additional (Non-Executive) director w.e.f. 01.06.2024.

\*\*Resigned w.e.f. 30.05.2024 and appointed by the board as Additional (Independent) director w.e.f. 01.06.2024.

Note:

1. After the closure of F.Y. 2023-24, the board appointed Mr. Praveen Kumar (DIN: 08257044) as Additional director (Independent) in the board of the company.
2. Above details are excluding private limited companies and foreign companies.
3. Membership / Chairmanship of following Committees are considered: Audit Committee, Stakeholders Relationship Committee and Nomination and Remuneration Committee.

None of the Directors of the Company hold instrument convertible into equity shares of the Company.

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, 2024 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.

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 2023-24 is given below:

Name of the Directors	Attendance of Meetings during for FY 2023-24	
	Board Meetings	Last AGM (20.09.2023)
Mr. Jarnail Singh\$ (DIN: 05332407)	4	No
Mr. Hem Kumar Pande\$ (DIN: 08539771)	4	No
Ms. Surina Rajan\$ (DIN: 06699602)	3	No
Mr. Manmohan Juneja\$ (DIN: 00464238)	4	No
Mr. Ved Kumar Jain\$ (DIN: 00485623)	4	No
Mr. Ramaswamy Parthasarathy\$ (DIN: 09865873)	2	No
Mr. Kartik Roop Rai* (DIN: 06789287)	6	Yes
Mr. Sanjiv Kavaljit Singh* (DIN: 00015689)	8	Yes
Ms. Sadhna Syal* (DIN: 07837529)	5	No
Mr Chander Mohan Dhall* (DIN: 01398734)	8	Yes
Mr. Ishwar Das Chugh* (DIN: 00073257)	8	Yes

Mr. Anuj Goyal (DIN: 01259762)	6	Yes
Mr. Des Raj Dhingra (DIN: 01202968)	5	Yes

\$the NCLAT vide order dated 02.08.2023 removed the Directors by setting aside the order passed by NCLT dated 06.12.2022.

\* the NCLT vide its order dated 06.12.2022 removed the Directors ("Suspended Board"). In view of NCLAT order dated 02.08.2023 Suspended Board took charge of the Company w.e.f. 08.08.2023.

***Number of Board Meetings held and the dates on which held***

Thirteen Board Meetings were held during the financial year 2023-24. The Company has held at least one Board Meeting in every three months.

The details of the Board Meetings are as under:

S. No.	Date	Board Strength	No. of Directors present
1	01 <sup>st</sup> April 2023	6	4
2	24 <sup>th</sup> May 2023	6	4
3	08 <sup>th</sup> June 2023	6	5
4	08 <sup>th</sup> July 2023	6	4
5	08 <sup>th</sup> August 2023	5	4
6	12 <sup>th</sup> August 2023	5	4
7	14 <sup>th</sup> August 2023	6	5
8	19 <sup>th</sup> August 2023	7	7
9	12 <sup>th</sup> September 2023	7	6
10	20 <sup>th</sup> September 2023	7	6
11	10 <sup>th</sup> November 2023	7	5
12	10 <sup>th</sup> February 2024	7	6

***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, the copy of signed minutes is circulated to all the board members by the Company Secretary 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 just below the level of board of Directors, including appointment or removal of Chief Financial Officer and the Company Secretary.
- 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 labor 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
- 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 Meeting of Independent Directors were held on 10<sup>th</sup> February 2024 in which except Mrs. Sadhna Syal all the 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 program 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](http://www.atlasbicycles.com). The familiarization program 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 program imparted to Independent Directors of the Company is available at [www.atlasbicycles.com/other-information.htm](http://www.atlasbicycles.com/other-information.htm)

### 5. Skills and Expertise of the member of the board.

#### (A) Board Skills Matrix

The Board has identified the key qualifications, skills and attributes as essential for effective oversight of the Company considering its varied business interests. These are presented as a matrix below:

Skills	Description
Financial management	Proficiency in financial management
Business environment perspective	Understanding diverse business environments, with a broad perspective of global business opportunities
Business Leadership	Leadership experience and practical understanding of significant organizations, their processes, strategies, planning etc.
Technology	Good appreciation of technology and trends
Mergers & Acquisitions	Ability to assess mergers and acquisition decisions including the suitability of a target with the Company's strategy
Board insights	Service on listed public Company boards to develop insights into board accountability, guarding shareholder interests, regulatory environment and observing good governance practices

#### (B) Key Qualifications, Skills and Attributes identified

In the table below, specific areas of focus or expertise of individual Board members have been highlighted. However, the absence of a mark against the member's name does not necessarily mean the members does not possess the corresponding qualification or skill.

Name of the Director	Financial management	Global Business environment perspective	Business Leadership	Mergers & Acquisitions	Technology	Board insights
Mr. Jarnail Singh	✓	✓	✓	✓	✓	✓
Mr. Hem Kumar Pande	✓	✓	✓	✓	✓	✓
Ms. Surina Rajan	✓	✓	✓	✓	✓	✓
Mr. Manmohan Juneja	✓	✓	✓	✓	✓	✓
Mr. Ved Kumar Jain	✓	✓	✓	✓	✓	✓
Mr. Ramaswamy Parthasarathy	✓	✓	✓	✓	✓	✓
Mr. Kartik Roop Rai	✓	✓	✓	✓	✓	✓
Mr. Sanjiv Kavaljit Singh	✓	✓	✓	✓	✓	✓
Ms. Sadhna Syal		✓	✓	✓	✓	✓
Mr. Chander Mohan Dhall	✓	✓	✓	✓	✓	✓
Mr. Anuj Goyal	✓	✓	✓	✓	✓	✓
Mr. Ishwar das Chugh	✓	✓	✓	✓	✓	✓
Dr. Praveen Kumar	✓	✓	✓	✓	✓	✓

## 6. CODE OF CONDUCT

Pursuant to Regulation 17(5) 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](http://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 Chairman Forms integral 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, 2024.

### Composition

As on March 31, 2024, the Audit Committee comprised of three 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, except the meeting held on 10<sup>th</sup> February 2024 as the position was vacant at that time. 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.

At the beginning of the year under review 2023-24, the Audit Committee of the Company comprised of the following members:

Name of Member	Designation	Category
Mr. Hem Kumar Pande (DIN: 08539771)	Chairman	Independent Director
Mr. Ved Kumar Jain (DIN: 00485623)	Member	Independent Director
Mr. Manmohan Juneja (DIN: 00464238)	Member	Independent Director

During the year 2023-24, the Audit Committee was reconstituted and comprises of the following members as enumerated below:

Name of Member	Designation	Category
Mr. Kartik Roop Rai (DIN: 06789287)	Chairman	Independent Director
Mr. Sanjiv Kavaljit Singh (DIN: 00015689)	Member	Independent Director
Mrs. Sadhna Syal (DIN: 07837529)	Member	Independent Director

After the closure of the year 2023-24, the Audit Committee was reconstituted and comprise of the following members as below:

Name of Member	Designation	Category
Mr. Des Raj Dhingra (DIN: 01202968)	Chairman	Independent Director
Mr. Chander Mohan Dhall (DIN: 01398734)	Member	Chief financial Officer & Whole Time Director
Mr. Anuj Goyal (DIN: 01259762)	Member	Independent Director

### Meetings and attendance

The Audit committee held five meetings during the financial year ended 31<sup>st</sup> March, 2024. The Audit Committee Meetings were held on 24.05.2023, 08.06.2023, 12.08.2023, 10.11.2023 and 10.02.2024.

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

Name of Members	No. of meetings held during his/her tenure	No. of meetings attended during his/her tenure	Leave of absence sought
Mr. Kartik Roop Rai (DIN: 06789287)	3	2	1
Mr. Sanjiv Kavaljit Singh (DIN: 00015689)	3	3	Nil
Ms. Sadhna Syal (DIN: 07837529)	3	2	1
Mr. Hem Kumar Pande* (DIN: 08539771)	2	2	Nil
Mr. Ved Kumar Jain* (DIN: 00485623)	2	2	Nil
Mr. Manmohan Juneja* (DIN: 00464238)	2	2	Nil

\* The Hon'ble National Company Law Appellate Tribunal (NCLAT), Principal Bench, New Delhi vide order dated 02.08.2023 set aside the order

passed by NCLT dated 06.12.2022. In view of NCLAT order Suspended Board took charge of the company w.e.f. 08.08.2023.

## 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.

The Revised Nomination and Remuneration Policy has been adopted by the board in its meeting held on 29<sup>th</sup> May 2024.

## 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.

At the beginning of the year 2023-24, the composition of Nomination & Remuneration Committee comprised of the following:

Name of Member	Designation	Category
Ms. Surina Rajan (DIN: 06699602)	Chairperson	Independent Director
Mr. Ved Kumar Jain (DIN: 00485623)	Member	Independent Director
Mr. Manmohan Juneja (DIN: 00464238)	Member	Independent Director

During the year under review, the Nomination & Remuneration Committee was reconstituted and comprises of the following members as at the end of the year under review:

Name of Member	Designation	Category
Mr. Sanjiv Kavaljit Singh (DIN: 00015689)	Chairman	Independent Director
Mr. Kartik Roop Rai (DIN: 06789287)	Member	Independent Director
Mrs. Sadhna Syal (DIN: 07837529)	Member	Independent Director

After the closure of the year 2023-24, the Nomination & Remuneration Committee was again reconstituted and comprises of the following members as on date of this report:

Name of Member	Designation	Category
Mr. Des Raj Dhingra (DIN: 01202968)	Chairman	Independent Director
Dr. Praveen Kumar (DIN: 08257044)	Member	Independent Director
Dr. Anuj Goyal (DIN: 01259762)	Member	Independent Director

### Meetings and attendance

The Nomination and Remuneration Committee held three meetings during the financial year ended 31<sup>st</sup> March, 2024. The Nomination and Remuneration Committee Meetings were held on 12.08.2023, 14.08.2023 and 10.02.2024. The attendance of the members at the Nomination and Remuneration Committee Meetings are as under:

Name of Members	No. of meetings held during his/her tenure	No. of meetings attended during his/her tenure	Leave of absence sought
Mr. Kartik Roop Rai (DIN:06789287)	3	1	2
Mr. Sanjiv Kavaljit Singh (DIN:00015689)	3	3	3
Mrs. Sadhna Syal (DIN:07837529)	3	2	1
Ms. Surina Rajan* (DIN:06699602)	Nil	Nil	Nil
Mr. Ved Kumar Jain* (DIN:00485623)	Nil	Nil	Nil
Mr. Manmohan Juneja* (DIN:00464238)	Nil	Nil	Nil

\*The Hon'ble National Company Law Appellate Tribunal (NCLAT), Principal Bench, New Delhi vide order dated 02.08.2023 set aside the order passed by NCLT dated 06.12.2022. In view of NCLAT order Suspended Board took charge of the company w.e.f. 08.08.2023.

## Remuneration/Sitting Fees

### 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 12.09.2021, while his appointment for 3 years w.e.f. 30.09.2021, shareholders' approval by way of special resolution was obtained at 69<sup>th</sup> Annual General Meeting held on 25.10.2021.
- 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. Non-executive Directors did not have any pecuniary relationship or transactions with the Company.

## Details of remuneration paid during 2023-24.

### A. Whole Time Director

Name	Shri Chander Mohan Dhall
Basic Salary	7,08,000
House Rent Allowance	-
Long Service Allowance	-
Special Allowance	6,00,000
Superannuation	70,800
Provident Fund Contribution	84,960
Gratuity	34,038
<b>Total</b>	<b>14,97,798</b>



No Stock options were 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 discloses details of service contract, notice period, etc.

## B. Non-Executive Directors/Independent Directors

Name of Director	Sitting Fees (₹)
Mr. Kartik Roop Rai, (DIN: 06789287)	1,00,000/-
Mr. Sanjiv Kavaljit Singh, (DIN: 00015689)	1,30,000/-
Ms. Sadhna Syal, (DIN: 07837529)	95,000/-
Mr. Ishwar Das Chugh, (00073257)	1,05,000/-
Mr. Anuj Goyal, (DIN: 01259762)	95,000/-
Mr. Des Raj Dhingra, (DIN: 01202968)	80,000/-
Mr. Jarnail Singh* (DIN: 05332407)	Nil
Mr. Hem Kumar Pande* (DIN: 08539771)	Nil
Ms. Surina Rajan* (DIN: 06699602)	Nil
Mr. Manmohan Juneja* (DIN: 00464238)	Nil
Mr. Ved Kumar Jain* (DIN: 00485623)	Nil
Mr. Ramaswamy Parthasarathy* (DIN: 09865873)	Nil

\*The Hon'ble National Company Law Appellate Tribunal (NCLAT), Principal Bench, New Delhi vide order dated 02.08.2023 set aside the order passed by NCLT dated 06.12.2022. In view of NCLAT order Suspended Board took charge of the company w.e.f. 08.08.2023.

## 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.

At the beginning of the year under review, the composition of Stakeholder's Relationship Committee was as follows:

Name of Member	Designation	Category
Mr. Hem Kumar Pande (DIN: 08539771)	Chairman	Independent Director
Mr. Manmohan Juneja (DIN: 00464238)	Member	Independent Director
Mr. Ramaswamy Parthasarathy (DIN: 09865873)	Member	Independent Director

During the year 2023-24 the Stakeholder's Relationship Committee was reconstituted and comprises of the following members as on the end of financial year:

Name of Member	Designation	Category
Mr. Sanjiv Kavaljit Singh (DIN: 00015689)	Chairman	Independent Director
Mrs. Sadhna Syal (DIN: 07837529)	Member	Independent Director
Mr. Kartik Roop Rai (DIN: 06789287)	Member	Independent Director

After the closure of the year 2023-24, the Stakeholder's Relationship Committee was again reconstituted and comprises of the following members as on date of this report:

Name of Member	Designation	Category
Dr. Praveen Kumar (DIN: 08257044)	Chairman	Independent Director
Mr. Des Raj Dhingra (DIN: 01202968)	Member	Independent Director
Dr. Anuj Goyal (DIN: 01259762)	Member	Independent 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

During the financial year ended March 31, 2024, one Stakeholders Relationship Committee Meeting was held on 10.02.2024. The attendance of each member is as given below:

Name of Members	No. of meetings held during his/her tenure	No. of meetings attended during his/her tenure	Leave of absence sought
Mr. Sanjiv Kavaljit Singh (DIN: 00015689)	1	1	NIL
Ms. Sadhna Syal (DIN: 07837529)	1	Nil	1

Mr. Kartik Roop Rai (DIN: 06789287)	1	1	NIL
Mr. Hem Kumar Pande* (DIN: 08539771)	NIL	NIL	NIL
Mr. Manmohan Juneja* (DIN: 00464238)	NIL	NIL	NIL
Mr. Ramaswamy Parthasarathy* (DIN: 09865873)	NIL	NIL	NIL

\*The Hon’ble National Company Law Appellate Tribunal (NCLAT), Principal Bench, New Delhi vide order dated 02.08.2023 set aside the order passed by NCLT dated 06.12.2022. In view of NCLAT order Suspended Board took charge of the company w.e.f. 08.08.2023.

### Complaints received and redressed during the year 2023-24

During the year under review 1 complaint was received from one shareholder through Stock Exchanges which was replied / resolved to the full satisfaction of the shareholder.

There was no complaint pending as on March 31, 2024.

### 11. SHARE TRANSFER

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 1000 listed companies determined on the basis of market capitalization at the end of F.Y 2023-24 (on the basis of list of top 1000 companies available on NSE/ BSE websites) it was not mandatory for our Company to maintain such committee.

### 13. RELATED PARTY TRANSACTION 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 be foreseen 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 One Thousand Crore or 10% of the annual consolidated turnover of the Company whichever is lower as per the last audited financial statement of the Company.

#### **14. COMPLIANCE OFFICER**

As at the end of the financial year under review, Mr. Prakhar Rastogi, Company Secretary, act as the Compliance officer of the Company for complying with the requirements of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Mr. Chander Mohan Dhall, Chief Financial Officer act as the Compliance officer of the Company for complying with the requirements of SEBI (Prohibition of Insider Trading) Regulations, 2015.

## 15. SUBSIDIARY COMPANIES

At the beginning of the year 2023-24 the Company had three subsidiaries namely Atlas Cycles Sonapat Limited (CIN: U35929HR1999PLC034261), Atlas Cycles (Sahibabad) Limited (CIN: U35929HR1999PLC034260) and Atlas Cycles (Malanpur) Limited (CIN: U35929HR1999PLC034259). During the year under review, the all three subsidiaries have been struck off from the records of the Registrar of Companies. However, the Company duly complied with provisions of Regulation 24 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Before getting struck off, the minutes of Board Meetings of Atlas Cycles Sonapat Limited held on 08.06.2023, 12.08.2023, 10.11.2023 were placed at the Board Meeting of the holding Company Atlas Cycles (Haryana) Limited for review. The board also noted the Notice of Striking off and Dissolution in form STK-7 dated 30.03.2024 in their Board meeting dated 29.05.2024.

Before getting struck off, the minutes of Board Meetings of Atlas Cycles (Sahibabad) Limited held on 08.06.2023, 12.08.2023, 10.11.2023 were placed at the Board Meeting of the holding Company Atlas Cycles (Haryana) Limited for review. The board also noted the Notice of Striking off and Dissolution in form STK-7 dated 02.03.2024 in their Board meeting dated 29.05.2024.

Before getting struck off, the minutes of Board Meetings of Atlas Cycles (Malanpur) Limited held on 08.06.2023, 12.08.2023, 10.11.2023 were placed at the Board Meeting of the holding Company Atlas Cycles (Haryana) Limited for review. The board also noted the Notice of Striking off and Dissolution in form STK-7 dated 02.03.2024 in their Board meeting dated 29.05.2024.

## 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](http://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
2022-23	72 <sup>nd</sup> AGM	20 <sup>th</sup> September, 2023	11:15 A.M.	Hotel Sagar 148-R, Atlas Road, Sonapat, Haryana-131001	<ul style="list-style-type: none"> <li>Appointment of Mr. Anuj Goyal (DIN: 01259762) as an independent Director</li> <li>Appointment of Mr. Des Raj Dhingra (DIN: 01202968) of 71 years age as an independent Director</li> </ul>
2021-22	71 <sup>st</sup> AGM	24 <sup>th</sup> July, 2023	12:00 Noon	Hotel Sagar 148-R, Atlas Road, Sonapat, Haryana-131001	NIL
2020-21	70 <sup>th</sup> AGM	24 <sup>th</sup> July, 2023	11:00 a.m.	Hotel Sagar 148-R, Atlas Road, Sonapat, Haryana-131001	NIL

## 19. POSTAL BALLOT

No resolution was passed through postal ballot during the financial year ended 31<sup>st</sup> March 2024.

## 20. EXTRAORDINARY GENERAL MEETING

During the financial year ended on 31<sup>st</sup> March 2024, 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.***

During the year under review, there were no materially significant related party transactions identified. 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 except delay in finalization of financial results. During the last 5 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 and also due to labour unrest in Sonepat unit of the Company and sealing of Sonepat unit by Municipal Corporation Sonepat due to non-payment of property tax during the financial year 2019-20 which had impacted the whole Company. Accordingly, there were penalties imposed by the National Stock Exchange of India Limited amounting to Rs. 25,55,880 (approx.) and BSE Limited amounting to Rs. 12,50,800 (approx.).

The company paid the penalties with protest and applied to stock exchanges for waiver of penalties pursuant to the Policy for exemption of fines levied as per the SEBI Standard Operating Procedure (“SOP”) Circular (Reasons for waiver/reduction of penalty levied under SEBI SOP circular No. SEBI/HO/CFD/CMD/CIR/P/2020/12 dated January 22, 2020.

The National Stock Exchange, vide its order dated 14.02.2024 waived off the penalties of around 21 lakh and refunded the amount to the Company’s bank account. The Company had also intimated the same to the BSE and the matter is under active consideration of the BSE.

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.** – No credit rating was obtained during the financial year 2023-24 considering two units being closed and third unit operating at below break-even level.
- 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.
- 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.- Nil

**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

**m) Disclosure by listed entity and its subsidiaries of 'Loans and advances in the nature of loans to firms/companies in which Directors are interested by name and amount: NIL**

**n) Details of material subsidiaries of the listed entity; including the date and place of incorporation and the name and date of appointment of the statutory auditors of such subsidiaries:** During the year under review, there was no material subsidiary of the Company.

**o) Disclosures with respect to Demat Suspense Account/Unclaimed Suspense Account:**

The Company does not have any unclaimed shares and hence the disclosure pursuant to SEBI (LODR) Regulations is not applicable.

**p) Disclosure of certain types of agreements binding listed entities:**

There are no agreements impacting management or control of the Company or imposing any restriction or create any liability upon the Company which require disclosure under Clause 5A of Para A of Part A of Schedule III of the Listing Regulations.

## 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](http://www.atlasbicycles.com).
- The Company's financial results and official The Company maintains an active website at [www.atlasbicycles.com](http://www.atlasbicycles.com). wherein all the information relevant for the Shareholders are displayed.

## 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](http://www.atlasbicycles.com/policies.htm) are:

- Code of Conduct for Directors and Senior Management Personnel;
- Policy on Material Related Party Transactions;

- Policy on Familiarization Program 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

## 25. CEO/CFO CERTIFICATION

The Whole Time Director & 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 21 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, Sonapat- 131001,  
Haryana

### Annual General Meeting

**Day, Date and Time** Friday, 05<sup>th</sup> July, 2024 at 11:15 A.M. (I.S.T.)

**Venue** Hotel Sagar, 148-R, Model Town, Atlas Road, Sonapat 131001, Haryana

**Financial Year:** April 01 to March 31

## Financial Calendar

April 01, 2024 to March 31, 2025

(tentative and subject to change):

Financial reporting for the first quarter ending June 30, 2024	By August 14, 2024
Financial reporting for the second quarter ending September 30, 2024	By November 14, 2024
Financial reporting for the third quarter ending December 31, 2024	By February 14, 2025
Financial reporting for the quarter/year ending March 31, 2025	By May 30, 2025
Annual General Meeting for the year ending March 31, 2025	By September 30, 2025

## 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 2023-24 has been paid to National Stock Exchange of India Limited within stipulated time and listing fee of BSE Limited is still pending as no invoice has so far been received from BSE.

### 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 (BSE) during the year under review and the comparison in performance of share price of the Company vis-à-vis broad based Indices are given below:

The Company has not submitted the financial results within the stipulated time during the financial year 2019-20 due to non-corporation of Sonepat unit and sealing of Sonepat unit by Municipal Corporation (Sonepat). Therefore, the trading in Company’s shares was suspended by BSE Limited and National Stock Exchange of India Limited vide their communication dated December 16, 2020. However, the Company after compliance of regulation 33 and 34 of SEBI (LODR) Regulations, 2015 had filed application with both the exchanges for Revocation of trading suspension order and the same is under active consideration of exchanges.

During the year under review, there were no outstanding global depository receipts or American depository receipts or warrants or any convertible instruments.

	Share Price on NSE		Nifty 50		Share Price on BSE		BSE Sensex	
	HIGH	LOW	HIGH	LOW	HIGH	LOW	HIGH	LOW
	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.
April, 2023	-	-	18089.15	17312.75	-	-	61,209.46	58,793.08
May, 2023	-	-	18662.45	18042.40	-	-	63,036.12	61,002.17
Jun-2023	-	-	19201.70	18478.40	-	-	64,768.58	62,359.14
July, 2023	-	-	19991.85	19234.40	-	-	67,619.17	64,836.16
August,2023	-	-	19795.60	19229.70	-	-	66,658.12	64,723.63
September, 2023	-	-	20222.45	19255.70	-	-	67,927.23	64,818.37
October, 2023	-	-	19849.75	18837.85	-	-	66,592.16	63,092.98
November, 2023	-	-	20158.70	18973.70	-	-	67,069.89	63,550.46
December, 2023	-	-	21801.45	20183.70	-	-	72,484.34	67,149.07
January,2024	-	-	22124.15	21247.05	-	-	73,427.59	70,001.60
February, 2024	-	-	22297.50	21543.35	-	-	73,413.93	70,809.84
March, 2024	-	-	22526.60	21710.20	-	-	74,245.17	71,674.42

Source: BSE/NSE Website

### Shareholding Pattern by Size

ATLAS CYCLES (HARYANA) LIMITED						
DISTRIBUTION SCHEDULE AS ON 31/03/2024						
NOMINAL VALUE OF EACH SHARE - RS. 5/-						
NO OF SH HOLDERS	% TO TOTAL	SHARE HOLDING OF NOMINAL VALUE OF RS	NO OF SHARE	AMOUNT IN RS	% TO TOTAL	
10225	95.169	1 TO 5000	1422433	7112165	21.871	
237	2.206	5001 TO 10000	355544	1777720	5.467	
127	1.182	10001 TO 20000	365621	1828105	5.622	
52	0.484	20001 TO 30000	257779	1288895	3.963	
18	0.168	30001 TO 40000	126139	630695	1.939	
24	0.223	40001 TO 50000	223479	1117395	3.436	
22	0.205	50001 TO 100000	325473	1627365	5.004	
39	0.363	100001 AND ABOVE	3427370	17136850	52.698	
<b>10744</b>	<b>100</b>	<b>TOTAL</b>	<b>6503838</b>	<b>32519190</b>	<b>100</b>	
TOTAL SHARE HOLDERS IN NSDL		5556	TOTAL SHARES IN NSDL		4250781	
TOTAL SHARE HOLDERS IN CDSL		4357	TOTAL SHARES IN CDSL		2026492	
TOTAL SHARE HOLDERS IN PHY		1196	TOTAL SHARES IN PHY		226565	
<b>TOTAL SHARE HOLDERS</b>		<b>10877</b>	<b>TOTAL SHARES</b>		<b>6503838</b>	

### 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

As mandated by SEBI, securities of the Company can be transferred/ traded only in dematerialised form. Shareholders holding shares in physical form are advised to avail the facility of dematerialization.

The Company has appointed a common Registrar for the physical share transfer and dematerialization of shares i.e.

Mas Services Limited  
T-34 2nd Floor Okhla Industrial Area.  
Phase-2 New Delhi 110020  
Mail ID: investor@masserv.com  
Phone: (011) 26387281-82-83  
Fax: (011) -26387384

During the year, the Company obtained certificates from a Company Secretary in Practice, certifying that all certificates

for transfer, transmission, sub-division, consolidation, renewal, exchange and deletion of names, were issued as required under Regulation 40(9) of the Listing Regulations read with SEBI Circular no. SEBI/HO/MIRSD/RTAMB/CIR/P/2020/59, dated April 13, 2020. The certificates was duly filed with the Stock Exchanges.

### Categories of Equity Shareholders as on March 31, 2024

	No. of shares held	Percentage of shareholding
Promoters, Associates and Relatives	27,26,494	41.92
Mutual Funds/ UTI	0	0.00
Financial Institution	50	0.01
Foreign Institutional Investors	0.00	0.00
Bodies Corporate	1,50,468	2.31
General Public	32,67,674	50.24
NBFC Registered with RBI	400	0.01
Non-Resident Indian / OCB	66,206	1.01
Clearing Member	65,079	1.00
Director or Director's Relatives	120	0.00
IEPF	2,27,465	3.50
<b>Total</b>	<b>65,03,838</b>	<b>100.00</b>

### Dematerialization of shares and liquidity

As on 31.03.2024 of the total equity shares, 96.51% were held in dematerialized Form and the balance 3.49% 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 Sonapat (Haryana) and Sahibabad (Uttar Pradesh).

### 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, II<sup>nd</sup> 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  
Ph. No.: +91-7669-6363-65

Atlas Cycles (Haryana) Limited  
Industrial Area, Atlas Road, Sonapat – 131001

Email: [Companysecretary@atlascycles.co.in](mailto:Companysecretary@atlascycles.co.in)

Website: [www.atlasbicycles.com](http://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, 2024 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 for the quarter ended on June 2023 and September 2023 and by M/s. Shubhanshu Sharma & Associates (Company Secretaries) for the quarter ended on December 2023 and March 2024. The report thereon were 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 1<sup>st</sup> July 2015 and the Company is strictly complying with the same.

**CHANDER MOHAN DHALL**  
Whole Time Director  
(DIN: 01398734)

**DES RAJ DHINGRA**  
Director  
(DIN:01202968)

Date: 30<sup>th</sup> May 2024  
Place: Sahibabad



**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.

**CHANDER MOHAN DHALL  
WHOLE-TIME DIRECTOR &  
CHIEF FINANCIAL OFFICER**

**Date: 29.05.2024**

**Place: Sahibabad**

**CEO /CFO CERTIFICATION**

I the undersigned, in the capacity of Whole Time Director and Chief Financial Officer (CFO) of Atlas Cycles (Haryana) Limited ("the Company") to the best of my knowledge and belief certify that:

- a. I have reviewed financial statements and the cash flow statement for the year ended March 31, 2024 and that to the best of my knowledge and belief, I 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. I further state that to the best of my 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. I am responsible for establishing and maintaining internal controls for financial reporting and that I 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. I 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  
(CHANDER MOHAN DHALL)  
WHOLE TIME DIRECTOR &  
CHIEF FINANCIAL OFFICER**

Date: 29.05.2024

Place: Sahibabad

**INDEPENDENT AUDITORS' CERTIFICATE****(INDEPENDENT AUDITOR'S CERTIFICATE ON COMPLIANCE WITH THE CORPORATE GOVERNANCE REQUIREMENTS UNDER SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS REGULATIONS, 2015)**

To the Members of

**ATLAS CYCLES (HARYANA) LIMITED**

1. This certificate is issued in accordance with the terms of our engagement letter dated 31-07-2023
2. This report contains details of compliance of conditions of corporate governance by ATLAS CYCLES (HARYANA) LIMITED ('the Company') for the year ended 31 March, 2024 as stipulated in regulation 17-27, clause (b) to (i) of regulation 46(2) and paragraphs C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') pursuant to the listing Agreement of Company with Stock Exchanges.

**Management's Responsibility for compliance with the conditions of Listing Regulations**

3. The compliance with the terms and conditions contained in the corporate governance is the responsibility of the Management of the Company including the preparation and maintenance of all relevant supporting records and documents.

**Auditor's Responsibility**

4. 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.
5. Pursuant to the requirements of the Listing Regulation, it is our responsibility to provide a reasonable assurance whether the Company has complied with the condition of Corporate Governance as stipulated in Listing Regulations for the year ended 31 March, 2024.
6. We conduct our examination in accordance with the Guidance Note on Reports or Certificates for Special Purpose issued by the Institute of Chartered Accountants of India (ICAI). The Guidance Note requires that we comply with the ethical requirement of the Code of Ethics issued by ICAI.
7. We have complied with the relevant applicable requirements of the Standards on quality control (SDC). Quality counsel of firms that perform Audit and review of historical financial information and other assurance and related services engagement.

**Opinion**

In our opinion, and to the best of our information and according to explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned Listing Regulations.

We state that such compliances is neither an assurances as to the future viability of the Company nor the effectiveness with which the management has conducted the affairs of the Company.



### **Restriction on use**

The certificate is addressed and provided to the members of the Company solely for the purpose to enable the Company to comply with the requirement of the Listing Regulation and it should not be used by other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty or care for any other purpose or to any other person to whom this certificate is show or into whose hands it may come without our prior consent in writing

**For Dinesh Nangru & Co.  
Chartered Accountants**

**CA. DINESH NANGRU  
Partner**

**Firm Registration No.: 015003N  
UDIN: 24094779BKEQSU3978**

**New Delhi**

**Date: 29.05.2024**

**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**

**Atlas Cycles (Haryana) Limited,**

**Atlas Road, Industrial Area,**

**Sonepat-131001 (Haryana)**

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **Atlas Cycle (Haryana) Limited** having **CIN: L35923HR1950PLC001614** and having registered office at Atlas road, Industrial area, Sonepat-131001, Haryana (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](http://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 31<sup>st</sup> March, 2024 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:

<b>Sr. No.</b>	<b>Name of Director</b>	<b>DIN</b>	<b>Date of appointment in COMPANY</b>
1	Mrs. Sadhna Syal	07837529	02/08/2023
2	Mr. Kartik Roop Rai	06789287	02/08/2023
3	Mr. Sanjiv Kavaljit Singh	00015689	02/08/2023
4	Mr. Ishwar Das Chugh	00073257	02/08/2023
5	Mr. Anuj Goyal	01259762	12/08/2023
6	Mr. Des Raj Dhingra	01202969	14/08/2023
7	Mr. Chander Mohan Dhall	01398734	02/08/2023

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

Place: New Delhi  
Date: 28-05-2024

Mukesh Arora  
M.NO-4819  
COP-440  
UDIN NO: **F004819F000464190**

**INDEPENDENT AUDITOR'S REPORT****TO THE MEMBERS OF ATLAS CYCLES (HARYANA) LIMITED****Report on the Audit of Standalone Ind AS Financial Statements****Qualified Opinion**

We have audited the standalone Ind AS financial statements of **Atlas Cycles (Haryana) Limited** (*"the Company"*) which comprise **Balance Sheet as at 31<sup>st</sup> March, 2024**, the Statement of Profit and Loss, (including other comprehensive income), 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 (*hereinafter referred to as "the standalone financial statements"*).

In our opinion and to the best of our information and according to the explanations given to us, except for the possible effects of the matters described in the '**Basis of Qualified Opinion**' section of our Report, the aforesaid standalone Ind AS 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 Indian accounting standards ("IND AS") prescribed under section 133 of the act read with the companies (Indian accounting Standards) Rules, 2015, as amended, and other accounting principles generally accepted in India, of the state of affairs of the Company as at **31<sup>st</sup> March 2024**, of its **Loss**, total comprehensive income, changes in equity and its cash flows for the year ended on that date.

**Basis of Qualified Opinion****As explained in notes to standalone financial statements for the year ended 31<sup>st</sup> March 2024,**

1. Refer Notes 8.1, 8.2 and 14.1 of the statement, we are unable to comment on the current status of suit filed for earlier year by the Company for criminal and recovery proceedings filed for above referred matters.
2. Refer Note 9 of the statement, the Physical Stock taking at Sonepat and Sahibabad units have not been carried out as at the Balance Sheet date .Hence, we are unable to comment on the physical stock position at Sonepat and Sahibabad units amounting to Rs. 1,92,00,000/- and Rs. 1,90,80,495/- respectively.
3. Refer Note 9.1, Since the Company is not having its manufacturing activities operational as on the date of report, the stock in trade is valued at cost instead of valued at cost or net realizable value whichever is lower. Quantification of effect is not ascertainable in absence of Net realizable value, marketability and usability of stock.
4. Refer Note 11 of the statement, in absence of reconciliation with individual debtors and in absence of balance confirmations from debtors, we are unable to comment upon position of debtors of Rs 2,66,99,250/- considered as good.
5. Refer Note 23.1 and Note 40, The Company has not provided for the interest on overdue outstanding payment of creditors including MSMEs and on suits filed by creditors in different courts. Exact quantum of liability is not ascertainable in absence of reconciliations with suppliers and balance confirmations by suppliers; however, the Company has disclosed in contingent liability regarding claims of interest filed by creditors in different courts.

6. Refer Note 2 of the significant policies to the statement, we are unable to comment on certain current accounts with banks as we have not been provided with certain bank statements for the year under report claimed to be non- operative in books of the Company.
7. Refer Note 5.1 of the statement, Special attention is brought on unquoted investment In equity shares, mutual fund and debentures.
8. Refer Note 20.1, we are unable to comment upon transaction relating Rs. 5,90,00,000/- as advance received against sale of non- core asset in absence of Proper Agreement to sell/ Sale deed or explanation provided to us.
9. Refer Note 7 of the statement, the Company has not provided for deferred tax Liability/ Deferred tax asset during the year 2023-24 .
10. The Company has not provided reconciliation of books with AIS, TIS and 26AS “ANNUAL TAX STATEMENT” as per Income Tax portal.
11. Refer note 22.1, the Company has defaulted in repayment of Inter corporate Loan within stipulated time as per the agreed terms. Further, the Company has not recognized interest expense on the borrowings of the Company. The accumulated interest not provided as on 31<sup>st</sup> March 2024 is Rs. 3,96,00,000/- (including Rs. 99,00,000/- for the financial years 2023-24, Rs. 99,00,000/- for the financial years 2022-23, Rs. 99,00,000/- for the financial years 2021-22 and Rs. 99,00,000/- 2020-21, calculated at simple interest rate) which is not in accordance with the requirement of Ind AS 23; Borrowing Cost. The Company has understated losses to the tune of Rs. 99,00,000/- for FY 2023-24.
12. Refer Note 36.1 , the Company has not provided for Statutory Audit fee during the financial year 2023-24, hence understated losses to the tune of Rs. 29,00,000/- . The accumulated Statutory Audit fee not provided as on 31<sup>st</sup> March 2024 is Rs. 1,16,00,000/- (including Rs. 29,00,000/- for the financial years 2023-24, Rs. 29,00,000/- for the financial years 2022-23, Rs. 29,00,000/- for the financial years 2021-22 and Rs. 29,00,000/- 2020-21).
13. Refer Note 25.2 and Note 11.1, The Company has neither exported goods nor disclosed advance against export sales as per FEMA regulations amounting Rs.26,02,620/- in Sahibabad unit and Rs. 53,57,299/- in Sonapat unit respectively.
14. The Company has not provided for Gratuity liability as per IND-AS 19 as on Balance Sheet date and further we are unable to quantify the effect of the same due to unavailability of Actuarial valuations and significant records.

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 we have obtained is sufficient and appropriate to provide a basis for our Qualified opinion.

### Emphasis on Matter

1. Special attention brought to the fact that the accounting record ERP System related to Sonapat and Malanpur units were incomplete due to sealing by municipal committee of Sonapat and server problem of Malanpur unit and management decided to shift all accounting from ERP to Tally software for the year under reporting. We have relied upon the judgement of management for shifting of accounting software from ERP to tally for sonapat and Malanpur unit for the FY 2023-24.
2. The Company has revalued its Land at Sonipat and Sahibabad Plants on 31<sup>st</sup> March 2024 to Rs. 204.50 Crores and 208.60 crores respectively from its original value of Rs. 25775620/- and Rs.7286196/- respectively as per valuation report of Approved Valuer.

Our opinion is not modified in respect of this matter 1 and 2 .

### Key Audit matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial statements of current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below are key audit matters to be communicated in our report.

KEY AUDIT MATTERS	HOW OUR AUDIT ADDRESSED THE KEY AUDIT MATTERS
<p>Refer Note 9.1 , read with point no. 3 of Basis of Qualified opinion ,the valuation of stock in trade is taken at cost as certified by the management.</p> <p>Considering the significant judgement involved , increased complexities due to closed down of operations of Plant, uncertainty and materiality of the amount involved, we have identified valuation of Stock at cost as Key Audit Matter for current year Audit.</p>	<p>Principal Audit Procedures performed:</p> <ul style="list-style-type: none"> <li>- Obtained complete list of quantitative Stock items and its current status of valuation.</li> <li>- We held discussions with key personnel to identify itemized stock which were valued at cost and its justification.</li> <li>- Verified related disclosures , its appropriateness of judgement.</li> </ul>
<p>Refer Note 11, read with point no. 4 of Basis of Qualified opinion, the unsecured trade receivable exceeding 6 months amounting to Rs.2,66,99,250/- considered as good have not been realized as on the date of the report, however no provision has been created on the same.</p> <p>The Company has created a provision for doubtful Trade Receivables amounting Rs. 15,49,04.468/- during the year.</p>	<p>Principal Audit Procedures performed:</p> <ul style="list-style-type: none"> <li>- Understanding the trade receivables process with regard to valuation and testing of controls designed and implemented by the management.</li> <li>- Testing the accuracy of aging of trade receivables at year end on sample basis.</li> <li>- Obtained a list of outstanding receivables and discussed plan of recovery with the management.</li> </ul>



<p>The Company has PAN India Dealer net work with defined credit period for Trade receivables which has now long outstanding receivable amount for which appropriate loss allowance is required to be created for expected credit losses using simplified approach in accordance with the requirement of Ind AS 109 measuring the Loss allowance equal to credit losses.</p> <p>Only Sahibabad unit has Circularized balance confirmation directly to the address of the Statutory Auditors. No parties has responded even their balances were not reconciled.</p> <p>Considering the significant judgement involved , increased complexities due to closed down of operations of Plant, uncertainty and materiality of the amount involved, we have identified realization of the Trade Receivables as Key Audit Matter for current year Audit.</p>	<ul style="list-style-type: none"> <li>- Circularized balance confirmation directly to the address of the Statutory Auditors and discussed any variation if any.</li> <li>- Tested subsequent settlement of trade receivable after the Balance Sheet date on a sample basis.</li> <li>- Verified the related disclosures made in notes to financial statements in accordance with IND AS 115 and IND AS 109.</li> <li>- The Company has not followed IND-AS 109 for impairment loss of Trade Receivables</li> </ul>
<p>Refer Note 23.1 read with point no. 5 of Basis of Qualified opinion on Litigations, claims and Contingent Liabilities regarding interest liability totaling Rs. 5,15,57,933 on cases pending at MSME and district courts amounting Rs. 3,93,45,237 and Rs. 1,22,12,696 respectively.</p> <p>Considering the significant judgement involved , increased complexities due to closed down of operations of Plant, uncertainty and materiality of the amount involved, we have identified Litigations , claims and Contingent Liabilities as Key Audit Matter for current year Audit.</p>	<p>Principal Audit Procedures performed:</p> <ul style="list-style-type: none"> <li>- Understanding the process, evaluated the design and implementation with regard to recording of provisioning, claims and contingent Liabilities.</li> <li>- For those matters where Management concluded that no provision should be recorded, we also considered the adequacy and completeness of disclosures made in relation to contingent liabilities.</li> </ul>
<p>Refer Note 25 read with point 7 of Annexure A of the report, of Basis of Qualified opinion the Company has significantly defaulted in payment of statutory dues as on the Balance Sheet date and as on the date of the report amounting to Rs. 66,05,201/- which included EPF of Rs. 25,65,227/-, ESI of Rs. 28,89,818/-, TDS of Rs. 1,16,894/-, and GST of Rs. 10,33,262/- .</p> <p>Considering the significant judgement involved , increased complexities due to closed down of operations of Plant, uncertainty and materiality of the amount involved, we have identified defaulted in payment of statutory dues as Key Audit Matter for current year Audit.</p>	<p>Principal Audit Procedures performed:</p> <ul style="list-style-type: none"> <li>- Understanding the process, evaluated the design and implementation with regard to recording of payment of statutory dues.</li> <li>- The statutory dues regarding PF, ESI, Gratuity, GST, TDS were outstanding as on Balance Sheet date and as on the signing date.</li> <li>- The management is of view that the statutory dues shall be paid on preferential basis.</li> </ul>

**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, including 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. Refer Para 3 of Emphasis of matter stated above, however our opinion is not modified in this regard.
  - (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 the IND AS specified under Section 133 of the Act read with companies (Indian Accounting Standard) Rules 2015 as amended except for the matters described in Basis for Qualified opinion paragraph.
  - (e) The matters described in Basis of Qualified opinion and Emphasis of matter paragraph, in our opinion may have adverse effect on the functioning, stability of the Company and which may lead to change of controlling management.
  - (f) On the basis of the written representations received from the Directors as on 31st March, 2024 taken on record by the Board of Directors, none of the Directors disqualified as on 31st March 2024, from being appointed as a Director in terms of Section 164 (2) of the Act.
  - (g) 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, as explained by the management, has legal cases in MSMEs, NCLT and various District courts to tune of Rs. 33,30,88,846/- which includes Rs.21,85,84,3750, NIL and Rs. 11,45,04,096 respectively as recovery claims by vendors and interest liability is likely to incur but is not provided for in books of accounts however appropriate disclosures have been provided.

Further, according to the explanation and information given to us, there are Outstanding Income tax pending with relevant tax department on account of disputes which are as follows:

NAME OF STATUE	NATURE OF LIABILITY	AMOUNT (Rs.)	PERIOD	FORUM WHERE DISPUTE IS PENDING
Income tax Act, 1961	Income tax	9,75,130/-	AY 2012-13	Commissioner of income tax appeals
Income tax Act, 1961	Addition to income	1,96,23,551/- (Income tax is NIL)	AY 2017-18	Commissioner of income tax appeals
Income tax Act, 1961	Addition to income	7,85,37,810/- (Income tax is NIL)	AY 2013-14	Commissioner of income tax appeals

- ii. The Company did not have any long-term contracts including derivatives for which there were any material foreseeable losses.
- iii. There were no amount which were required to be transferred to the Investor Education and Protection Fund by the Company.

iv. Proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 for maintaining books of account using accounting software which has a feature of recording audit trail (edit log) facility is applicable to the Company with effect from April 1, 2023. Based on our examination, which included test checks, the Company, have used an accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit, we did not come across any instance of audit trail feature being tampered with.

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 year is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any Director Company and it 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 and Co**  
**Chartered Accountants**  
**Firm Registration No: 015003N**

**CA Dinesh Nangru**  
**Partner**  
**Membership No: 094779**  
**UDIN:24094779BKEQSL4783**

**Place: Delhi**

**Date: 29-05-2024**

**“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 2024, we report that:

- 1) (a) The Company has generally maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
  - (b) The Company has a policy on physical verification of the fixed assets in a phased manner, designed to cover all the items over a period of three years, which in our opinion, was reasonable having regard to the size of the Company and nature of its business. However, we have explained that due to, fixed asset has not been physically verified by the management during the year.
  - (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 not physically verified during the year by the Management for Sonapat and Sahibabad units .
  - b) The discrepancies on physical verification of the inventory, wherever physical verification was done, as compared to books records, which have been dealt with 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 However, attention is drawn on Note No. 8.1, 8.2, 14.1 of the statement.
- 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 186 of the Companies Act, 2013 In respect of loans, investments, guarantees, and security given.
- 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.
- 7) According to the information and explanation given to us, and the records of the Company examined by us, the Company is not regular in depositing with the appropriate authorities undisputed statutory dues including provident fund, employees state insurance, income-tax, goods and service tax, cess and other material statutory dues. However, according to the information and explanation given to us, undisputed material amounts payable in respect of statutory dues were in arrears as at 31st March, 2024 for a period more than six months from the date they became payable, on account of following:

<b>Nature of liability</b>	<b>Amount of liability payable (In Rs.)</b>
ESI	28,89,818/-
PF	25,65,227/-
TDS	1,16,894/-
Professional Tax	NIL
GST	10,33,262/-

- 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, the Company has taken inter corporate loan from its associate concern Milton Cycle Industries Limited of Rs. 9,00,00,000/- (Rs Nine crores) which carries interest @ 11% p.a. The Company has not honored repayment terms as stipulated terms of inter corporate loan agreement. Further point no. 11 of basis of qualified opinion of our report.
- 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 Refer Note 46 of financial statement for disclosures 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 and Co**  
**Chartered Accountants**  
**Firm Registration No: 015003N**

**CA Dinesh Nangru**  
**Partner**  
**Membership No: 094779**  
**UDIN:24094779BKEQSL4783**

**Place: Delhi**

**Date: 29-05-2024**



**“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 with reference to the aforesaid standalone financial statements 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 2024 in conjunction with our audit of the Standalone Ind AS Financial Statements of the Company for the year ended on that date.

**Opinion**

In our opinion, to the best of our information and according to the explanations given to us, during the year most of the units were substantially non- operative and most of the employees were not available for explanation at the time of our audit, therefore, in absence of proper explanation and records, we are unable to comment on all material aspects however, an adequate internal financial controls system over financial reporting with reference to IND-AS financial statements and such internal financial controls over financial reporting were operating effectively as at 31 March 2024, 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”.

**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.

### **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.

**For Dinesh Nangru and Co  
Chartered Accountants  
Firm Registration No: 015003N**

**CA Dinesh Nangru  
Partner  
Membership No: 094779  
UDIN:24094779BKEQSL4783**

**Place: Delhi  
Date: 29-05-2024**

**STANDALONE BALANCE SHEET AS AT 31.03.2024**
**(Amount in Lacs)**

Particulars	Note No.	As at 31.03.2024	As at 31.03.2023
<b>ASSETS</b>			
<b>(1) Non - current assets</b>			
(a) Property, plant and equipment	4	42,702.88	2,101.77
(b) Capital work-in-progress		-	-
(c) Financial assets			
(i) Investments	5	0.79	32.00
(ii) Other financial assets	6	-	14.06
(d) Deferred tax assets (net)	7	2,709.00	2,709.00
(e) Other non - current assets	8	338.80	1,678.28
<b>Total non - current assets</b>		<b>45,751.47</b>	<b>6,535.12</b>
<b>(2) Current assets</b>			
(a) Inventories	9	382.80	1,134.66
(b) Financial assets			
(i) Investments	0	-	-
(ii) Trade receivables	11	266.99	1,868.89
(iii) Cash and cash equivalents	12	26.78	35.38
(iv) Bank balance other than cash and cash equivalent	13	16.80	16.80
(v) Loans	14	1,417.24	1,613.86
(vi) Other financial assets	15	102.72	109.47
(d) Other current assets	16	259.99	235.80
<b>Total current assets</b>		<b>2,473.32</b>	<b>5,014.86</b>
<b>TOTAL ASSETS</b>		<b>48,224.79</b>	<b>11,549.98</b>
<b>EQUITY AND LIABILITIES</b>			
<b>EQUITY</b>			
(a) Equity share capital	17	325.19	325.19
(b) Other equity	18	37,478.44	-3,554.68
<b>Total Equity</b>		<b>37,803.63</b>	<b>-3,229.49</b>
<b>LIABILITIES</b>			
<b>(1) Non - current liabilities</b>			
(a) Financial liabilities			
(i) Borrowings	19	900.00	900.00
(ii) Other financial liabilities	20	811.18	813.88
(b) Provisions	21	29.88	29.88
<b>Total non - current liabilities</b>		<b>1,741.06</b>	<b>1,743.76</b>
<b>(2) Current liabilities</b>			
(a) Financial liabilities			
(i) Borrowings	22	-	-
(ii) Trade Payables	23	6,181.67	10,365.63
(iii) Other financial liabilities	24	-	-
(b) Other Current Liabilities	25	303.04	361.89
(c) Provisions	26	2,185.46	2,308.19
(d) Current Tax Liabilities	27	9.93	-
<b>Total current liabilities</b>		<b>8,680.10</b>	<b>13,035.71</b>
<b>Total Equity &amp; Liabilities</b>		<b>48,224.79</b>	<b>11,549.98</b>

**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 & Co  
Chartered Accountants  
Firm Registration No. 015003N

Chander Mohan Dhall  
CFO & Whole Time Director  
DIN 01398734

Ishwar Das Chugh  
Director  
DIN 00073257

Kartik Roop Rai  
Director  
DIN 6789287

Dinesh Nangru  
Partner  
Membership No. 094779  
UDIN: 24094779BKEQSL4783  
Place: Sahibabad  
Date: 29-05-2024

Prakhar Rastogi  
Company Secretary  
M NO A69459

**STANDALONE STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31.03.2024**
**(Amount in Lacs)**

Particulars	Note No.	Year ended 31.03.2024	Year ended 31.03.2023
<b>I Income</b>			
a Revenue from operations	28	636	173.15
b Other income	29	4,950	8.00
<b>Total income (a + b)</b>		<b>5,586</b>	<b>181.15</b>
<b>II Expenses</b>			
Cost of material consumed	30	1,024	370.42
Purchases of Stock-in-Trade	31	-	-
Change in Inventories of Finished Goods , Work-in-progress and Stock-in-Trade	32	263	28.96
Excise duty on Sales		-	-
Employee benefits expenses	33	268	701.85
Finance costs	34	4	4.59
Depreciation and amortization expenses	35	216	228.87
Other expenses	36	3,746	1,171.26
<b>Total expenses</b>		<b>5,522</b>	<b>2,505.94</b>
<b>Profit / (loss) before exceptional items and tax</b>		<b>63.68</b>	<b>(2324.80)</b>
<b>V Profit / (loss) before tax</b>		<b>63.68</b>	<b>(2324.80)</b>
<b>VI Tax expense</b>			
(1) Current tax		(9.93)	
(2) Deferred tax (Assets/ Liability Utilization)		0.00	0.00
<b>Profit / (loss) for the Year from continuing operations</b>		<b>53.75</b>	<b>(2324.80)</b>
<b>VIII Other comprehensive income</b>			
<b>Items that will not be reclassified to profit or loss</b>		0.00	0.00
(i) Remeasurements of net defined benefit plans			
(ii) Income tax relating to above items			
<b>IX Total comprehensive income for the year</b>		<b>53.75</b>	<b>(2324.80)</b>
<b>X Earnings per equity share (Refer Note 48)</b>			
(1) Basic		0.83	(35.74)
(2) Diluted		0.83	(35.74)

**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 & Co  
Chartered Accountants  
Firm Registration No. 015003N

Chander Mohan Dhall  
CFO & Whole Time Director  
DIN 01398734

Ishwar Das Chugh  
Director  
DIN 00073257

Kartik Roop Rai  
Director  
DIN 6789287

Dinesh Nangru  
Partner  
Membership No. 094779  
UDIN: 24094779BKESL4783  
Place: Sahibabad  
Date: 29-05-2024

Prakhar Rastogi  
Company Secretary  
M NO A69459

**STANDALONE CASH FLOW STATEMENT FOR THE YEAR ENDED 31.03.2024**

Particulars	(Amount in Lacs)	
	Year ended 31.03.2024	Year ended 31.03.2023
<b>CASH FLOW FROM OPERATING ACTIVITIES</b>		
Profit before exceptional items and tax as per statement of profit and loss	53.75	(2324.80)
<b>Adjustments for:</b>		
Depreciation & Amortisation	216.45	228.87
(Gain)/Loss on disposal of property, plant & equipment	(4920.79)	548.80
Profit on Sale of Current Investments	0.00	(3.57)
Provision for Bad Debts	1766.08	235.50
Liability / Provisions no longer required written back	(21.29)	0.00
Interest Income	(4.61)	(5.11)
Finance costs	3.63	4.59
<b>Operating Profit before Working Capital Changes</b>	<b>(2906.79)</b>	<b>(1315.72)</b>
<b>Working capital adjustments:</b>		
Decrease/ (Increase) in trade and other receivables	(164.18)	9.79
Decrease/ (Increase) in Inventories	751.86	530.67
Decrease/ (Increase) in Other Non Current Financial Assets	14.06	(1.23)
Decrease/ (Increase) in Other Non Current Assets	1339.48	(11.28)
Decrease/ (Increase) in Current Loans	196.62	(21.69)
Decrease/ (Increase) in Other Current Assets	(24.19)	7.23
Decrease/ (Increase) in Other Current Financial Assets	6.74	8.40
Decrease/ (Increase) in Bank Balances other than cash equivalents	0.00	0.00
Increase/ (decrease) Other Non-Current Financial Liabilities	(2.70)	(369.98)
Increase/ (decrease) in Non Current Provisions	0.00	(1.51)
Increase/ (decrease) in trade and other payables	(4162.67)	(18.23)
Increase/ (decrease) in Other Financial Liabilities	0.00	0.00
Increase/ (decrease) in Other Current Liabilities	(58.86)	153.80
Increase/ (decrease) in Provisions	(122.72)	490.75
	<b>(5133.34)</b>	<b>(539.00)</b>
Income - tax paid	9.93	0
<b>Net cash flows generated from (used in) operating activities after exceptional items</b>	<b>(5123.41)</b>	<b>(539.00)</b>
<b>CASH FLOW FROM INVESTING ACTIVITIES</b>		
Purchase of property, plant & equipment, including CWIP and capital advances	(0.79)	(1.10)
Sale, plant & equipment, including CWIP and capital advances	5083.41	441.52
Sale/(Purchase) of Investment/Provision for investment	31.20	8.50
Interest Received	4.61	5.11
<b>Net cash flows generated from (used in) investing activities</b>	<b>5118.43</b>	<b>454.03</b>
<b>CASH FLOW FROM FINANCING ACTIVITIES</b>		
Net Proceeds from Short term Borrowings	0	0
Net Proceeds from Long term Borrowings	0	0
Interest Paid	(3.63)	(4.59)
<b>Net cash flows generated from (used in) financing activities</b>	<b>(3.63)</b>	<b>(4.59)</b>
Net increase (decrease) in cash and cash equivalents	(8.60)	(89.56)
Net foreign exchange difference		
Cash and cash equivalents at the beginning of the year	35.38	124.94
<b>Cash and cash equivalents at year end</b>	<b>26.78</b>	<b>35.38</b>

## Components of cash and cash equivalent as at

Cash in hand	0.23	2.48
Balances with banks:		
- Current Account (Scheduled Bank)*	26.12	32.48
- On Deposits with Original maturity of less than 3 months	0.42	0.42
- Unpaid Dividend Account( HDFC Bank)	0.00	0.00
Cash and cash equivalents as per note 12	<b>26.78</b>	<b>35.38</b>

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 & Co  
Chartered Accountants  
Firm Registration No. 015003N

Chander Mohan Dhall  
CFO & Whole Time Director  
DIN 01398734

Ishwar Das Chugh    Kartik Roop Rai  
Director                    Director  
DIN 00073257            DIN 6789287

Dinesh Nangru  
Partner  
Membership No. 094779  
UDIN: 24094779BKEQSL4783  
Place: Sahibabad  
Date: 29-05-2024

Prakhar Rastogi  
Company Secretary  
M NO A69459

**STANDALONE STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31.03.2024**
**A. Equity Share Capital**

(Amount in Lacs)

Particulars	Amount
As at 01.04.2023	325.19
Changes in equity share capital	-
<b>As at 31.03.2024</b>	<b>325.19</b>

**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	
<b>Balance as at 01.04.2023</b>	<b>-15,709</b>	<b>11,549</b>	<b>606</b>	<b>-</b>	<b>-</b>	<b>-3,554.69</b>
<b>Impact of IND AS Adjustment</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
Additions during the period	53.75	-	-	-	-	53.75
Additions from Sale Revaluation reserve	-	-	-	40,979.38	-	40,979.38
Addition for income tax refund previous year	-	-	-	-	-	-
Deletion during the period	-	-	-	-	-	-
<b>As at 31.03.2024</b>	<b>-15,655.70</b>	<b>11,548.56</b>	<b>606.20</b>	<b>40,979.38</b>	<b>-</b>	<b>- 37,478.44</b>

**Equity Share Capital**
**1)Current reporting period**

Balance As At 01.04.23	Change in Equity Share Capital Due to Prior Period Errors	Restated balance at the beginning of the current reporting period	Changes in equity share capital during the current year	Balance as at 31.03.24
325.19	0.00	0.00	0.00	325.19

**2)Previous reporting period**

Balance As At 01.04.22	Change in Equity Share Capital Due to Prior Period Errors	Restated balance at the beginning of the current reporting period	Changes in equity share capital during the current year	Balance as at 31.03.23
325.19	0.00	0.00	0.00	325.19

**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 & Co  
Chartered Accountants  
Firm Registration No. 015003N

Chander Mohan Dhall  
CFO & Whole Time Director  
DIN 01398734

Ishwar Das Chugh  
Director  
DIN 00073257

Kartik Roop Rai  
Director  
DIN 6789287

Dinesh Nangru  
Partner  
Membership No. 094779  
UDIN: 24094779BKESQL4783  
Place: Sahibabad  
Date: 29-05-2024

Prakhar Rastogi  
Company Secretary  
M NO A69459



## Notes to the Standalone Financial Statement (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 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 1.3. 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 recognized when the shareholder's right to receive payment has been established.

**Interest income** from a financial asset is recognized 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 derecognition 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 concerned Assets. 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.

2. Certain bank accounts as mentioned below in table have become non- operative due to non- KYC compliance and hence, bank statement could not be obtained for the year 2023-24. Therefore, the balances as on 31-03-24 are taken as per book of accounts:

Bank name	Account Number	Balance as per books (In Rs.)
PNB,DELHI	4209002100040187	10,682
AXIS BANK LTD, GWALIOR	15801020004626	7,518
INDIAN OVERSEAS BANK, GURGAON	12036	1,49,191
PNB-DELHI	15290029000042	56,027
ICICI BANK LTD, GURGAON	0003440301110952	17,832
HDFC,DELHI	0030310014446	12
CBI DELHI	3198856338	29,057
CORPORATION BANK DELHI	067900201550042	10,217
CBI JANPAT	1226700907	31888
CBI LUDHIANA	1253344526	173235
CBI KASHMIRI GATE	1137609588	28696
PNB TUGLAKABAD	420900CA00003336	10743
HDFC,DELHI	00030330002460	11,448
<b>TOTAL</b>		<b>5,36,546</b>

As per our Report of even date

For Dinesh Nangru & Co  
Chartered Accountants  
Firm Registration No. 015003N

Chander Mohan Dhall  
CFO & Whole Time Director  
DIN 01398734

Ishwar Das Chugh  
Director  
DIN 00073257

Kartik Roop Rai  
Director  
DIN 6789287

Dinesh Nangru  
Partner  
Membership No. 094779  
UDIN: 24094779BKEQSL4783  
Place: Sahibabad  
Date: 29-05-2024

Prakhar Rastogi  
Company Secretary  
M NO A69459

4 Property, plant and equipment  
Financial Year 2023-2024

Particulars	Gross Carrying Value					Depreciation			Net Carrying Value	
	Balance as at 1st April 2023	Additions	Other Adjustment	Disposals/Write-off*	Balance as at 31 March 2024	Balance as at 1st April 2023	Depreciation for the period	Other Adjustments	Balance as at 31 March 2024	Balance as at 31 March 2023
	<b>Tangible assets</b>									
Land	403.98		40979.38	73.37	41310.00	0.00	0.00	0.00	41310.00	403.98
Building	2397.03			83.27	2313.76	1589.68	46.35	79.45	757.19	807.35
Plant & Machinery	5853.81	0.30		440.04	5414.07	5143.32	134.44	440.04	576.34	710.49
Computer	384.74	0.50			385.23	379.09	0.19		5.95	5.65
Vehicles	779.31			480.79	298.52	652.89	30.52	395.35	10.46	126.42
Electrical Installation	3.44				3.44	1.78	0.78		0.88	1.66
Furniture & Fixtures	546.09				546.09	499.87	4.17		42.05	46.22
<b>TOTAL</b>	<b>10368.41</b>	<b>0.80</b>	<b>40979.38</b>	<b>1077.46</b>	<b>50271.13</b>	<b>8266.63</b>	<b>216.45</b>	<b>914.84</b>	<b>42702.88</b>	<b>2101.77</b>
Under Const. Installation Building/ Machinery	0.00	0.00		0.00	0.00	0.00			0.00	0.00
<b>Total</b>	<b>10368.41</b>	<b>0.80</b>	<b>40979.38</b>	<b>1077.46</b>	<b>50271.13</b>	<b>8266.63</b>	<b>216.45</b>	<b>914.84</b>	<b>42702.88</b>	<b>2101.77</b>
<b>Previous Year</b>	<b>12529.78</b>	<b>1.10</b>		<b>2162.48</b>	<b>10368.41</b>	<b>9209.92</b>	<b>228.87</b>	<b>1172.16</b>	<b>2101.77</b>	<b>0.00</b>

Company has charged depreciation as per useful life of assets

The Company has revalued its land at Sonipat and Shahibabad plants on 31 st march 2024 to Rs 204.50 crores and Rs 208.60 crores respectively from its original value of Rs 257.75 and 72.86 respectively.



**5 Non-current investment**

Particulars	As at 31 March 24 Rs in Lacs	As at 31 March 23 Rs in Lacs
<b>Investment in Equity Instruments (Unquoted, fully paid up) ***</b>		
A) Subsidiary Companies (measured at cost)		
50,000 ( 50,000) Equity shares of Rs.10 each fully paid up in Atlas Cycle (Malanpur) Limited	-	5.00
50,000 ( 50,000) Equity Shares of Rs.10/- each fully paid up in ATLAS CYCLES(SAHIBABAD) LTD.	-	5.00
50,000 ( 50,000) Equity Shares of Rs.10/- each fully paid up in ATLAS CYCLES SONEPAT LTD.	-	5.00
<b>Equity Shares Fully Paid Up -Trade Un Quoted</b>		
Ambojini Property Developers Pvt. Ltd. *	0.14	0.14
1410 (1410) Equity Shares of Rs 10 each		
Less: Provision for impairment	-0.14	-
-	-	-
NIL (2017: NIL, 2016:2) Equity Shares of Rs 10 each	-	15.14
<b>Investment in Debt Instruments (Unquoted, fully paid up)</b>		
A) Others (measured at cost)		
<b>10% OCD Godrej Landmark Redevelopers Pvt. Ltd.</b>	-	-
NIL (2017: 3753, 2016:10822) Debentures of Rs 100 each		
<b>10% OCD Ambojini Property Developers Pvt. Ltd. **</b>	16.06	16.06
16062 (16062) Debentures of Rs 100 each		
-	-	-
Less: Provision for impairment	-16.06	-
-	-	16.06
<b>Unquoted Government Securities</b>		
12 years National Defence Certificate for the face value of Rs.1750 each pledged with Government authorities	0.02	0.02
7 Years National Savings Certificate pledged with Excise authorities	0.10	0.10
Less: Provision for impairment	-0.12	-0.12
-	-	-
<b>Unquoted Mutual Fund</b>		
THE OCIAN'S ART FUND-(D) (46000 units of Rs 100 each)	46.00	46.00
Less: Provision for impairment	-62.32	-46.00
-	-	-
<b>Investment in Equity Instruments (Quoted, fully paid up)</b>		
Central Bank of India	0.79	0.79
778 (778) Equity Shares of Rs 102each	<b>0.79</b>	<b>0.79</b>
<b>Total</b>	<b>0.79</b>	<b>32.00</b>
Aggregate Book Value of Quoted Investment	0.79	0.79
Aggregate Market Value of Quoted Investment	0.47	0.19

Aggregate Book Value of Un-Quoted Investment	62.32	77.32
Aggregate amount of impairment in value of investments	46.11	46.11

5.1

\*,\*\* The market value of unquoted investment in Ambojini property developers pvt. Ltd. is not ascertainable since the Company is under corporate insolvency resolution process.

5.2 The investment in subsidiary has completely written off as the subsidiary Company was struck off vide MCA order dated 30.03.24 & 02.03.24

## 6 Other financial assets

Particulars	As at 31 March 24 Rs in Lacs	As at 31 March 23 Rs in Lacs
Fixed deposits*	-	12.00
Accrued interest	-	2.06
<b>Total</b>	<b>-</b>	<b>14.06</b>

6.1 Fixed deposit of nil (1200000) is under lien with IGL

## 7 Deferred tax assets (net)

Particulars	As at 31 March 24 Rs in Lacs	As at 31 March 23 Rs in Lacs
<b>Deferred tax assets</b>		
Others	2,709.01	2,709.01
<b>Deferred tax liabilities</b>		
Others	-	-
	-	-
<b>Net deferred tax assets</b>	<b>2,709.01</b>	<b>2,709.01</b>

7.1 Deferred tax asset on carry forward of losses has not been created in current financial year due to uncertainty of future profit.

## 8 Other non-current assets

Particulars	As at 31 March 24 Rs in Lacs	As at 31 March 23 Rs in Lacs
Capital advances	-	-
Deposit with government authorities	-	-
Deposit with others	79.90	83.29
Claim Recoverable *	236.24	236.24
Others **	1,363.13	1,358.76
<b>TOTAL</b>	<b>1,679.27</b>	<b>1,678.28</b>
Less: provision	1,340.47	-
<b>Total</b>	<b>338.80</b>	<b>1,678.28</b>

8.1 \* Original This amount pertains to previous years on account of unauthorised/ unapproved rent payment for residence of president sonapat unit against which the Company has filled suits in jurisdictional court.

8.2 \*\* This amount pertains to earlier years on a/c of mis appropriation of funds by then joint president and head of the Malanpur unit.

**9 Inventories**

Particulars	As at 31 March 24 Rs in Lacs	As at 31 March 23 Rs in Lacs
(Value at lower of cost and net realisable value) (As taken, valued and certified by the management)		
Raw materials and packing material	5.29	392.79
Work-in-progress	-	-
Finished goods	-	460.52
Stock in trade	-	-
Scarp	192.00	-
Stores and spares	185.52	281.35
<b>Total</b>	<b>382.80</b>	<b>1,134.66</b>

9.1 **Stock is the valued at cost as certified by the management during the year 2023-24 and 2022-23**

**11 Trade receivables**

Particulars	As at 31 March 24 Rs in Lacs	As at 31 March 23 Rs in Lacs
<b>Trade receivables outstanding for a period less than six months from the date they are due for payment</b>		
Unsecured, considered good	-	-
Unsecured, considered doubtful	-	-
Less: Provision for doubtful debts	-	-
<b>Trade receivables outstanding for a period exceeding six months from the date they are due for payment</b>		
Unsecured, considered good *	266.99	1,868.89
Unsecured, considered doubtful	3,211.98	1,662.93
Less: Provision for doubtful debts	-3,211.98	-1,662.93
	<b>266.99</b>	<b>1,868.89</b>
<b>Total</b>	<b>266.99</b>	<b>1,868.89</b>

11.1 **\*This figure is net off old advances received from export customers of Rs (53.57) against which export yet to be made.**

**12 Cash and cash equivalents**

Particulars	As at 31 March 24 Rs in Lacs	As at 31 March 23 Rs in Lacs
Cash in hand	0.23	2.48
Balances with banks in :		
- Current Account (Scheduled Bank)*	26.12	32.48
- On Deposits with Original maturity of less than 3 months	0.42	0.42
- Unpaid Dividend Account( HDFC Bank)	-	-
<b>Total</b>	<b>26.78</b>	<b>35.38</b>

12.1 **This includes amount fraudulently withdrawn from pnb sonapat Rs 22.65 during Fy2016-17 against which FIR and legal case filed in Mirzapur (u.p.)**

### 13 Bank balance other than cash and cash equivalent

Particulars	As at 31 March 24 Rs in Lacs	As at 31 March 23 Rs in Lacs
<b>Other Bank Balances</b>		
- Original maturity more than 12 months but maturing within one year from the Reporting Date *	16.80	16.80
- Maturity more than 12 months from the Reporting Date	-	12.00
	16.80	28.80
Less: Amount disclosed under Other non-current assets (Refer note 6 )	-	-12.00
<b>Total</b>	<b>16.80</b>	<b>16.80</b>

- 13.1 Fixed deposit of Rs 10 lakh pledged with SBI malanpur against OD limit of Rs 9lakh and FD of Rs 3.06 lakh with CBI Delhi is pledged against bank Gurantee of Rs 3.06lakh favouring dept. of customs agains import.

### 14 Current Loans

Particulars	As at 31 March 24 Rs in Lacs	As at 31 March 23 Rs in Lacs
Employee Advance *	1,406.08	1,433.20
Loans & Advances recoverable in cash or in kind	11.16	180.66
<b>Total</b>	<b>1,417.24</b>	<b>1,613.86</b>

- 14.1 \*This includes amount of Rs 1403.73 Lacs which was misutilised by ex president of Malanpur unit. Against which the Company has filed suit in jurisdictional court.

### 15 Other financial assets

Particulars	As at 31 March 24 Rs in Lacs	As at 31 March 23 Rs in Lacs
Interest Accrued on Investment/FDR	1.75	0.00
Security deposits	100.97	109.46
<b>Total</b>	<b>102.72</b>	<b>109.47</b>

### 16 Other Current Assets

Particulars	As at 31 March 24 Rs in Lacs	As at 31 March 23 Rs in Lacs
Prepaid expenses	-	2.08
Balances with government authorities	7.64	28.50
Advances to Business Vendors	-	-
Advance income tax/ Tax deducted at source (Net of Provisions)	252.35	205.21
<b>Total</b>	<b>259.99</b>	<b>235.80</b>

**17 Equity share capital**

Particulars	As at 31 March 24 Rs in Lacs	As at 31 March 23 Rs in Lacs
<b>Authorised</b>		
Redeemable Preference shares of Rs.100 each	30.00	30.00
194.00(194.00) Equity Shares of Rs.5/- each	970.00	970.00
	1,000.00	1,000.00
<b>Issued, Subscribed &amp; Fully Paid Up Capital</b>		
65,03,838(65,03,838) Equity Shares of Rs. 5/-each fully paid up	325.19	325.19
<b>Total</b>	<b>325.19</b>	<b>325.19</b>

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

B)The Company has only one class of equity shares having a par value of RS 5 per share. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividends 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 24		As at 31 March 23	
	No. of Shares	%	No. of Shares	%
Milton Cycles Industries Ltd	6.52	10.02%	6.52	10.02%
Limrose Enng Works Pvt Ltd	5.15	7.92%	5.15	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 24 No. of Shares	As at 31 March 23 No. of Shares
Share outstanding as at the beginning of the year	65.04	-
Additions during the year	-	-
- Shares Split during the year	-	-
Deletions during the year	-	-
Share outstanding as at the end of the year	65.04	-

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

**18 Other equity**

Particulars	As at 31 March 24 Rs in Lacs	As at 31 March 23 Rs in Lacs
<b>Retained Earning</b>		
Balance as at the beginning of the year	-15,709.45	-13,384.65
Restatement due to application of Ind AS	-	-
(+) Net Profit/(Net Loss) For the current year as per the statement of Profit and loss	53.75	-2,324.80
Balance as at the end of the year	-15,655.70	-15,709.45
<b>General Reserve</b>		
Balance as at the beginning of the year	11,548.56	11,548.56
Addition(Trf from Revaluation Reserve)	-	-
Deletion	-	-
Balance as at the end of the year	11,548.56	11,548.56
<b>Securities Premium</b>		
Balance as at the beginning of the year	606.20	606.20
Addition	-	-
Deletion	-	-
Balance as at the end of the year	606.20	606.20
<b>Fixed Assets Revaluation Reserve</b>		
Balance as at the beginning of the year	-	-
Addition	40,979.38	-
Deletion(Trf fo General Reserve)	-	-
Balance as at the end of the year	40,979.38	-
<b>Item of other comprehensive income that will not be classified in profit &amp; loss</b>		
Re-measurement of the net defined benefit Plans	-	-
Addition	-	-
Deletion	-	-
Balance as at the end of the year	-	-
<b>Total other equity</b>	<b>37,478.44</b>	<b>-3,554.68</b>

The Company has revalued its land at Sonipat and Shahibabad plants on 31 st march 2024 to Rs 204.50 and Rs 208.60 (Rs. in Lacs) respectively from its original value of Rs 257.75 and Rs. 72.86 (Rs. in Lacs) respectively.

**19 Non-current borrowing**

Particulars	As at 31 March 24 Rs in Lacs	As at 31 March 23 Rs in Lacs
Secured loans		
- Intercompany Loan	900	900
- Public Deposits	-	-
	900	900
<b>Total</b>	<b>900</b>	<b>900</b>

19.1 \*Company has taken inter corporate loan from its associates concern Milton Cycle Industries limited of Rs 900.00(Rs.Nine crore) which carries Interest @11% P.a.

## 20 Other financial liabilities

Particulars	As at 31 March 24 Rs in Lacs	As at 31 March 23 Rs in Lacs
Permanent Deposits from Dealers	218.22	220.92
Security Deposits from Others	2.96	2.96
Advance against sale of Fixed Assets *	590.00	590.00
<b>Total</b>	<b>811.18</b>	<b>813.88</b>

20.1 This includes Rs 59000000 as advanced received against proposed sale of non-core assets being 214,216 housing board colony , murthal adda , Sonipat, 57L model Sonipat, 115-126 HBC Murthal adda Sonipat against which sale deed is pending .

## 21 Non-current provisions

Particulars	As at 31 March 24 Rs in Lacs	As at 31 March 23 Rs in Lacs
<b>Provision for employee benefits</b>		
Gratuity	-	-
Leave encashment	29.88	29.88
<b>Total</b>	<b>29.88</b>	<b>29.88</b>

## 23 Trade payables

Particulars	As at 31 March 24 Rs in Lacs	As at 31 March 23 Rs in Lacs
Payable to MSME parties	1,223.23	3,177.52
Payable to Others	4,958.44	7,188.11
<b>Total</b>	<b>6,181.67</b>	<b>10,365.63</b>

23.1 Creditors including MSME have filed suits in jurisdictional court/ NCLT amounting Rs333088846(938600067) however the COMPANY has not provided for the interest / penalty for the claim made by the creditors including MSMEs during the financial year refer note no 40 contingent liability for details

## 25 Other current liabilities

Particulars	As at 31 March 24 Rs in Lacs	As at 31 March 23 Rs in Lacs
Statutory dues	165.78	165.91
Security deposits	2.54	2.54
Advance against sale of land	-	-
Employees related payables	71.80	109.76
Others payables **	62.92	83.68
<b>Total</b>	<b>303.04</b>	<b>361.89</b>

25.1 \*\*The above figures includes Rs 26.02 (22.84) Lacs against advance received for export from foreign buyers in earlier years against which export yet to be made



**26 Current provisions**

Particulars	As at 31 March 24 Rs in Lacs	As at 31 March 23 Rs in Lacs
<b>Provision for employee benefits</b>		
Provision for bonus	-	-
Others Employee Benefits	1,953.44	2,095.27
Provision for dealers discount	-	-
Provision for others	232.02	212.92
<b>Total</b>	<b>2,185.46</b>	<b>2,308.19</b>

**27 Current tax liabilities (net)**

Particulars	As at 31 March 24 Rs in Lacs	As at 31 March 23 Rs in Lacs
Income Tax (Net)	9.93	-
<b>Total</b>	<b>9.93</b>	<b>-</b>

**28 Revenue from operations**

Particulars	For the year ended 31 March 2024 Rs in Lacs	For the year ended 31 March 2023 Rs in Lacs
Sale of finished goods	622.58	160.80
<b>Other operating revenue</b>		
Scrap sales	13.24	12.36
Export Incentive	-	-
<b>Total</b>	<b>635.82</b>	<b>173.15</b>

**29 Other income**

Particulars	For the year ended 31 March 2024 Rs in Lacs	For the year ended 31 March 2023 Rs in Lacs
Interest Income	4.61	1.54
<b>Profit on Sale of Assets (Land , Vehicle etc)</b>	<b>4,920.79</b>	<b>2.89</b>
Profit on Sale of Current Investments	-	3.57
Provision written back	21.29	-
Miscellaneous Income	3.00	0.00
<b>Total</b>	<b>4,949.69</b>	<b>8.00</b>

29.1 During the current financial year Company has sold land at sonepat measuring 5.69 acre

**30 Cost of material consumed**

Particulars	For the year ended 31 March 2024 Rs in Lacs	For the year ended 31 March 2023 Rs in Lacs
Raw Material Consumed	1,023.98	370.42
<b>Total</b>	<b>1,023.98</b>	<b>370.42</b>

**32 Change in Inventories of Finished Goods, Work-in-progress and Stock-in-Trade**

Particulars	For the year ended 31 March 2024 Rs in Lacs	For the year ended 31 March 2023 Rs in Lacs
<b>Opening stock</b>		
Finished goods	460.52	489.48
Stock-in-trade	-	-
Scrap	-	-
Work-in-progress	-	-
	460.52	489.48
<b>Closing stock</b>		
Finished goods	5.29	460.52
Stock-in-trade	-	-
Scrap	192.00	-
Work-in-progress	-	-
	197.29	460.52
(Increase)/ Decrease in Stock	263.23	28.96
<b>Total</b>	<b>263.23</b>	<b>28.96</b>

**32.1 The finished goods valued at cost or or net reliaseable value which ever is less**
**33 Employee benefit expenses**

Particulars	For the year ended 31 March 2024 Rs in Lacs	For the year ended 31 March 2023 Rs in Lacs
Salaries and Wages	231.81	638.14
Contribution to Provident and Other Funds	27.46	24.88
Staff Welfare and Training Expenses	8.79	38.84
<b>Total</b>	<b>268.07</b>	<b>701.86</b>

**34 Finance Costs**

Particulars	For the year ended 31 March 2024 Rs in Lacs	For the year ended 31 March 2023 Rs in Lacs
Interest Expense & Bank Charges	0.72	3.48
Other Borrowing Costs	2.91	1.10
<b>Total</b>	<b>3.63</b>	<b>4.59</b>

### 35 Depreciation and amortization expense

Particulars	For the year ended 31 March 2024 Rs in Lacs	For the year ended 31 March 2023 Rs in Lacs
Depreciation on property, plant & equipment	216.45	228.87
<b>Total</b>	<b>216.45</b>	<b>228.87</b>

### 36 Other Expenses

Particulars	For the year ended 31 March 2024 Rs in Lacs	For the year ended 31 March 2023 Rs in Lacs
Freight outward & handling charges	12.03	16.40
Packing Material Consumed	20.62	18.43
Stores and Spare Parts Consumed	3.02	114.86
Power & Fuel	51.50	47.66
Repairs and Maintenance:		
Buildings	0.79	0.50
Plant & Machinery	3.10	0.10
Others	16.56	28.17
Travelling & conveyance	26.47	44.54
Advertisement and sales promotion	3.86	-
Rates & Taxes	189.86	7.27
Commission to agents	-	4.54
Printing & Stationery, Postage & Telephone	8.97	5.42
Insurance	5.16	14.22
Legal Fees	0.55	-
Rent	-	-
Payment to Auditors (Refer Note below 30.1)	-	13.81
Loss on sale of property, plant and equipment	-	551.69
Director Sitting fees	6.05	2.85
Donations	0.08	0.16
Provision for Bad debt written off	1,766.08	235.50
Provision for claim recoverable from Arun Kapoor.	1,340.47	-
Miscellaneous Expenses	291.29	65.14
<b>Total</b>	<b>3,746.46</b>	<b>1,171.26</b>

#### 36.1 Payment to Auditor

Particulars	For the year ended 31 March 2024 Rs in Lacs	For the year ended 31 March 2023 Rs in Lacs
<b>As Auditor:</b>		
Statutory Audit fee		
Tax Audit Fee		
<b>In other Capacity</b>		
For Other Services including Certifications		
<b>Total</b>	-	-

No provision for Audit Fees & Tax Audit Fees has been made for Fy 2020-21, 2021-22, 2022-23 and 23-24

### 37 FINANCIAL RISK MANAGEMENT

The Company's principal financial liabilities, other than derivatives, comprise 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 expose 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 analyses in the following sections relate to the position as at 31st March 2024 and 31st March 2023.

The analyses 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 Company'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:

Particulars	As at 31st March, 2024	As at 31st March, 2023
Variable rate borrowings	-	-
Fixed rate borrowings	-	900
<b>Total borrowings</b>	-	-

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

Particulars	As at 31st March, 2022		As at 31st March, 2022	
	Balance	% of total loans	Balance	% of total loans
Loans repayable on demand (Cash Credit)	-	-	-	0.00%
<b>Net exposure to cash flow interest rate risk</b>	-	-	-	<b>0%</b>

(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-24	31-Mar-23	31-Mar-23	31-Mar-22
Decrease in Profit before Tax	+50	+50	+50	+50
Increase in Profit before Tax	- 50	- 50	- 50	- 50

(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.

Foreign currency exposure	Currency	Amount in Forex	
		As at 31st March 2024	As at 31st March 2023
Trade Receivables	USD	-	-

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 receivable.

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 liabilities**

As at 31-03-2024	Carrying Amount	On Demand	Less than 12 months	More than 1 years	Total
Borrowings	900	-	-	900	900
Trade payables	6,182	1,674	4,508	-	-
Other Liabilities	811	-	-	811	811
<b>Total</b>	<b>7,894</b>	<b>1,674</b>	<b>4,508</b>	<b>1,711</b>	<b>1,711</b>

As at 31-03-2023	Carrying Amount	On Demand	Less than 12 months	More than 1 years	Total
Borrowings	900	-	-	900	900
Trade payables	10,366	4,163	6,202	-	-
Other Liabilities	814	-	-	814	814
<b>Total</b>	<b>12,080</b>	<b>4,163</b>	<b>6,202.40</b>	<b>1,714</b>	<b>1,714</b>

**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 capital 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.

(Rs. in Lacs)

Particulars	As at 31st March 2024	As at 31st March 2023
Debt	900	900
Cash & bank balances	44	52
Net Debt (A)	856	848
Total Equity (B)	37,804	(3,229)
Total Equity and Net Debt (C)	38,660	(2,382)
<b>Gearing Ratio (A/C)</b>	<b>2.22%</b>	<b>-35.60%</b>

**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. During the year unavoidable circumstances Company has not got the actuarial for the year under reporting.

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

<b>Investment Risk</b>	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.
------------------------	--

<b>40 Contingent Liabilities In Respect Of</b>	<b>2023-24</b>	<b>2022-23</b>
a) Surety bonds in favour of government	-	5
b) Guarantees given by bank	-	12
c) Guarantees In respect of Entry Tax matters Guarantees In respect of Sales Tax		-
d) matters	0	791
e) Property tax Interest on pending litigation on suppliers	0	103
f) ( all units) (MSME 81797230, DISTICT 32823433)	1146.2	1,172
g) Bank Gurantee in favour of Custom deptt.	3.06	3.06

**41 Details Of Raw Material Consumed During The Year**

	<b>2024</b>		<b>2023</b>	
	<b>Units</b>	<b>Quantity</b> (in lacs)	<b>Quantity</b> (in lacs)	<b>Value</b> Rs.
(i) Sheets & Strips	Kgs.	-		
(ii) Tyres	Nos.	-		
(iii) Tubes	Nos.	-		
(iv) Rims	Nos.	-		
(v) Other Items	-	-		93
(vi) Components	-	-	1,024	278
			<b>1,024</b>	<b>370</b>

**42 Value Of Imported And Indigenous Raw Material And Components Consumed During The Year**

	<b>Indigenous</b>		<b>Imported</b>	
	<b>Value (Rs.)</b>	<b>Percentage</b>	<b>Value (Rs.)</b>	<b>Percentage</b>
(i) Raw Material	-	100	NIL	0
	0	(100)	NIL	(0)
(ii) Components	1,024	100.00	-	-
	(370)	(100.00)	-	0.00

Previous Year figures are shown in brackets.

**43 VALUE OF TOTAL IMPORTS ON CIF BASIS**

	<b>2023</b>	<b>2022</b>
	<b>Rs.</b>	<b>Rs.</b>
(i) Raw Material, Components & Spare Parts	-	-
(ii) Capital Goods	-	-

**44 EXPENDITURE IN FOREIGN CURRENCY**

(i) Commission on export	-	-
(ii) Foreign Tours	-	-
(iii) Foreign Publicity & exhibition	-	-

**45 EARNINGS IN FOREIGN EXCHANGE**

F.O.B. Value of goods exported	-	-
--------------------------------	---	---



**46 RELATED PARTY DISCLOSURES**
**A. Name of associated parties and nature of related party relationship**

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

- i) (P) Ltd
- ii) **Subsidiary Companies are:** Atlas Cycles Sonepat Ltd, Atlas Cycles (Sahibabad) Ltd, Atlas Cycles (Malanpur) Ltd : The name of the subsidiaries have been strick off vide MCA order dated 30.03.2024 and 02.03.24

**Directors (As at 31.03.2024)** : Sh. I.D.Chugh, Sh. Kartik Roop Rai, Sh. Sanjiv Kavaljit Singh, Ms. Sadhna Syal, Sh Chander Mohan Dhall, Sh Anuj Goyal, Sh Des Raj Dhingra

**B. Transactions with the Associated Parties and Subsidiaries**

	<b>2024</b>	<b>2023</b>
Sale of Goods	-	-
Rent	-	-
Purchase of Goods	-	-
Balance at year end	1119	1339
Intercorporate Loan	900.00	900.00

**C. Transactions with key managerial persons:**

	<b>2024</b>	<b>2023</b>
Remunerations:	14	554

**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:

<b>Particulars</b>	<b>Year ended 31.03.2024</b>	<b>Year ended 31.03.2023</b>
Issued Equity Shares ( 65,03,838 of Rs 5 each)	65	65
Add/ Less: Adjustments (Refer note)	-	-
Weighted average number of equity shares in calculating basic & diluted EPS (A)	65	65

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

<b>Particulars</b>	<b>Year ended 31.03.2024</b>	<b>Year ended 31.03.2023</b>
Profit for the year	54	(2,325)
Add/ Less: Adjustments	-	-
Net profit/ (loss) as per Statement of Profit & Loss (for calculation of basic & diluted EPS (B))	54	(2,325)
Basic Earnings per Share (₹) (B/A)	0.83	(35.75)
Diluted Earnings per Share (₹) (B/A)	0.83	(35.75)

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.

#### 50 Additional notes to the Standalone financial Statement as required under Schedule 3 of Companies Act, 2013

##### Note 1 Trade Receivables Aging (31.03.24)

Particulars	Outstanding for following periods from due date of payment					
	Less than 6 Months	6 Months -1Year	1-2 Years	2-3 Years	more then years	Total
<b>Secured considered Good</b>	<b>0</b>			<b>266.99</b>		<b>266.99</b>
<b>Undisputed Trade Receivables- Considered Goods</b>						
Undisputed Trade Receivables- Considered Doubtfull						
Undisputed Trade Receivables- Credit risk						
Undisputed Trade Receivables- Credit impired						
Dispute Tradev receivable consedered good						
Dispute trade receivable which have significant increase in credit risk						
Dispute Trade receivable credit impaired				-		-

##### Trade Receivables Aging (31.03.23)

Particulars	Outstanding for following periods from due date of payment					
	Less than 6 Months	6 Months -1Year	1-2 Years	2-3 Years	more then years	Total
<b>Secured considered Good</b>						
<b>Undisputed Trade Receivables- Considered Goods</b>			17.05	47.77	1,804.06	1,868.89
Undisputed Trade Receivables- Considered Doubtfull						-

Undisputed Trade Receivables- Credit risk					0	1662.93	1,662.93
Undisputed Trade Receivables- Credit impired							
Dispute Tradev receivable consedered good							
Dispute trade receivable which have significant increase in credit risk							
Dispute Trade receivable credit impaired							

**Note 2 Trade Payable Ageing (31.03.24)**

Particulars	Outstanding for following periods from due date of payment				
	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	Total
MSME	-			1,223.23	1,223.23
Others				4,958.44	4,958.44
Disputed Dues MSME					-
Disputed Dues -Others					-
<b>Total</b>	-	-	-	6,181.67	6,181.67

**Trade Payable Ageing (31.03.23)**

Particulars	Outstanding for following periods from due date of payment				
	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	Total
MSME				552.41	552.41
Others				1,120.55	1,120.55
Disputed Dues MSME				2,625.11	2,625.11
Disputed Dues -Others				6,067.56	6,067.56
<b>Total</b>	-	-	-	10,365.63	10,365.63

**Note 3 Share Holding Pattern of Promoters**

Name of Promoter	No. of Shares at the beginning of the year	Changes during the year	No. of Shares at the end of the year	Percentage	% Changes during the year
Mr. Vikram Kapur	63,985	-	63,985	0.98	-
Mrs. Neely Kapur	-	-	-	0.00	-
Vikram Kapur (HUF)	41,320	-	41,320	0.64	-
B.D.Kapur (HUF)	-	-	-	0.00	-
Mr. Angad Kapur	51,800	-	51,800	0.80	-
Mrs.Bimla Kapur	-	-	-	0	-
Mr. Rajiv Kapur	86,290	-	86,290	1.33	-
Rajiv Kapur HUF	94,438	-	94,438	1.45	-
Meera Kapur	23,646	-	23,646	0.36	-
Mrs. Achla Bawa	99	-	99	0.00	-
Mr. Arun Kapur	176	-	176	0.00	-
Mrs. Raoshmi Kapur	27,084	-	27,084	0.42	-
Mr. Akshay Kapur	26,124	-	26,124	0.40	-
Mr. Ashwath Kapur	26,124	-	26,124	0.40	-
Mr. Gautam Kapur	276,450	-	276,450	4.25	-
Mrs. Bindu Kapur	24,262	-	24,262	0.37	-
Mr. Abhinav Kapur	48,700	-	48,700	0.75	-

Mr. Jai Dev Kapur (HUF)	-	-	-	0.00	-
Mr. Girish Kapur	141,684	-	141,684	2.18	-
Mrs. Radhika Girish Kapur	132,968	-	132,968	2.04	-
Mr. Rishav Kapur	37,390	-	37,390	0.57	-
Mr. Rahul Kapur	37,388	-	37,388	0.57	-
Malti P Mehra	2	-	2	0.00	-
Madhvi Malhotra	21,832	-	21,832	0.34	-
Mr. Sanjay Kapur	230,422	-	230,422	3.54	-
Sanjay Kapur (HUF)	36,678	-	36,678	0.56	-
Mrs. Sakshi Kapur	13,460	-	13,460	0.21	-
Mr. Salil Kapur	-	-	-	0.00	-
Mr. Siddhant Kapur	43,324	-	43,324	0.67	-
Mr. Prashant Kapur	26,198	-	26,198	0.40	-
Mr. Ashwin Kapur	26,198	-	26,198	0.40	-
Mrs. Renu Aggarwal	2	-	2	0.00	-
Janki Das & Sons Private Ltd	14,282	-	14,282	0.22	-
Limrose Engineering Works Private Ltd	515,300	-	515,300	7.92	-
Milton Cycle Industries Ltd	651,692	-	651,692	10.02	-
Corona Rim Manufacturing Co. Ltd	7,176	-	7,176	0.11	-
	<b>2,726,494</b>	-	<b>2,726,494</b>	<b>41.92</b>	-

**I Title deeds of immovable Property not held in name of the Company**

Relevant line items in the Balance sheets	Descriptions of Item of property	Gross carrying Value	Title deeds of immovable Property not held in name of the Company	Whether title deed holder is a promotor, director or relative of Promotor' director or employee of promoters/ director	Property held since which date	Reason for not being held in the name of company
NA						

Where the Company has revalued its Property, Plant and Equipment, the company shall disclose as to whether the revaluation is based on the valuation by a registered valuer as defined under

**II rule 2 of the Companies (Registered Valuers and Valuation) Rules, 2017**

NA

**III where Loans or Advances in the nature of loans are granted to promoters, directors, KMPs and the related parties (as defined under Companies Act, 2013,) either severally or jointly with any other person, that are:**  
**(a) repayable**  
**on demand**  
**or**

NA

**(b) without specifying any terms or period of repayment**

Type of Borrower	Amount of loan and Advance in the nature of Loan outstanding	Percentage to the total Loans and Advances in the nature of loans
Promoters Directors KMPs Related Parties		

**IV Capital Work In Progress (CWIP)**

(a) For Capital-work-in progress, following ageing schedule shall be given

CWIP	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 Years	More than 3 years	
Projects in progress	NA				
Projects temporarily suspended	NA				

(b) For capital-work-in progress, whose completion is overdue or has exceeded its cost compared to its original plan, following

CWIP	To be Completed in				Total
	Less than 1 year	1-2 years	2-3 Years	More than 3 years	
Project 1	NA				
Project 2	NA				

**V Intangible assets under development:**

(a) For Intangible assets under development

Instangible Assets under Development	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 Years	More than 3 years	
Project 1	NA				
Project 2	NA				

(b) Intangible assets under development completion schedule

Instangible Assets under Development	To be Completed in				Total
	Less than 1 year	1-2 years	2-3 Years	More than 3 years	
Project 1	NA				
Project 2	NA				

**VI Details of Benami Property held** NA
**VII Where the Company has borrowings from banks or financial institutions on the basis of current assets**

(a) whether quarterly returns or statements of current assets filed by the Company with banks or financial institutions are in agreement with the books of accounts.

(b) if not, summary of reconciliation and reasons of material discrepancies, if any to be adequately disclosed

**VIII Wilful Defaulter** NA

- Date of declaration as wilful defaulter,
- Details of defaults (amount and nature of defaults),

**IX Relationship with Struck off Companies**

Where the company has any transactions with companies struck off under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956, the Company shall disclose the following details:-

**NA**

Name of struck off Company	Nature of transactions with struck-off Company	Balance outstanding	Relationship with the Struck off company, if any, to be disclosed
	Investments in securities		
	Receivables		
	Payables		
	Shares held by struck-off Company		
	Other outstanding balances (to be specified)		

**x Registration of charges or satisfaction with Registrar of Companies**

Where any charges or satisfaction yet to be registered with Registrar of Companies beyond the statutory period, details and reasons thereof shall be disclosed.

**NA**
**XI Compliance with number of layers of companies**

Where the company has not complied with the number of layers prescribed under clause (87) of section 2 of the Act read with Companies (Restriction on number of Layers) Rules, 2017, the name and CIN of the companies beyond the specified layers and the relationship/extent of holding of the company in such downstream companies shall be disclosed.

**NA**
**XI Ratios**

Ratios	Numerator	Denominator	Current Reporting Period	Previous reporting period	% of Change
Debt Equity Ratio	Debt Capital	Shareholder's Equity	2.77	2.77	0.00
Debt Service coverage ratio	EBITDA-CAPEX	Debt Service (Int+Principal)	N/A	N/A	0.00
Return on Equity Ratio	Profit for the year	Average Shareholder's Equity	0.17	-7.15	7.31
Inventory Turnover Ratio	COGS	Average Inventory	49.39	43.36	6.04
Trade Receivables turnover ratio	Net Sales	Average trade receivables	0.42	10.79	-10.37
Trade payables turnover ratio	Total Purchases (Fuel Cost + Other Expenses+Closing Inventory-Opening Inventory)	Closing Trade Payables	0.00	N/A	0.00
Net capital turnover ratio	Sales	Working capital (CA-CL)	-9.76	-46.32	36.56
Net profit ratio	Net Profit	Sales	0.010	-12.834	12.84
Return on Capital employed	Earnings before interest and tax	Capital Employed	0.17	-7.15	7.31
Return on investment	Net Profit	Investment	0.17	-7.15	7.31

**XII Compliance with approved Scheme(s) of Arrangements**

Where any Scheme of Arrangements has been approved by the Competent Authority in terms of sections 230 to 237 of the Companies Act, 2013, the Company shall disclose that the effect of such Scheme of Arrangements have been accounted for in the books of account of the Company 'in accordance with the Scheme' and 'in accordance with accounting standards' and deviation in this regard shall be explained

NA

**XIII Utilisation of Borrowed funds and share premium:**

Borrowed funds and Share Premium utilised for business purpose

The Accompanying notes are integral part of these standalone financial statements  
As per our Report of even date

For Dinesh Nangru & Co  
Chartered Accountants  
Firm Registration No. 015003N

Chander Mohan Dhall  
CFO & Whole Time Director  
DIN 01398734

Ishwar Das Chugh  
Director  
DIN 00073257

Kartik Roop Rai  
Director  
DIN 6789287

Dinesh Nangru  
Partner  
Membership No. 094779  
UDIN: 24094779BKEQSL4783  
Place: Sahibabad  
Date: 29-05-2024

Prakhar Rastogi  
Company Secretary  
M NO A69459



**Statement on Impact of Audit Qualifications (for audit report with modified opinion) submitted  
Along-with Annual Audited Financial Results - (Standalone)**

<b>Statement on Impact of Audit Qualifications for the Financial Year ended March 31, 2024 (See Regulation 33 / 52 of the SEBI (LODR) (Amendment) Regulations, 2016]</b>				
<b>I</b>	<b>Sl. No.</b>	<b>Particulars</b>	<b>Audited Figures (as reported before adjusting for qualifications) (In Lacs)</b>	<b>Adjusted Figures (audited figures after adjusting for qualifications) (In Lacs)</b>
	1	Total income	5585.51	5585.51
	2	Total Expenditure	5531.76	5659.76
	3	Net Profit/(Loss)	53.75	-74.25
	4	Earnings Per Share (Rs.)	0.85	-1.14
	5	Total Assets	48224.80	48224.80
	6	Total Liabilities	10421.16	10549.16
	7	Net Worth	37803.64	37675.64
	8.	Any other financial item(s) (as felt appropriate by the management)	-	-
<b>II</b>	<b>Audit Qualification (each audit qualification separately):</b>			
	<b>A. Details of Audit Qualification:</b>			
	1. We unable to comment on the current status of suit filed for earlier year by the Company for criminal and recovery. Proceedings filed for above referred matters.			
	2. <b>Type of Audit Qualification:</b> Qualified Opinion			
	3. <b>Frequency of qualification:</b> Fourth time			
	4. <b>For Audit Qualification(s) where the impact is quantified by the auditor, Management's Views:</b>			
	5. Regarding current status of the suits filed for earlier years by the Company for criminal and recovery----- Court proceedings are in process and are being regularly contested by the Company to protect Company's interest.			
	6. <b>For Audit Qualification(s) where the impact is not quantified by the auditor:</b>			
	7.			
	i. Management's estimation on the impact of audit qualification: N.A			
	ii. If management is unable to estimate the impact, reasons for the same: N.A			
	iii. Auditors' Comments on (1) or (II) above: N.A			

	<p><b>B. Details of Audit Qualification:</b></p> <ol style="list-style-type: none"> <li>1. The Physical Stock taking at Sonepat and Sahibabad units have not been carried out as at the Balance Sheet date hence we are unable to comment on the physical stock position at Sonepat and Sahibabad unit amounting to Rs. 1,92,00,000/- and Rs. 1,90,80,495/- respectively.</li> <li>2. <b>Type of Audit Qualification:</b> Qualified Opinion</li> <li>3. <b>Frequency of qualification:</b> Fourth time</li> <li>4. <b>For Audit Qualification(s) where the impact is quantified by the auditor, Management's Views:</b></li> <li>5. Since no substantial commercial activities carried out during the reporting year, only old/dead/obsolete stocks were there at plants which were already covered during previous years stock taking. This year stock takings are done at plants level only by internal staff of the Company.</li> <li>6. <b>For Audit Qualification(s) where the impact is not quantified by the auditor:</b></li> <li>7.             <ol style="list-style-type: none"> <li>i. <b>Management's estimation on the impact of audit qualification:</b> N.A</li> <li>ii. <b>If management is unable to estimate the impact, reasons for the same:</b> N.A</li> <li>iii. <b>Auditors' Comments on (1) or (II) above:</b> N.A</li> </ol> </li> </ol>
	<p><b>C. Details of Audit Qualification:</b></p> <ol style="list-style-type: none"> <li>1. Since the Company is not having its manufacturing activities operational as on the date of report, the stock is valued at cost instead of valued at cost or net realizable value whichever is lower, Quantification of effect is not ascertainable in absence of Net realizable value, marketability and usability of stock.</li> <li>2. <b>Type of Audit Qualification:</b> Qualified Opinion</li> <li>3. <b>Frequency of qualification:</b> Fourth time</li> <li>4. <b>For Audit Qualification(s) where the impact is quantified by the auditor, Management's Views:</b></li> <li>5. As per the management view, efforts for the revival of the Company are being made hence accounts are prepared as per going concern and stocks are valued at cost for Sahibabad unit which is in operation and at Net realisable value for Sonepat Unit which is lying closed.</li> <li>6. <b>For Audit Qualification(s) where the impact is not quantified by the auditor:</b></li> <li>7.             <ol style="list-style-type: none"> <li>i. <b>Management's estimation on the impact of audit qualification:</b> N.A</li> <li>ii. <b>If management is unable to estimate the impact, reasons for the same:</b> N.A</li> <li>iii. <b>Auditors' Comments on (1) or (II) above:</b> N.A</li> </ol> </li> </ol>

	<p><b>D. Details of Audit Qualification:</b></p> <ol style="list-style-type: none"> <li>1. In absence of reconciliation with individual debtors and in absence of balance confirmations from debtors, we are unable to comment upon position of debtors of Rs 2,66,99,250/-considered as good.</li> <li>2. <b>Type of Audit Qualification:</b> Qualified Opinion</li> <li>3. <b>Frequency of qualification:</b> Fourth time</li> <li>4. <b>For Audit Qualification(s) where the impact is quantified by the auditor, Management's Views:</b></li> <li>5. Due to no operations and no supply to debtors, debtors are not cooperating for reconciliation despite various efforts. Efforts will be made to get it reconciled in best possible way.</li> <li>6. <b>For Audit Qualification(s) where the impact is not quantified by the auditor:</b></li> <li>7.             <ol style="list-style-type: none"> <li>i. <b>Management's estimation on the impact of audit qualification:</b> N.A</li> <li>ii. <b>If management is unable to estimate the impact, reasons for the same:</b> N.A</li> <li>iii. <b>Auditors' Comments on (1) or (II) above:</b> N.A</li> </ol> </li> </ol>
	<p><b>E. Details of Audit Qualification:</b></p> <ol style="list-style-type: none"> <li>1. The Company has not provided for the interest on overdue outstanding payment of creditors including MSMEs and on suits filed by creditors in different courts. Exact quantum of liability is not ascertainable in absence of reconciliations with suppliers and balance confirmations by suppliers; however, the Company has disclosed in contingent liability regarding claims of interest filed by creditors in different courts.</li> <li>2. <b>Type of Audit Qualification:</b> Qualified Opinion</li> <li>3. <b>Frequency of qualification:</b> Fourth time</li> <li>4. <b>For Audit Qualification(s) where the impact is quantified by the auditor, Management's Views:</b></li> <li>5. The Company has not provided for the interest on overdue outstanding payment of creditors including MSMEs and on suits filed by creditors in different courts as the management is confident of settlement of all outstanding dues with the vendors without payment of any interest as has already been done in the past in settlement of 37 IBC &amp; other cases with the creditors. However, the Company has disclosed in contingent liability regarding claims of interest filed by creditors in different courts</li> <li>6. <b>For Audit Qualification(s) where the impact is not quantified by the auditor:</b></li> <li>7.             <ol style="list-style-type: none"> <li>i. <b>Management's estimation on the impact of audit qualification:</b> N.A</li> <li>ii. <b>If management is unable to estimate the impact, reasons for the same:</b> N.A</li> <li>iii. <b>Auditors' Comments on (1) or (II) above:</b> N.A</li> </ol> </li> </ol>

	<p><b>F. Details of Audit Qualification:</b></p> <ol style="list-style-type: none"> <li>1. The significant policies to the statement, we are unable to comment on certain current accounts with banks as we have not been provided with certain bank statements for the year under report claimed to be non- operative in books of the Company.</li> <li>2. <b>Type of Audit Qualification:</b> Qualified Opinion</li> <li>3. <b>Frequency of qualification:</b> Fourth time</li> <li>4. <b>For Audit Qualification(s) where the impact is quantified by the auditor, Management's Views:</b></li> <li>5. All current operational bank accounts are duly reconciled. However, reconciliation with certain old bank accounts which are not in operation today have not been made as the accounts are inactive and no significant amounts are lying in the bank accounts.</li> <li>6. <b>For Audit Qualification(s) where the impact is not quantified by the auditor:</b></li> <li>7.             <ol style="list-style-type: none"> <li>i. <b>Management's estimation on the impact of audit qualification:</b> N.A</li> <li>ii. <b>If management is unable to estimate the impact, reasons for the same:</b> N.A</li> <li>iii. <b>Auditors' Comments on (1) or (II) above:</b> N.A</li> </ol> </li> </ol>
	<p><b>G. Details of Audit Qualification:</b></p> <ol style="list-style-type: none"> <li>1. Special attention is brought on unquoted investment in equity shares and debentures.</li> <li>2. <b>Type of Audit Qualification:</b> Qualified Opinion</li> <li>3. <b>Frequency of qualification:</b> Fourth time</li> <li>4. <b>For Audit Qualification(s) where the impact is quantified by the auditor, Management's Views:</b> Qualification is self-explanatory. However hundred percent provision for all such investments had been provided for in the books of accounts.</li> <li>5.</li> <li>6. <b>For Audit Qualification(s) where the impact is not quantified by the auditor:</b> <ol style="list-style-type: none"> <li>i. <b>Management's estimation on the impact of audit qualification:</b> N.A</li> <li>ii. <b>If management is unable to estimate the impact, reasons for the same:</b> N.A</li> <li>iii. <b>Auditors' Comments on (1) or (II) above:</b> N.A</li> </ol> </li> </ol>
	<p><b>H. Details of Audit Qualification:</b></p> <ol style="list-style-type: none"> <li>1. We are unable to comment upon transaction relating Rs. 5,90,00,000/- as advance received against sale of non- core asset in absence of Proper Agreement to sell/ Sale deed or explanation provided to us.</li> <li>2. <b>Type of Audit Qualification:</b> Qualified Opinion</li> <li>3. <b>Frequency of qualification:</b> Fourth time</li> <li>4. <b>For Audit Qualification(s) where the impact is quantified by the auditor, Management's Views:</b></li> <li>5. Due to some dispute over the transaction, sale deed is yet to be executed and the matter is sub-judice.</li> <li>6. <b>For Audit Qualification(s) where the impact is not quantified by the auditor:</b></li> <li>7.             <ol style="list-style-type: none"> <li>i. <b>Management's estimation on the impact of audit qualification:</b> N.A</li> <li>ii. <b>If management is unable to estimate the impact, reasons for the same:</b> N.A</li> <li>iii. <b>Auditors' Comments on (1) or (II) above:</b> N.A</li> </ol> </li> </ol>

	<p>I. <b>Details of Audit Qualification:</b></p> <ol style="list-style-type: none"> <li>1. The Company has not provided for deferred tax Liability/ Deferred tax asset during the year 2023-24.</li> <li>2. <b>Type of Audit Qualification:</b> Qualified Opinion</li> <li>3. <b>Frequency of qualification:</b> Fourth time</li> <li>4. <b>For Audit Qualification(s) where the impact is quantified by the auditor, Management's Views:</b></li> <li>5.</li> </ol> <p>Due to uncertainty of future profits, deferred tax asset has not been provided for.</p> <ol style="list-style-type: none"> <li>6. <b>For Audit Qualification(s) where the impact is not quantified by the auditor:</b></li> <li>7.             <ol style="list-style-type: none"> <li>i. <b>Management's estimation on the impact of audit qualification:</b> N.A</li> <li>ii. <b>If management is unable to estimate the impact, reasons for the same:</b> N.A</li> <li>iii. <b>Auditors' Comments on (1) or (II) above:</b> N.A</li> </ol> </li> </ol>
	<p>J. <b>Details of Audit Qualification:</b></p> <ol style="list-style-type: none"> <li>1. The Company has not provided reconciliation of books with AIS, TIS and 26AS "Annual Tax Statement" as per Income Tax</li> <li>2. <b>Type of Audit Qualification:</b> Qualified Opinion</li> <li>3. <b>Frequency of qualification:</b> Fourth time</li> <li>4. <b>For Audit Qualification(s) where the impact is quantified by the auditor, Management's Views:</b></li> <li>5.</li> </ol> <p>Due to few entries in AIS/26AS which doesn't belong to the Company, and in absence of proper details by the department, complete/detailed reconciliation is pending.</p> <ol style="list-style-type: none"> <li>6. <b>For Audit Qualification(s) where the impact is not quantified by the auditor:</b></li> <li>7.             <ol style="list-style-type: none"> <li>i. <b>Management's estimation on the impact of audit qualification:</b> N.A</li> <li>ii. <b>If management is unable to estimate the impact, reasons for the same:</b> N.A</li> <li>iii. <b>Auditors' Comments on (1) or (II) above:</b> N.A</li> </ol> </li> </ol>

	<p><b>K. Details of Audit Qualification:</b></p> <ol style="list-style-type: none"> <li>1. The Company has defaulted in repayment of Inter Corporate Loan within stipulated time as per the agreed terms. Further, the Company has not recognized interest expense on the borrowings of the Company. The accumulated interest not provided as on 31st March 2024 is Rs. 3,96,00,000/- (including Rs. 99,00,000/- for the financial years 2023-24, Rs. 99,00,000/- for the financial years 2022-23, Rs. 99,00,000/- 2021-22 and Rs. 99,00,000/- 2020-21, calculated at simple interest rate) which is not in accordance with the requirement of IND- AS 23; Borrowing Cost. The Company has understated losses to the tune of Rs. 99,00,000/- for FY 2023-24</li> <li>2. <b>Type of Audit Qualification:</b> Qualified Opinion</li> <li>3. <b>Frequency of qualification:</b> Fourth time</li> <li>4. <b>For Audit Qualification(s) where the impact is quantified by the auditor, Management's Views:</b></li> <li>5. Qualification is self-explanatory.</li> <li>6. <b>For Audit Qualification(s) where the impact is not quantified by the auditor:</b></li> <li>7. <ol style="list-style-type: none"> <li>i. <b>Management's estimation on the impact of audit qualification:</b> N.A</li> <li>ii. <b>If management is unable to estimate the impact, reasons for the same:</b> N.A</li> <li>iii. <b>Auditors' Comments on (1) or (II) above:</b> N.A</li> </ol> </li> </ol>
	<p><b>L. Details of Audit Qualification:</b></p> <ol style="list-style-type: none"> <li>1. The Company has not provided for Statutory Audit fee during the financial year, hence understated losses to the tune of Rs. 29,00,000. The accumulated Statutory Audit fee not provided as on 31st March 2024 is Rs. 1,16,00,000/- (including Rs. 29,00,000/- for the financial years 2023-24, Rs. 29,00,000/- for the financial years 2022-23, Rs. 29,00,000/- for the financial years 2021-22 and Rs. 29,00,000/- 2020-21).</li> <li>2. <b>Type of Audit Qualification:</b> Qualified Opinion</li> <li>3. <b>Frequency of qualification:</b> Fourth time</li> <li>4. <b>For Audit Qualification(s) where the impact is quantified by the auditor, Management's Views:</b></li> <li>5. Audit fee is to be accounted for in the year of audit is carried out.</li> <li>6. <b>For Audit Qualification(s) where the impact is not quantified by the auditor:</b></li> <li>7. <ol style="list-style-type: none"> <li>i. <b>Management's estimation on the impact of audit qualification:</b> N.A</li> <li>ii. <b>If management is unable to estimate the impact, reasons for the same:</b> N.A</li> <li>iii. <b>Auditors' Comments on (1) or (II) above:</b> N.A</li> </ol> </li> </ol>

	<p><b>M. Details of Audit Qualification:</b></p> <ol style="list-style-type: none"> <li>1. The Company has neither exported goods nor disclosed advance against export sales as per FEMA regulations amounting Rs. 26,02,620/- in Sahibabad unit and Rs. 53,57,299/- in Sonapat unit respectively.</li> <li>2. <b>Type of Audit Qualification:</b> Qualified Opinion</li> <li>3. <b>Frequency of qualification:</b> Fourth time</li> <li>4. <b>For Audit Qualification(s) where the impact is quantified by the auditor, Management's Views:</b></li> <li>5. These amounts are very old and unreconciled balances with buyers and reconciliations are pending.</li> <li>6. <b>For Audit Qualification(s) where the impact is not quantified by the auditor:</b></li> <li>7. <ul style="list-style-type: none"> <li>i. <b>Management's estimation on the impact of audit qualification:</b> N.A</li> <li>ii. <b>If management is unable to estimate the impact, reasons for the same:</b> N.A</li> <li>iii. <b>Auditors' Comments on (1) or (II) above:</b> N.A</li> </ul> </li> </ol>
	<p><b>N. Details of Audit Qualification:</b></p> <ol style="list-style-type: none"> <li>1. The Company has not provided for Gratuity liability as per IND-AS 19 as on Balance Sheet date and further we are unable to quantify the effect of the same due to unavailability of Actuarial valuations and significant records.</li> <li>2. <b>Type of Audit Qualification:</b> Qualified Opinion</li> <li>3. <b>Frequency of qualification:</b> Fourth time</li> <li>4. <b>For Audit Qualification(s) where the impact is quantified by the auditor, Management's Views:</b></li> <li>5. The Company has paid gratuity to all the retiring/retired employees on cash basis hence no provision is required.</li> <li>6. <b>For Audit Qualification(s) where the impact is not quantified by the auditor:</b></li> <li>7. <ul style="list-style-type: none"> <li>i. <b>Management's estimation on the impact of audit qualification:</b> N.A</li> <li>ii. <b>If management is unable to estimate the impact, reasons for the same:</b> N.A</li> <li>iii. <b>Auditors' Comments on (1) or (II) above:</b> N.A</li> </ul> </li> </ol>
<p><b>III</b></p>	<p><b><u>Signatories:</u></b></p> <ul style="list-style-type: none"> <li>• CFO</li> <li>• Audit Committee Chairman</li> <li>• Statutory Auditor</li> </ul> <p>Place: Sahibabad Date: 29-05-2024</p>



**INDEPENDENT AUDITOR’S REPORT  
TO THE MEMBERS OF ATLAS CYCLES (HARYANA) LIMITED**

**Report on the Audit of Consolidated Financial Statements**

**Qualified Opinion**

We have audited the accompanying consolidated financial statements of Atlas Cycles (Haryana) Limited (“the Holding Company”) and its Subsidiaries Atlas Cycles Sonapat Limited, Atlas Cycles (Sahibabad) Limited and Atlas Cycles (Malanpur) Limited ( The names of these three subsidiaries have been struck off on 30.03.2024 of Atlas Cycles Sonapat Limited and Atlas Cycles (Malanpur) Limited , on 02.03.2024 for Atlas Cycles (Sahibabad) Limited ) which have been audited by other auditors and we have relied upon their audit report (collectively referred to as “the Group”) which comprise the consolidated Balance Sheet as at 31<sup>st</sup> March, 2024, 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 ( The Audited Financial statements of these three subsidiaries are from 01-04-2023 to 31-12-2023).

In our opinion and to the best of our information and according to the explanations given to us, except for the possible effects of the matters described in ‘**Basic of Qualified Opinion**’ section of our report, aforesaid Consolidated 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 Indian accounting standards (“IND AS”) prescribed under section 133 of the act read with the companies (Indian accounting Standards) Rules, 2015, as amended, and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31<sup>st</sup> March 2024, of its loss, changes in equity and cash flows for the year ended on that date.

**Basis of Qualified Opinion**

1. Refer Notes 8.1, 8.2 and 14.1 of the statement, we are unable to comment on the current status of suit filed for earlier year by the Company for criminal and recovery proceedings filed for above referred matters.
2. Refer Note 9 of the statement, the Physical Stock taking at Sonapat and Sahibabad units have not been carried out as at the Balance Sheet date .Hence, we are unable to comment on the physical stock position at Sonapat and Sahibabad units amounting to Rs. 1,92,00,000/- and Rs. 1,90,80,495/- respectively.
3. Refer Note 9.1, Since the Company is not having its manufacturing activities operational as on the date of report, the stock in trade is valued at cost instead of valued at cost or net realizable value whichever is lower. Quantification of effect is not ascertainable in absence of Net realizable value, marketability and usability of stock.
4. Refer Note 11 of the statement, in absence of reconciliation with individual debtors and in absence of balance confirmations from debtors, we are unable to comment upon position of debtors of Rs 2,66,99,250/- considered as good.
5. Refer Note 23.1 and Note 40, The Company has not provided for the interest on overdue outstanding payment of creditors including MSMEs and on suits filed by creditors in different courts. Exact quantum of liability is not ascertainable in absence of reconciliations with suppliers and balance confirmations by suppliers; however, the Company has disclosed in contingent liability regarding claims of interest filed by creditors in different courts.

6. Refer Note 2 of the significant policies to the statement, we are unable to comment on certain current accounts with banks as we have not been provided with certain bank statements for the year under report claimed to be non- operative in books of the Company.
7. Refer Note 5.1 of the statement, Special attention is brought on unquoted investment In equity shares and debentures.
8. Refer Note 20.1, we are unable to comment upon transaction relating Rs. 5,90,00,000/- as advance received against sale of non- core asset in absence of Proper Agreement to sell/ Sale deed or explanation provided to us.
9. Refer Note 7 of the statement, the Company has not provided for deferred tax Liability/ Deferred tax asset during the year 2023-24 .
10. The Company has not provided reconciliation of books with AIS, TIS and 26AS “ANNUAL TAX STATEMENT” as per Income Tax portal.
11. Refer note 22.1, the Company has defaulted in repayment of Inter corporate Loan within stipulated time as per the agreed terms. Further, the Company has not recognized interest expense on the borrowings of the Company. The accumulated interest not provided as on 31<sup>st</sup> March 2024 is Rs. 3,96,00,000/- (including Rs. 99,00,000/- for the financial years 2023-24, Rs. 99,00,000/- for the financial years 2022-23, Rs. 99,00,000/- for the financial years 2021-22 and Rs. 99,00,000/- 2020-21, calculated at simple interest rate) which is not in accordance with the requirement of Ind AS 23; Borrowing Cost. The Company has understated losses to the tune of Rs. 99,00,000/- for FY 2023-24..
12. Refer Note 36.1 , the Company has not provided for Statutory Audit fee during the financial year 2023-24, hence understated losses to the tune of Rs. 29,00,000/- . The accumulated Statutory Audit fee not provided as on 31<sup>st</sup> March 2024 is Rs. 1,16,00,000/- (including Rs. 29,00,000/- for the financial years 2023-24, Rs. 29,00,000/- for the financial years 2022-23, Rs. 29,00,000/- for the financial years 2021-22 and Rs. 29,00,000/- for the financial years 2020-21).
13. Refer Note 25.2 and Note 11.1, The Company has neither exported goods nor disclosed advance against export sales as per FEMA regulations amounting Rs.26,02,620/- in Sahibabad unit and Rs. 53,57,299/- in Sonapat unit respectively.
14. The Company has not provided for Gratuity liability as per IND-AS 19 as on Balance Sheet date and further we are unable to quantify the effect of the same due to unavailability of Actuarial valuations and significant records.

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 Qualified opinion.

#### **Emphasis on Matter**

1. Special attention brought to the fact that the accounting record ERP System related to Sonapat and Malanpur units were incomplete due to sealing by municipal committee of Sonapat and server problem of Malanpur unit and management decided to shift all accounting from ERP to Tally software for the year under reporting. We have relied upon the judgement of management for shifting of accounting software from ERP to tally for sonapat and Malanpur unit for the FY 2023-24.
2. The Company has revalued its Land at Sonipat and Sahibabad Plants on 31<sup>st</sup> March 2024 to Rs. 204.50 Crores and 208.60 crores respectively from its original value of Rs. 25775620/- and Rs.7286196/- respectively as per valuation report of Approved Valuer.

Our opinion is not modified in respect of this matter 1 and 2 .

### Key Audit matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial statements of current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below are key audit matters to be communicated in our report.

KEY AUDIT MATTERS	HOW OUR AUDIT ADDRESSED THE KEY AUDIT MATTERS
<p>Refer Note 9.1 , read with point no. 3 of Basis of Qualified opinion ,the valuation of stock in trade is taken at cost as certified by the management.</p> <p>Considering the significant judgement involved , increased complexities due to closed down of operations of Plant, uncertainty and materiality of the amount involved, we have identified valuation of Stock at cost as Key Audit Matter for current year Audit.</p>	<p>Principal Audit Procedures performed:</p> <ul style="list-style-type: none"> <li>- Obtained complete list of quantitative Stock items and its current status of valuation.</li> <li>- We held discussions with key personnel to identify itemized stock which were valued at cost and its justification.</li> <li>- Verified related disclosures, its appropriateness of judgement.</li> </ul>
<p>Refer Note 11, read with point no. 4 of Basis of Qualified opinion, the unsecured trade receivable exceeding 6 months amounting to Rs.2,66,99,250/- considered as good have not been realized as on the date of the report, however no provision has been created on the same.</p>	<p>Principal Audit Procedures performed:</p> <ul style="list-style-type: none"> <li>- Understanding the trade receivables process with regard to valuation and testing of controls designed and implemented by the management.</li> <li>- Testing the accuracy of aging of trade receivables at year end on sample basis.</li> </ul>

<p>The Company has created a provision for doubtful Trade Receivables amounting Rs. 15,49,04.468/- during the year.</p> <p>The Company has PAN India Dealer net work with defined credit period for Trade receivables which has now long outstanding receivable amount for which appropriate loss allowance is required to be created for expected credit losses using simplified approach in accordance with the requirement of Ind AS 109 measuring the Loss allowance equal to credit losses.</p> <p>Only Sahibabad unit has Circularized balance confirmation directly to the address of the Statutory Auditors. No party has responded even their balances were not reconciled.</p> <p>Considering the significant judgement involved , increased complexities due to closed down of operations of Plant, uncertainty and materiality of the amount involved, we have identified realization of the Trade Receivables as Key Audit Matter for current year Audit.</p>	<ul style="list-style-type: none"> <li>- Obtained a list of outstanding receivables and discussed plan of recovery with the management.</li> <li>- Circularized balance confirmation directly to the address of the Statutory Auditors and discussed any variation if any.</li> <li>- Tested subsequent settlement of trade receivable after the Balance Sheet date on a sample basis.</li> <li>- Verified the related disclosures made in notes to financial statements in accordance with IND AS 115 and IND AS 109.</li> <li>- The Company has not followed IND-AS 109 for impairment loss of Trade Receivables</li> </ul>
<p>Refer Note 23.1 read with point no. 5 of Basis of Qualified opinion on Litigations, claims and Contingent Liabilities regarding interest liability interest liability totaling Rs. 5,15,57,933 on cases pending at MSME and district courts amounting Rs. 3,93,45,237 and Rs. 1,22,12,696 respectively.</p> <p>Considering the significant judgement involved , increased complexities due to closed down of operations of Plant, uncertainty and materiality of the amount involved, we have identified Litigations , claims and Contingent Liabilities as Key Audit Matter for current year Audit.</p>	<p>Principal Audit Procedures performed:</p> <ul style="list-style-type: none"> <li>- Understanding the process, evaluated the design and implementation with regard to recording of provisioning, claims and contingent Liabilities.</li> <li>- For those matters where Management concluded that no provision should be recorded, we also considered the adequacy and completeness of disclosures made in relation to contingent liabilities.</li> </ul>
<p>Refer Note 25 read with point 7 of Annexure A of the report, of Basis of Qualified opinion the Company has significantly defaulted in payment of statutory dues as on the Balance Sheet date and as on the date of the report amounting to Rs. 66,05,201/- which included EPF of Rs. 25,65,227/-, ESI of Rs. 28,89,818/-, TDS of Rs. 1,16,894/-, and GST of Rs. 10,33,262/- .</p> <p>Considering the significant judgement involved , increased complexities due to closed down of operations of Plant, uncertainty and materiality of the amount involved, we have identified defaulted in payment of statutory dues as Key Audit Matter for current year Audit.</p>	<p>Principal Audit Procedures performed:</p> <ul style="list-style-type: none"> <li>- Understanding the process, evaluated the design and implementation with regard to recording of payment of statutory dues.</li> <li>- The statutory dues regarding PF, ESI, Gratuity, GST, TDS were outstanding as on Balance Sheet date and as on the signing date.</li> <li>- The management is of view that the statutory dues shall be paid on preferential basis.</li> </ul>

**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 consolidated 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 consolidated 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 consolidated 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 consolidated 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 consolidated financial statements, including the disclosures, and whether the consolidated 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 consolidated 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. Refer Para 3 of Emphasis of matter stated above, however our opinion is not modified in this regard.
  - (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 read with companies (Indian Accounting Standard) Rules 2015 as amended except for the matters described in Basis for Qualified opinion paragraph.
  - (e) On the basis of the written representations received from the Directors of the Holding Company and its subsidiaries as on 31st March, 2024 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 2024, 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, as explained by the management, has legal cases in MSMEs, NCLT and various District courts to tune of Rs. 33,30,88,846/- which includes Rs.21,85,84,3750, NIL and Rs. 11,45,04,096 respectively as recovery claims by vendors and interest liability is likely to incur but is not provided for in books of accounts however appropriate disclosures have been provided.

Further, according to the explanation and information given to us, there are Outstanding Income tax pending with relevant tax department on account of disputes which are as follows:

NAME OF STATUE	NATURE OF LIABILITY	AMOUNT (Rs.)	PERIOD	FORUM WHERE DISPUTE IS PENDING
Income tax act, 1961	Income tax	9,75,130/-	AY 2012-13	Commissioner of income tax appeals
Income tax act, 1961	Addition to income	1,96,23,551/- (Income tax is NIL)	AY 2017-18	Commissioner of income tax appeals
Income tax Act, 1961	Addition to income	7,85,37,810/- (Income tax is NIL)	AY 2013-14	Commissioner of income tax appeals

- i. The Company did not have any long-term contracts including derivatives for which there were any material foreseeable losses.
  - ii. 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 Education and Protection Fund by its subsidiary companies incorporated in India during the year ended 31st March 2024.
- 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: 24094779BKEQSM7191**

**Place: Delhi**  
**Date: 29-05-2024**



**“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 2024 in conjunction with our audit of the Consolidated IND AS Financial Statements of the Company and its subsidiary companies for the year ended on that date.

**Opinion**

In our opinion, to the best of our information and according to the explanations given to us, during the year most of the units were substantially non-operative and most of the employees were not available for explanation at the time of our audit, therefore, in absence of proper explanation and records, we are unable to comment on all material aspects however, an adequate internal financial controls system over financial reporting with reference to IND-AS financial statements and such internal financial controls over financial reporting were operating effectively as at 31 March 2024, 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”.

**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.

### **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.

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

**CA Dinesh Nangru**  
**Partner**  
**Membership No: 094779**  
**UDIN: 24094779BKESM7191**

**Place: Delhi**  
**Date: 29-05-2024**

**CONSOLIDATED BALANCE SHEET AS AT 31.03.2024**
**(Amount in Lacs)**

Particulars	Note No.	As at 31.03.2024	As at 31.03.2023
<b>ASSETS</b>			
<b>(1) Non - current assets</b>			
(a) Property, plant and equipment	4	42,702.88	2,101.77
(b) Capital work-in-progress		-	-
<b>(c) Financial assets</b>			
(i) Investments	5	0.79	17.00
(ii) Other financial assets	6	1.75	14.06
(d) Deferred tax assets (net)	7	2,709.01	2,709.01
(e) Other non - current assets	8	338.80	1,666.03
<b>Total non - current assets</b>		<b>45,753.23</b>	<b>6,507.87</b>
<b>(2) Current assets</b>			
(a) Inventories	9	382.80	1,134.66
<b>(b) Financial assets</b>			
(i) Investments	10	-	-
(ii) Trade receivables	11	266.99	1,868.89
(iii) Cash and cash equivalents	12	26.78	35.80
(iv) Bank balance other than cash and cash equivalent	13	16.80	16.80
(v) Loans	14	1,417.24	1,613.86
(vi) Other financial assets	15	100.97	109.66
(d) Other current assets	16	259.99	235.80
<b>Total current assets</b>		<b>2,471.57</b>	<b>5,015.47</b>
<b>TOTAL ASSETS</b>		<b>48,224.80</b>	<b>11,523.34</b>
<b>EQUITY AND LIABILITIES</b>			
<b>EQUITY</b>			
(a) Equity share capital	17	325.19	325.19
(b) Other equity	18	37,478.45	-3,581.46
<b>Total Equity</b>		<b>37,803.64</b>	<b>-3,256.27</b>
<b>LIABILITIES</b>			
<b>(1) Non - current liabilities</b>			
<b>(a) Financial liabilities</b>			
(i) Borrowings	19	900.00	900.00
(ii) Other financial liabilities	20	811.18	813.88
(b) Provisions	21	29.88	29.88
<b>Total non - current liabilities</b>		<b>1,741.06</b>	<b>1,743.76</b>
<b>(2) Current liabilities</b>			
<b>(a) Financial liabilities</b>			
(i) Borrowings	22	-	-
(ii) Trade Payables	23	6,181.67	10,365.63
(iii) Other financial liabilities	24	-	-
(b) Other Current Liabilities	25	303.04	306.66
(c) Provisions	26	2,185.46	2,363.56
(d) Current Tax Liabilities	27	9.93	-
<b>Total current liabilities</b>		<b>8,680.10</b>	<b>13,035.85</b>
<b>Total Equity &amp; Liabilities</b>		<b>48,224.80</b>	<b>11,523.34</b>

**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 & Co  
Chartered Accountants  
Firm Registration No. 015003N

Chander Mohan Dhall  
CFO & Whole Time Director  
DIN 01398734

Ishwar Das Chugh  
Director  
DIN 00073257

Kartik Roop Rai  
Director  
DIN 6789287

Dinesh Nangru  
Partner  
Membership No. 094779  
UDIN: 24094779BKESM7191  
Place: Sahibabad  
Date: 29-05-2024

Prakhar Rastogi  
Company Secretary  
M NO A69459

**CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31.03.2024**
**(Amount in Lacs)**

Particulars	Note No.	Year ended 31.03.2024	Year ended 31.03.2023
<b>I Income</b>			
a Revenue from operations	28	635.82	173.15
b Other income	29	4,949.69	8.00
<b>Total income (a + b)</b>		<b>5,585.51</b>	<b>181.16</b>
<b>II Expenses</b>			
Cost of material consumed	30	1,023.98	370.42
Purchases of Stock-in-Trade	31	-	-
Change in Inventories of Finished Goods , Work-in-progress and Stock-in-Trade	32	263.23	28.96
Employee benefits expenses	33	268.07	701.86
Finance costs	34	3.66	5.14
Depreciation and amortization expenses	35	216.45	228.87
Other expenses	36	3,734.46	1,175.75
<b>Total expenses</b>		<b>5,509.85</b>	<b>2,511.00</b>
<b>III Profit / (loss) before exceptional items and tax</b>		75.66	-2,329.84
<b>IV Exceptional items</b>		-	-
<b>V Profit / (loss) before tax</b>		<b>75.66</b>	<b>-2,329.84</b>
<b>VI Tax expense</b>			
(1) Current tax		-9.93	
(2) Deferred tax (Assets/ Liability Utilization)		-	-
<b>VII Profit / (loss) for the Year from continuing operations</b>		<b>65.72</b>	<b>-2,329.84</b>
<b>VIII Other comprehensive income</b>			
<b>Items that will not be reclassified to profit or loss</b>			
(i) Remeasurements of net defined benefit plans			
(ii) Income tax relating to above items			
<b>IX Total comprehensive income for the year</b>		<b>65.72</b>	<b>-2,329.84</b>
<b>X Earnings per equity share (Refer Note 48)</b>			
(1) Basic		1.01	(35.82)
(2) Diluted		1.01	(35.82)

**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 & Co  
Chartered Accountants  
Firm Registration No. 015003N

Chander Mohan Dhall  
CFO & Whole Time Director  
DIN 01398734

Ishwar Das Chugh  
Director  
DIN 00073257

Kartik Roop Rai  
Director  
DIN 6789287

Dinesh Nangru  
Partner  
Membership No. 094779  
UDIN: 24094779BKEQSM7191  
Place: Sahibabad  
Date: 29-05-2024

Prakhar Rastogi  
Company Secretary  
M NO A69459

**CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31.03.2024**
**(Amount in Lacs)**

Particulars	Year ended 31.03.2024	Year ended 31.03.2023
<b>CASH FLOW FROM OPERATING ACTIVITIES</b>		
Profit before exceptional items and tax as per statement of profit and loss	65.72	-2,329.84
<b>Adjustments for:</b>		
Depreciation & Amortisation	216.45	228.87
(Gain)/Loss on disposal of property, plant & equipment	-4,920.79	548.80
Profit on Sale of Current Investments	-	-3.57
Bad Debts	1,754.07	235.50
Liability / Provisions no longer required written back	-21.29	-
Interest Income	-4.61	-5.11
Finance costs	3.66	5.14
<b>Operating Profit before Working Capital Changes</b>	<b>-2,906.79</b>	<b>-1,320.21</b>
<b>Working capital adjustments:</b>		
Decrease/ (Increase) in trade and other receivables	-152.17	9.79
Decrease/ (Increase) in Inventories	751.86	530.67
Decrease/ (Increase) in Other Non Current Financial Assets	12.32	-1.23
Decrease/ (Increase) in Other Non Current Assets	1,327.23	14.63
Decrease/ (Increase) in Current Loans	196.62	-47.85
Decrease/ (Increase) in Other Current Assets	-24.19	10.74
Decrease/ (Increase) in Other Current Financial Assets	8.70	8.40
Decrease/ (Increase) in Bank Balances other than cash equivalents	-	-
Increase/ (decrease) Other Non-Current Financial Liabilities	12.10	-369.98
Increase/ (decrease) in Non Current Provisions	-	-1.51
Increase/ (decrease) in trade and other payables	-4,162.67	-18.23
Increase/ (decrease) in Other Financial Liabilities	-	-
Increase/ (decrease) in Other Current Liabilities	-3.62	98.50
Increase/ (decrease) in Provisions	-178.10	546.13
	<b>-5,118.72</b>	<b>-54,016,602.31</b>
Income - tax paid	9.93	-
<b>Net cash flows generated from (used in) operating activities after exceptional items</b>	<b>-5,108.78</b>	<b>-540.17</b>
<b>CASH FLOW FROM INVESTING ACTIVITIES</b>		
Purchase of property, plant & equipment, including CWIP and capital advances	-0.80	-1.10
Sale, plant & equipment, including CWIP and capital advances	5,083.41	441.52
Sale/(Purchase) of Investment/provision of investment	16.20	8.50
Interest Received	4.61	5.11
<b>Net cash flows generated from (used in) investing activities</b>	<b>5,103.43</b>	<b>454.03</b>
<b>CASH FLOW FROM FINANCING ACTIVITIES</b>		
Net Proceeds from Short term Borrowings	-	-
Net Proceeds from Long term Borrowings	-	-
Interest Paid	-3.66	-5.14
<b>Net cash flows generated from (used in) financing activities</b>	<b>-3.66</b>	<b>-5.14</b>
Net increase (decrease) in cash and cash equivalents	-9.02	-91.27
Net foreign exchange difference		
Cash and cash equivalents at the beginning of the year	35.80	127.06
<b>Cash and cash equivalents at year end</b>	<b>26.78</b>	<b>35.80</b>

Components of cash and cash equivalent as at		
Cash in hand	0.23	2.48
Balances with banks:		
- Current Account (Scheduled Bank)	26.12	32.89
- On Deposits with Original maturity of less than 3 months	0.42	0.42
- Unpaid Dividend Account	-	-
Cash and cash equivalents as per note 12	<b>26.78</b>	<b>35.80</b>

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 & Co  
Chartered Accountants  
Firm Registration No. 015003N

Chander Mohan Dhall  
CFO & Whole Time Director  
DIN 01398734

Ishwar Das Chugh  
Director  
DIN 00073257

Kartik Roop Rai  
Director  
DIN 6789287

Dinesh Nangru  
Partner  
Membership No. 094779  
UDIN: 24094779BKESM7191  
Place: Sahibabad  
Date: 29-05-2024

Prakhar Rastogi  
Company Secretary  
M NO A69459

**Note-1**
**CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31.03.2024**
**A. Equity Share Capital**

Particulars	(Amount in Lacs) Amount
As at 01.04.2023	325.19
Changes in equity share capital	-
As at 31.03.2024	<u>325.19</u>

**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 01.04.2023	-15,736.23	11,548.57	606.20	-	-	-3,581.46
Impact of IND AS Adjustment	-					
Additions during the period	65.72	-	-	-	-	65.72
Additions to General Reserve from Revaluation Reserve		-	-			-
Addition for income tax refund for previous year				40,979.38		40,979.38
Deletion/Adjustment during the period	-14.80			-		-14.80
As at 31.03.2024	-15,685.31	11,548.57	606.20	40,979.38	-	37,448.85

**Equity Share Capital**
**1) Current reporting period**

Balance As At 01.04.23	Change in Equity Share Capital Due to Prior Period Errors	Restated balance at the beginning of the current reporting period	Changes in equity share capital during the current year	Balance as at 31.03.24
325.192	0	0	0	325.192

**2) Previous reporting period**

Balance As At 01.04.22	Change in Equity Share Capital Due to Prior Period Errors	Restated balance at the beginning of the current reporting period	Changes in equity share capital during the current year	Balance as at 31.03.23
325.192	0	0	0	325.192

The Accompanying notes are integral part of these standalone financial statements

As per our Report of even date

For Dinesh Nangru & Co  
Chartered Accountants  
Firm Registration No. 015003N

Chander Mohan Dhall  
CFO & Whole Time Director  
DIN 01398734

Ishwar Das Chugh  
Director  
DIN 00073257

Kartik Roop Rai  
Director  
DIN 6789287

Dinesh Nangru  
Partner  
Membership No. 094779  
UDIN: 24094779BKEQSM7191  
Place: Sahibabad  
Date: 29-05-2024

Prakhar Rastogi  
Company Secretary  
M NO A69459

**Notes to the Consolidated Financial Statement (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 consolidated financial statements are presented in Indian Rupees, which is the Company's functional and presentation currency and all amounts are rounded 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 1.3. 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

derecognition 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 concerned Assets. 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

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

Name of the entity	Relationship	Country of incorporation	31 <sup>st</sup> December 2023	31 <sup>st</sup> March 2023
Atlas cycles Sonapat limited	Subsidiary	India	100%	100%
Atlas cycles (Malanpur) limited	Subsidiary	India	100%	100%
Atlas cycles (Sahibabad) limited	Subsidiary	India	100%	100%

The names of these three subsidiaries have been struck off on 30.03.2024 of Atlas Cycles Sonapat Limited and Atlas Cycles (Malanpur) Limited, on 02.03.2024 for Atlas Cycles (Sahibabad) Limited.

The Audited Financial statements of these three subsidiaries are from 01-04-2023 to 31-12-2023.

- Certain bank accounts as mentioned below in table have become non-operative due to non-KYC compliance and hence, bank statement could not be obtained for the year 2023-24. Therefore, the balances as on 31-03-24 are taken as per book of accounts:

Bank name	Account Number	Balance as per books (In Rs.)
PNB, DELHI	4209002100040187	10,682
AXIS BANK LTD, GWALIOR	15801020004626	7,518
INDIAN OVERSEAS BANK, GURGAON	12036	1,49,191
PNB-DELHI	15290029000042	56,027
ICICI BANK LTD, GURGAON	0003440301110952	17,832
HDFC, DELHI	0030310014446	12
CBI DELHI	3198856338	29,057
CORPORATION BANK DELHI	067900201550042	10,217
CBI JANPAT	1226700907	31888
CBI LUDHIANA	1253344526	173235
CBI KASHMIRI GATE	1137609588	28696
PNB TUGLAKABAD	420900CA00003336	10743
HDFC, DELHI	00030330002460	11,448
<b>TOTAL</b>		<b>5,36,546</b>

As per our Report of even date

For Dinesh Nangru & Co  
Chartered Accountants  
Firm Registration No. 015003N

Dinesh Nangru

Partner

Membership No. 094779

UDIN:24094779BKEQSM7191

Place: Sahibabad

Date: 29-05-2024

CHANDER MOHAN DHALL  
CFO & Whole Time Director

DIN:01398734

KARTIK ROOP RAI

Director

DIN: 06789287

ISHWAR DASS CHUGH  
Director

DIN:00073257

PRAKHAR RASTOGI

COMPANY Secretary

M. No. A69459

4 Property, plant and equipment  
Financial Year 2023-24

Rs. in Laos

Particulars	Gross Carrying Value				Depreciation			Net Carrying Value		
	Balance as at 1st April 2023	Additions	Adjustment	Disposals/Write-off*	Balance as at 31 March 2024	Balance as at 1st April 2023	Depreciation for the period	Other Adjustments	Balance as at 31 March 2024	Balance as at 31 March 2023
<b>Tangible assets</b>										
Land & Building	2,801.02	-	40,979.38	156.63	43,623.76	1,589.68	46.35	79.45	1,556.58	1,211.33
Plant & Machinery	5,853.81	0.30	-	440.04	5,414.07	5,143.32	134.44	440.04	4,837.73	710.49
Computer	384.74	0.50	-	-	385.23	379.09	0.19	-	379.28	5.65
Vehicles	779.31	-	-	480.79	298.52	652.89	30.52	395.35	288.06	126.42
Electrical Installation	3.44	-	-	-	3.44	1.78	0.78	-	2.56	1.66
Furniture & Fixtures	546.09	-	-	-	546.09	499.87	4.17	-	504.04	46.22
<b>Total</b>	<b>10,368.41</b>	<b>0.80</b>	<b>40,979.38</b>	<b>1,077.46</b>	<b>50,271.13</b>	<b>8,266.63</b>	<b>216.45</b>	<b>914.84</b>	<b>7,568.25</b>	<b>2,101.77</b>
Under Const.	-	-	-	-	-	-	-	-	-	-
Installation Building/ Machinery	-	-	-	-	-	-	-	-	-	-
<b>Total</b>	<b>10,368.41</b>	<b>0.80</b>	<b>40,979.38</b>	<b>1,077.46</b>	<b>50,271.13</b>	<b>8,266.63</b>	<b>216.45</b>	<b>914.84</b>	<b>7,568.25</b>	<b>2,101.77</b>
<b>Previous Year</b>	<b>12,529.78</b>	<b>1.10</b>	<b>-</b>	<b>2,162.48</b>	<b>10,368.41</b>	<b>9,209.92</b>	<b>228.87</b>	<b>1,172.16</b>	<b>8,266.63</b>	<b>-</b>

Company has charged depreciation as per useful life of assets

The Company has revalued its land at Sonipat and Shahibabad plants on 31 st march 2024 to Rs 204.50crores and Rs 208.60 crores respectively from its original value of Rs 257.75 and 72.86 respectively.

**NOTES TO FINANCIAL STATEMENTS**
**5 Non-current investment**

Particulars	As at 31 March 24 Rs in Lacs	As at 31 March 23 Rs in Lacs
<b>Investment in Equity Instruments (Unquoted, fully paid up)</b>		
<b>Equity Shares Fully Paid Up -Trade Un Quoted</b>		
Ambojini Property Developers Pvt. Ltd. *	0.14	0.14
1410 ( 1410) Equity Shares of Rs 10 each		
Godrej Landmark Redevelopers Pvt.Ltd.	-	-
NIL (2017: 66, 2016:66) Equity Shares of Rs 1000 each	-	-
-	-	-
NIL (2017: NIL, 2016:2) Equity Shares of Rs 10 each		
	<b>0.14</b>	<b>0.14</b>
<b>Investment in Debt Instruments (Unquoted, fully paid up)</b>		
A) Others (measured at cost)		
<b>10% OCD Godrej Landmark Redevelopers Pvt. Ltd.</b>	-	-
NIL (2017: 3753, 2016:10822) Debentures of Rs 100 each		
<b>10% OCD Ambojini Property Developers Pvt. Ltd. **</b>	16.06	16.06
16062 (16062) Debentures of Rs 100 each		
	<b>16.06</b>	<b>16.06</b>
<b>Unquoted Government Securities</b>		
12 years National Defence Certificate for the face value of Rs.1750 each pledged with Government authorities	0.02	0.02
7 Years National Savings Certificate pledged with Excise authorities	0.10	0.10
Less: Provision for impairment	-0.12	-0.12
	-	-
<b>Unquoted Mutual Fund</b>		
THE OCIAN'S ART FUND-(D) (46000 units of Rs 100 each)	46.00	46.00
Less: Provision for impairment	-62.32	-46.00
<b>Investment in Equity Instruments (Quoted, fully paid up)</b>		
Central Bank of India	0.79	0.79
778 (778) Equity Shares of Rs 102 each	<b>0.79</b>	<b>0.79</b>
<b>Total</b>	<b>0.79</b>	<b>17.00</b>
Aggregate Book Value of Quoted Investment	0.79	0.79
Aggregate Market Value of Quoted Investment	0.19	0.13
Aggregate Book Value of Un-Quoted Investment	6.23	77.32
Aggregate amount of impairment in value of investments	46.12	46.00

5.1

\*,\*\* The market value of unquoted investment in Ambojini property developers pvt. Ltd. is not ascertainable since the Company is under corporate insolvency resolution process.

5.2 The investment in subsidiary has completely written off as the subsidiary Company was strike off vide MCA order dated 30.03.24 &02.03.24

**6 Other financial assets**

Particulars	As at 31 March 24 Rs in Lacs	As at 31 March 23 Rs in Lacs
Fixed deposits*	-	12.00
Accrued interest	1.75	2.06
<b>Total</b>	<b>1.75</b>	<b>14.06</b>

\*6.1 Fixed deposit of NIL ( Rs 12 lakhs) is under lien with IGL

**7 Deferred tax assets (net)**

Particulars	As at 31 March 24 Rs in Lacs	As at 31 March 23 Rs in Lacs
<b>Deferred tax assets</b>		
Others	2,709	2,709
	2,709	2,709
<b>Deferred tax liabilities</b>		
Others	-	-
	-	-
<b>Net deferred tax assets</b>	<b>2,709</b>	<b>2,709</b>

**8 Other non-current assets**

Particulars	As at 31 March 24 Rs in Lacs	As at 31 March 23 Rs in Lacs
Capital advances	-	-
Deposit with government authorities	-	-
Deposit with others	79.90	83.29
Claim Recoverable *	236.24	236.24
Others**	1,363.13	1,346.51
<b>Total</b>	<b>1,679.27</b>	<b>1,666.03</b>
Less: provision	1,340.47	-
<b>Total</b>	<b>338.80</b>	<b>1,666.03</b>

- 8.1 This amount pertains to previous years on account of unauthorised/ unapproved rent payment for residence of president sonapat unit against which the Company has filled suit in jurisdictional court.
- 8.2 \*\* This amount pertains to earlier years on a/c of mis appropriation of funds by then joint president and head of the Malanpur unit.

**9 Inventories**

Particulars	As at 31 March 24 Rs in Lacs	As at 31 March 23 Rs in Lacs
(Value at lower of cost and net realisable value) (As taken, valued and certified by the management)		
Raw materials and packing material	5.29	392.79
Work-in-progress	-	-
Finished goods	-	460.52
Stock in trade	-	-
Scarp	192.00	-
Stores and spares	185.52	281.35
<b>Total</b>	<b>382.80</b>	<b>1,134.66</b>

- 9.1 **Note : Stock is valued at cost as certified by the management during the year 2021-22**



**11 Trade receivables**

Particulars	As at 31 March 24 Rs in Lacs	As at 31 March 23 Rs in Lacs
<b>Trade receivables outstanding for a period less than six months from the date they are due for payment</b>		
Unsecured, considered good	-	-
Unsecured, considered doubtful	-	-
Less: Provision for doubtful debts	-	-
<b>Trade receivables outstanding for a period exceeding six months from the date they are due for payment</b>		
Unsecured, considered good *	266.99	1,868.89
Unsecured, considered doubtful	3,211.98	1,662.93
Less: Provision for doubtful debts	-3,211.98	-1,662.93
	<b>266.99</b>	<b>1,868.89</b>
<b>Total</b>	<b>266.99</b>	<b>1,868.89</b>

- 11.1 \*The above includes Rs 53.57(53.57) (credit) as advance received against export sale in earlier years

**12 Cash and cash equivalents**

Particulars	As at 31 March 24 Rs in Lacs	As at 31 March 23 Rs in Lacs
Cash in hand	0.23	2.48
Balances with banks in :		
- Current Account (Scheduled Bank)	26.12	32.89
- On Deposits with Original maturity of less than 3 months	0.42	0.42
- Unpaid Dividend Account	-	-
<b>Total</b>	<b>26.78</b>	<b>35.80</b>

**13 Bank balance other than cash and cash equivalent**

Particulars	As at 31 March 24 Rs in Lacs	As at 31 March 23 Rs in Lacs
<b>Other Bank Balances</b>		
- Original maturity more than 12 months but maturing within one year from the Reporting Date *	16.80	16.80
- Maturity more than 12 months from the Reporting Date	-	12.00
	16.80	28.80
Less: Amount disclosed under Other non-current assets (Refer note 6 )	-	-12.00
<b>Total</b>	<b>16.80</b>	<b>16.80</b>

- 13.1 Original Fixed deposit of Rs 10 lakh pledged with SBI malanpur against OD limit of Rs 9 lakh and FD of Rs 3.06 lakh with CBI Delhi is pledged against bank Guarantee of Rs 3.06 lakh favouring dept. of customs against import.

#### 14 Current Loans

Particulars	As at 31 March 24 Rs in Lacs	As at 31 March 23 Rs in Lacs
Employee Advance *	1,406.08	1,433.20
Loans & Advances recoverable in cash or in kind	11.16	180.66
<b>Total</b>	<b>1,417.24</b>	<b>1,613.86</b>

14.1 \*This includes amount of Rs 1403.73/- which was misutilised by ex president of Malanpur unit. Against which the Company has filed suits in jurisdictional court.

#### 15 Other financial assets

Particulars	As at 31 March 24 Rs in Lacs	As at 31 March 23 Rs in Lacs
Interest Accrued on Investment/FDR	-	-
Security deposits	100.97	109.66
<b>Total</b>	<b>100.97</b>	<b>109.66</b>

#### 16 Other Current Assets

Particulars	As at 31 March 24 Rs in Lacs	As at 31 March 23 Rs in Lacs
Prepaid expenses	-	2.08
Balances with government authorities	212.66	28.50
Advances to Business Vendors	-	-
Advance income tax/ Tax deducted at source (Net of Provisions)	47.33	205.21
<b>Total</b>	<b>259.99</b>	<b>235.80</b>

#### 17 Equity share capital

Particulars	As at 31 March 24 Rs in Lacs	As at 31 March 23 Rs in Lacs
<b>Authorised</b>		
Redeemable Preference shares of Rs.100 each	30.00	30.00
194.00(194.00) Equity Shares of Rs.5/- each	970.00	970.00
	<b>1,000.00</b>	<b>1,000.00</b>
<b>Issued, Subscribed &amp; Fully Paid Up Capital</b>		
65.03(65.03) Equity Shares of Rs. 5/-each fully paid up	325.19	325.19
<b>Total</b>	<b>325.19</b>	<b>325.19</b>

**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 Rs 5 per share. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividends 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 24		As at 31 March 23	
	No. of Shares		No. of Shares	
Milton Cycles Industries Ltd	6.52%	10.02%	6.52%	10.02%
Limrose Enng Works Pvt Ltd	5.15%	7.92%	5.15%	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 24		As at 31 March 23	
	No. of Shares		No. of Shares	
Share outstanding as at the beginning of the year	65.04		65.04	
Additions during the year	-		-	
- Shares Split during the year	-		-	
Deletions during the year	-		-	
Share outstanding as at the end of the year	65.04		65.04	

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

**18 Other equity**

Particulars	As at 31 March 24		As at 31 March 23	
	Rs in Lacs		Rs in Lacs	
<b>Retained Earning</b>				
Balance as at the beginning of the year	-15,721.43		-13,406.39	
Restatement due to application of Ind AS	-		-	
(+) Net Profit/(Net Loss) For the current year as per the statement of Profit and loss	65.72		-2,329.84	
Balance as at the end of the year	-15,655.71		-15,736	
<b>General Reserve</b>				
Balance as at the beginning of the year	11,548.57		11,548.57	
Addition ( Revaluation Reserve of Rasoi Land)	-		-	
Addition ( Income tax refund for previous year)	-		-	
Deletion	-		-	
Balance as at the end of the year	11,548.57		11,548.57	
<b>Securities Premium</b>				
Balance as at the beginning of the year	606.20		606.20	
Addition	-		-	
Deletion	-		-	
Balance as at the end of the year	606.20		606.20	

<b>Fixed Assets Revaluation Reserve</b>		
Balance as at the beginning of the year	-	-
Addition	40,979.38	-
Deletion(trf to General Reserve for Rasoi land sale)	-	-
Balance as at the end of the year	40,979.38	-
<b>Item of other comprehensive income that will not be classified in profit &amp; loss</b>		
Re-measurement of the net defined benefit Plans	-	-
Addition	-	-
Deletion	-	-
Balance as at the end of the year	-	-
<b>Total other equity</b>	<b>37,478.45</b>	<b>(3,581.46)</b>

The COMPANY has revalued its land at Sonipat and Shahibabad plants on 31 st march 2024 to Rs 204.50 and Rs 208.60 (Rs. in Lacs) respectively from its original value of Rs 257.75 and Rs. 72.86 (Rs. in Lacs) respectively.

## 19 Non-current borrowing

Particulars	As at 31 March 24 Rs in Lacs	As at 31 March 23 Rs in Lacs
Secured loans		
- Inter-corporate Loans	900.00	900.00
- Public Deposits	-	-
	900.00	900.00
<b>Total</b>	<b>900.00</b>	<b>900.00</b>

19.1 \*Company has taken inter corporate loan from its associates concern Milton Cycle Industries limited of Rs 900.00(Rs.Nine crore) which carries Interest @11% P.a.

## 20 Other financial liabilities

Particulars	As at 31 March 24 Rs in Lacs	As at 31 March 23 Rs in Lacs
Permanent Deposits from Dealers	218.22	220.92
Security Deposits from Others	2.96	2.96
Advance against sale of Fixed Asets*	590.00	590.00
<b>Total</b>	<b>811.18</b>	<b>813.88</b>

20.1 This includes Rs 590.00 as advanced received against proposed sale of non-core assets being 214,216 housing board colony , murthal adda , Sonipat, 57L model Sonipat, 115-126 HBC Murthal adda Sonipat against which sale deed is pending .

## 21 Non-current provisions

Particulars	As at 31 March 24 Rs in Lacs	As at 31 March 23 Rs in Lacs
<b>Provision for employee benefits</b>		
Leave encashment	29.88	29.88
<b>Total</b>	<b>29.88</b>	<b>29.88</b>

**23 Trade payables**

Particulars	As at 31 March 24 Rs in Lacs	As at 31 March 23 Rs in Lacs
Payable to MSME parties	1,223.23	3,177.52
Payable to Others	4,958.44	7,188.11
<b>Total</b>	<b>6,181.67</b>	<b>10,365.63</b>

23.1 Creditors including MSME have filed suits in jurisdictional court/NCLT amounting Rs 3330.88 (9386.00) however the COMPANY has not provided for the interest / penalty for the claim made by the creditors including MSMEs during the financial year refer note no 40 contingent liability for details

**25 Other current liabilities**

Particulars	As at 31 March 24 Rs in Lacs	As at 31 March 23 Rs in Lacs
Statutory dues	165.78	112.07
Security deposits	2.54	2.54
Employees related payables	71.80	110.80
Others payables **	62.92	81.25
<b>Total</b>	<b>303.04</b>	<b>306.66</b>

25.1 \*\*The above figures includes Rs 26.02 (22.84) against advance received for export from foreign buyers in earlier years against which export yet to be made

**26 Current provisions**

Particulars	As at 31 March 24 Rs in Lacs	As at 31 March 23 Rs in Lacs
<b>Provision for employee benefits</b>		
Employee Benefits	1,953.44	2,150.64
Provision for dealers discount	-	-
Provision for others	232.02	212.92
<b>Total</b>	<b>2,185.46</b>	<b>2,363.56</b>

**27 Current tax liabilities (net)**

Particulars	As at 31 March 24 Rs in Lacs	As at 31 March 23 Rs in Lacs
Income Tax (Net)	9.93	-
<b>Total</b>	<b>9.93</b>	<b>-</b>

## 28 Revenue from operations

Particulars	For the year ended 31 March 2024 Rs in Lacs	For the year ended 31 March 2023 Rs in Lacs
Sale of finished goods	622.58	173.15
<b>Other operating revenue</b>		
Scrap sales	13.24	-
Export Incentive	-	-
<b>Total</b>	<b>635.82</b>	<b>173.15</b>

## 29 Other income

Particulars	For the year ended 31 March 2024 Rs in Lacs	For the year ended 31 March 2023 Rs in Lacs
Interest Income	4.61	1.54
<b>Profit on Sale of Assets (Land , Vehicle etc)</b>	<b>4,920.79</b>	<b>2.89</b>
Profit on Sale of Current Investments	-	3.57
Rental Income	-	-
Provision written back	21.29	-
Miscellaneous Income	3.00	0.00
<b>Total</b>	<b>4,949.69</b>	<b>8.00</b>

29.1 During the current financial year COMPANY has sold land at sonepat measuring 5.69 acre

## 30 Cost of material consumed

Particulars	For the year ended 31 March 2024 Rs in Lacs	For the year ended 31 March 2023 Rs in Lacs
Raw Material Consumed	1,023.98	370.42
<b>Total</b>	<b>1,023.98</b>	<b>370.42</b>

## 31 Purchases of Stock-in-Trade

Particulars	For the year ended 31 March 2024 Rs in Lacs	For the year ended 31 March 2023 Rs in Lacs
Purchases of Bicycles	-	-
<b>Total</b>	<b>-</b>	<b>-</b>

**32 Change in Inventories of Finished Goods, Work-in-progress and Stock-in-Trade**

Particulars	For the year ended 31 March 2024 Rs in Lacs	For the year ended 31 March 2023 Rs in Lacs
<b>Opening stock</b>		
Finished goods	460.52	489.48
Stock-in-trade	-	-
Scrap	-	-
Work-in-progress	-	-
	460.52	489.48
<b>Closing stock</b>		
Finished goods	5.29	460.52
Stock-in-trade	-	-
Scrap	192.00	-
Work-in-progress	-	-
	197.29	460.52
(Increase)/ Decrease in Stock	263.23	28.96
<b>Total</b>	<b>263.23</b>	<b>28.96</b>

**32.1 The finished goods valued at cost or or net reliaseable value which ever is less**
**33 Employee benefit expenses**

Particulars	For the year ended 31 March 2024 Rs in Lacs	For the year ended 31 March 2023 Rs in Lacs
Salaries and Wages	231.81	638.14
Contribution to Provident and Other Funds	27.46	24.88
Staff Welfare and Training Expenses	8.79	38.84
<b>Total</b>	<b>268.07</b>	<b>701.86</b>

**34 Finance Costs**

Particulars	For the year ended 31 March 2024 Rs in Lacs	For the year ended 31 March 2023 Rs in Lacs
Interest Expense	0.72	3.48
Other Borrowing Costs	2.95	1.65
<b>Total</b>	<b>3.66</b>	<b>5.14</b>

**35 Depreciation and amortization expense**

Particulars	For the year ended 31 March 2024 Rs in Lacs	For the year ended 31 March 2023 Rs in Lacs
Depreciation on property, plant & equipment	216.45	228.87
<b>Total</b>	<b>216.45</b>	<b>228.87</b>

### 36 Other Expenses

Particulars	For the year ended 31 March 2024 Rs in Lacs	For the year ended 31 March 2023 Rs in Lacs
Freight outward & handling charges	12.03	16.40
Packing Material Consumed	20.62	18.43
Stores and Spare Parts Consumed	3.03	114.86
Power & Fuel	51.50	47.66
Repairs and Maintenance:		
Buildings	0.79	0.50
Plant & Machinery	3.10	0.10
Others	16.56	28.17
Travelling & conveyance	26.47	44.54
Advertisement and sales promotion	3.86	-
Rates & Taxes	189.86	7.27
Commission to agents	-	4.54
Printing & Stationery, Postage & Telephone	8.97	5.42
Insurance	5.16	14.22
Legal Fees	0.55	-
Rent	-	13.81
Payment to Auditors (Refer Note below 30.1)	-	-
Loss on sale of property, plant and equipment	-	551.69
Director Sitting fees	6.05	3.12
Donations	0.08	0.16
Bad debt written off	1,754.07	235.50
Provision for claim recoverable from Arun Kapoor.	1,340.47	-
Miscellaneous Expenses	291.29	69.35
<b>Total</b>	<b>3,734.46</b>	<b>1,175.75</b>

#### 36.1 Payment to Auditor

Particulars	For the year ended 31 March 2024 Rs in Lacs	For the year ended 31 March 2023 Rs in Lacs
<b>As Auditor:</b>		
Statutory Audit fee		
Tax Audit Fee		
<b>In other Capacity</b>		
For Other Services including Certifications		
<b>Total</b>		

**No provision for Audit Fees , Tax Audit Fees has been made for Fy 2020-21, 2021-22 , 2022-23 and 2023-24**

### 37 FINANCIAL RISK MANAGEMENT

The Company's principal financial liabilities, other than derivatives, comprise 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 expose 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 analyses in the following sections relate to the position as at 31st March 2024 and 31st March 2023.

The analyses 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 Company'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:

Particulars	As at 31st March, 2024	As at 31st March, 2023
Variable rate borrowings	-	-
Fixed rate borrowings	900	900
<b>Total borrowings</b>	<b>900</b>	<b>900</b>

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

Particulars	As at 31st March, 2024		As at 31st March, 2023	
	Balance	% of total loans	Balance	% of total loans
Loans repayable on demand (Cash Credit)	-	-	-	-
<b>Net exposure to cash flow interest rate risk</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>

(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-24	31-Mar-23	31-Mar-23	31-Mar-22
Decrease in Profit before Tax	+50	+50	+50	+50
Increase in Profit before Tax	- 50	- 50	- 50	- 50

**(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 31st March 2023
Trade Receivables	USD	-

**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 receivable.

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 liabilities**

As at 31-03-2024	Carrying Amount	On Demand	Less than 12 months	More than 1 years	Total
Borrowings	900	-	-	900	900
Trade payables	6,182	1,674	4,508	-	6,182
Other Liabilities	811	-	-	811	811
<b>Total</b>	<b>7,893</b>	<b>1,674</b>	<b>4,508</b>	<b>1,711</b>	<b>7,893</b>

As at 31-03-2023	Carrying Amount	On Demand	Less than 12 months	More than 1 years	Total
Borrowings	900	-	-	900	900
Trade payables	10,366	4,163	6,202	-	10,366
Other Liabilities	814	-	-	814	814
<b>Total</b>	<b>12,080</b>	<b>4,163</b>	<b>6,202.40</b>	<b>1,714</b>	<b>12,080</b>

**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 capital 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.

Particulars	As at 31st March 2024	As at 31st March 2023
Debt	900	900
Cash & bank balances	44	53
Net Debt (A)	856	847
Total Equity (B)	37,804	(3,256)
Total Equity and Net Debt (C)	38,660	(2,409)
<b>Gearing Ratio (A/C)</b>	2.22%	-35.18%

**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**

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

<b>Investment Risk</b>	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.
------------------------	--

Employers Contribution to Gratuity Fund	11,017,165
---	------------

40	Contingent Liabilities In Respect Of	2023-24	2022-23
a)	Surety bonds in favour of government		5
b)	Guarantees given by bank		12
c)	Guarantees In respect of Entry Tax matters		
d)	Guarantees In respect of Sales Tax matters		791
e)	Property Tax		103
f)	Interest on Pending Litigations (MSME 81797230, DISTICT 32823433)	1,146	1,564
g)	Bank Gurantee in favour of Custom deptt.		3.06

**41 Details Of Raw Material Consumed During The Year**

	Units	2024 Quantity (in lacs)	Value Rs.	2023 Quantity (in lacs)	Value Rs.
(i) Sheets & Strips	Kgs.				
(ii) Tyres	Nos.				
(iii) Tubes	Nos.				
(iv) Rims	Nos.				
(v) Other Items	-	-	-	-	93
(vi) Components	-		1,024		278
			<b>1,024</b>		<b>370</b>

#### 42 Value Of Imported And Indigenous Raw Material And Components Consumed During The Year

	Value (Rs.)	Indigenous Percentage	Value (Rs.)	Imported Percentage
(i) Raw Material	- 0	100 (100)	NIL NIL	0 (0)
(ii) Components	1,024 (370)	100.00 (100.00)	- -	100.00 0.00

Previous Year figures are shown in brackets.

#### 43 VALUE OF TOTAL IMPORTS ON CIF BASIS

	2024 Rs.	2023 Rs.
(i) Raw Material, Components & Spare Parts	-	278
(ii) Capital Goods	-	-
	<u>-</u>	<u>278</u>

#### 44 EXPENDITURE IN FOREIGN CURRENCY

(i) Commission on export	-	-
(ii) Foreign Tours	-	-
(iii) Foreign Publicity & exhibition	-	-

#### 45 EARNINGS IN FOREIGN EXCHANGE

F.O.B. Value of goods exported	-	-
--------------------------------	---	---

#### 46 RELATED PARTY DISCLOSURES

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

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

i) (P) Ltd

**Subsidiary Companies are:** Atlas Cycles Sonapat Ltd, Atlas Cycles (Sahibabad) Ltd, Atlas Cycles

ii) (Malanpur) Ltd.,

The name of subsidiaries struck off vide MCA order dated 30.03.24 and 02.03.24

**Directors (As at 31.03.2024) :** Sh. I.D.Chugh, Sh. Kartik Roop Rai, Sh. Sanjiv Kavaljit Singh, Ms. Sadhna Syal, Sh Chander Mohan Dhall, Sh Anuj Goyal, Sh Des Raj Dhingra

##### B. Transactions with the Associated Parties and Subsidiaries

	2024	2023
Sale of Goods	-	-
Purchase of Goods	-	-
Balance at year end	1,119	1,339
Intercorporate Loan	900	900

##### C. Transactions with key managerial persons:

	2024	2023
Remunerations:	14	453

**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:

Particulars	Year ended 31.03.2024	Year ended 31.03.2023
Issued Equity Shares ( 65,03,838 of Rs 5 each)	65.04	65.04
Add/ Less: Adjustments (Refer note)	-	-
Weighted average number of equity shares in calculating basic & diluted EPS (A)	65.04	65.04

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

Particulars	Year ended 31.03.2024	Year ended 31.03.2023
Profit for the year	66	(2,330)
Add/ Less: Adjustments	-	-
Net profit/ (loss) as per Statement of Profit & Loss (for calculation of basic & diluted EPS (B))	66	(2,330)
Basic Earnings per Share (₹) (B/A)	1.01	(35.82)
Diluted Earnings per Share (₹) (B/A)	1.01	(35.82)

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.

**50 Additional notes to the Consolidated financial Statement as required under Schedule 3 of Companies Act, 2013**
**Note 1 Trade Receivables Aging (31.03.24)**

Particulars	Outstanding for following periods from due date of payment					
	Less than 6 Months	6 Months -1Year	1-2 Years	2-3 Years	more then years	Total
Secured considered Good	0			266.99		266.99
Undisputed Trade Receivables- Considered Goods						

Undisputed Trade Receivables- Considered Doubtfull						
Undisputed Trade Receivables- Credit risk						
Undisputed Trade Receivables- Credit impired						
Dispute Tradev receivable consedered good						
Dispute trade receivable which have significant increase in credit risk						
Dispute Trade receivable credit impaired					-	-

**Trade Receivables Aging (31.03.23)**

Particulars	Outstanding for following periods from due date of payment					
	Less than 6 Months	6 Months -1Year	1-2 Years	2-3 Years	more then years	Total
<b>Secured considered Good</b>						
<b>Undisputed Trade Receivables- Considered Goods</b>			17.05	47.77	1,804.06	1,868.89
Undisputed Trade Receivables- Considered Doubtfull						-
Undisputed Trade Receivables- Credit risk				0	1,662.93	1,662.93
Undisputed Trade Receivables- Credit impired						
Dispute Tradev receivable consedered good						
Dispute trade receivable which have significant increase in credit risk						
Dispute Trade receivable credit impaired						

**Note 2 Trade Payable Ageing (31.03.24)**

Particulars	Outstanding for following periods from due date of payment				
	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	Total
<b>MSME</b>	-			1,223.23	1,223.23
<b>Others</b>				4,958.44	4,958.44
<b>Disputed Dues MSME</b>					-
<b>Disputed Dues -Others</b>					-
<b>Total</b>	-	-	-	6,181.67	6,181.67

**Trade Payable Ageing (31.03.23)**

Particulars	Outstanding for following periods from due date of payment				
	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	Total
<b>MSME</b>				552.41	552.41
<b>Others</b>				1,120.55	1,120.55
<b>Disputed Dues MSME</b>				2,625.11	2,625.11
<b>Disputed Dues -Others</b>				6,067.56	6,067.56
<b>Total</b>	-	-	-	10,365.63	10,365.63

**Note 3 Share Holding Pattern of Promoters**

Name of Promoter	No. of Shares at the beginning of the year	Changes during the year	No. of Shares at the end of the year	Percentage	% Changes during the year
Mr. Vikram Kapur	63,985	-	63,985	0.98	-
Mrs. Neely Kapur	-	-	-	0.00	-
Vikram Kapur (HUF)	41,320	-	41,320	0.64	-
B.D.Kapur (HUF)	-	-	-	0.00	-
Mr. Angad Kapur	51,800	-	51,800	0.80	-
Mrs. Bimla Kapur	-	-	-	0	-
Mr. Rajiv Kapur	86,290	-	86,290	1.33	-
Rajiv Kapur HUF	94,438	-	94,438	1.45	-
Meera Kapur	23,646	-	23,646	0.36	-
Mrs. Achla Bawa	99	-	99	0.00	-
Mr. Arun Kapur	176	-	176	0.00	-
Mrs. Raoshmi Kapur	27,084	-	27,084	0.42	-
Mr. Akshay Kapur	26,124	-	26,124	0.40	-
Mr. Ashwath Kapur	26,124	-	26,124	0.40	-
Mr. Gautam Kapur	276,450	-	276,450	4.25	-
Mrs. Bindu Kapur	24,262	-	24,262	0.37	-
Mr. Abhinav Kapur	48,700	-	48,700	0.75	-
Mr. Jai Dev Kapur (HUF)	-	-	-	0.00	-
Mr. Girish Kapur	141,684	-	141,684	2.18	-
Mrs. Radhika Girish Kapur	132,968	-	132,968	2.04	-
Mr. Rishav Kapur	37,390	-	37,390	0.57	-
Mr. Rahul Kapur	37,388	-	37,388	0.57	-
Malti P Mehra	2	-	2	0.00	-
Madhvi Malhotra	21,832	-	21,832	0.34	-
Mr. Sanjay Kapur	230,422	-	230,422	3.54	-
Sanjay Kapur (HUF)	36,678	-	36,678	0.56	-
Mrs. Sakshi Kapur	13,460	-	13,460	0.21	-
Mr. Salil Kapur	-	-	-	0.00	-
Mr. Siddhant Kapur	43,324	-	43,324	0.67	-
Mr. Prashant Kapur	26,198	-	26,198	0.40	-
Mr. Ashwin Kapur	26,198	-	26,198	0.40	-
Mrs. Renu Aggarwal	2	-	2	0.00	-
Janki Das & Sons Private Ltd	14,282	-	14,282	0.22	-
Limrose Engineering Works Private Ltd	515,300	-	515,300	7.92	-
Milton Cycle Industries Ltd	651,692	-	651,692	10.02	-
Corona Rim Manufacturing Co. Ltd	7,176	-	7,176	0.11	-
	<b>2,726,494</b>	-	<b>2,726,494</b>	<b>41.92</b>	-

As per our Report of even date

For Dinesh Nangru & Co  
Chartered Accountants  
Firm Registration No. 015003N

Dinesh Nangru

Partner

Membership No. 094779

UDIN:24094779BKEQSM7191

Place: Sahibabad

Date: 29-05-2024

CHANDER MOHAN DHALL  
CFO & Whole Time Director

DIN:01398734

KARTIK ROOP RAI

Director

DIN: 06789287

ISHWAR DASS CHUGH  
Director

DIN:00073257

PRAKHAR RASTOGI

Company Secretary

M. No. A69459

**Statement on Impact of Audit Qualifications (for audit report with modified opinion) submitted  
Along-with Annual Audited Financial Results - (Consolidated)**

<b>Statement on Impact of Audit Qualifications for the Financial Year ended March 31,2024 (See Regulation 33 / 52 of the SEBI (LODR) (Amendment) Regulations, 2016]</b>				
<b>I</b>	<b>Sl. No.</b>	<b>Particulars</b>	<b>Audited Figures (as reported before adjusting for qualifications) (In Lacs)</b>	<b>Adjusted Figures (audited figures after adjusting for qualifications) (In Lacs)</b>
	1	Total income	5585.51	5585.51
	2	Total Expenditure	5531.76	5629.76
	3	Net Profit/(Loss)	53.75	44.25
	4	Earnings Per Share (Rs.)	0.85	0.85
	5	Total Assets	48224.80	48224.80
	6	Total Liabilities	10421.16	10549.16
	7	Net Worth	37803.64	37675.64
	8.	Any other financial item(s) (as felt appropriate by the management)	-	-
<b>II</b>	<b>Audit Qualification (each audit qualification separately):</b>			
	<b>A. Details of Audit Qualification:</b>			
	1. We unable to comment on the current status of suit filed for earlier year by the Company for criminal and recovery. Proceedings filed for above referred matters.			
	2. <b>Type of Audit Qualification</b> : Qualified Opinion			
	3. <b>Frequency of qualification</b> : Fourth time			
	4. <b>For Audit Qualification(s) where the impact is quantified by the auditor, Management's Views:</b>			
	Regarding current status of the suits filed for earlier years by the Company for criminal and recovery court proceedings are in process and are being regularly contested by the Company to protect Company's interest.			
	5. <b>For Audit Qualification(s) where the impact is not quantified by the auditor:</b>			
	i. <b>Management's estimation on the impact of audit qualification</b> : N.A			
	ii. <b>If management is unable to estimate the impact, reasons for the same</b> : N.A			
	iii. <b>Auditors' Comments on (1) or (II) above</b> : N.A			



	<p><b>B. Details of Audit Qualification:</b></p> <ol style="list-style-type: none"> <li>1. The Physical Stock taking at Sonepat and Sahibabad units have not been carried out as at the Balance Sheet date hence we are unable to comment on the physical stock position at Sonepat and Sahibabad unit amounting to Rs. 1,92,00,000/- and Rs. 1,90,80,495/- respectively.</li> <li>2. <b>Type of Audit Qualification :</b> Qualified Opinion</li> <li>3. <b>Frequency of qualification:</b> Fourth time</li> <li>4. <b>For Audit Qualification(s) where the impact is quantified by the auditor, Management's Views:</b> Since no substantial commercial activities carried out during the reporting year, only old/dead/obsolete stocks were there at plants which were already covered during previous years stock taking. This year stock takings are done at plants level only by internal staff of the Company.</li> <li>5. <b>For Audit Qualification(s) where the impact is not quantified by the auditor:</b> <ol style="list-style-type: none"> <li>i. <b>Management's estimation on the impact of audit qualification:</b> N.A</li> <li>ii. <b>If management is unable to estimate the impact, reasons for the same:</b> N.A</li> <li>iii. <b>Auditors' Comments on (1) or (II) above:</b> N.A</li> </ol> </li> </ol>
	<p><b>C. Details of Audit Qualification:</b></p> <ol style="list-style-type: none"> <li>1. Since the Company is not having its manufacturing activities operational as on the date of report, the stock is valued at cost instead of valued at cost or net realizable value whichever is lower, Quantification of effect is not ascertainable in absence of Net realizable value, marketability and usability of stock</li> <li>2. <b>Type of Audit Qualification :</b> Qualified Opinion</li> <li>3. <b>Frequency of qualification:</b> Fourth time</li> <li>4. <b>For Audit Qualification(s) where the impact is quantified by the auditor, Management's Views:</b> As per the management view, efforts for the revival of the Company are being made hence accounts are prepared as per going concern and stocks are valued at cost for Sahibabad unit which is in operation and at Net realisable value for Sonepat Unit which is lying closed.</li> <li>5. <b>For Audit Qualification(s) where the impact is not quantified by the auditor:</b> <ol style="list-style-type: none"> <li>i. <b>Management's estimation on the impact of audit qualification:</b> N.A</li> <li>ii. <b>If management is unable to estimate the impact, reasons for the same:</b> N.A</li> <li>iii. <b>Auditors' Comments on (1) or (II) above:</b> N.A</li> </ol> </li> </ol>
	<p><b>D. Details of Audit Qualification:</b></p> <ol style="list-style-type: none"> <li>1. In absence of reconciliation with individual debtors and in absence of balance confirmations from debtors, we are unable to comment upon position of debtors of Rs. 2, 66, 99,250/-considered as good.</li> <li>2. <b>Type of Audit Qualification :</b> Qualified Opinion</li> <li>3. <b>Frequency of qualification:</b> Fourth time</li> <li>4. <b>For Audit Qualification(s) where the impact is quantified by the auditor, Management's Views:</b> Due to no operations and no supply to debtors, debtors are not cooperating for reconciliation despite various efforts. Efforts will be made to get it reconciled in best possible way.</li> <li>5. <b>For Audit Qualification(s) where the impact is not quantified by the auditor:</b> <ol style="list-style-type: none"> <li>i. <b>Management's estimation on the impact of audit qualification:</b> N.A</li> <li>ii. <b>If management is unable to estimate the impact, reasons for the same:</b> N.A</li> <li>iii. <b>Auditors' Comments on (1) or (II) above:</b> N.A</li> </ol> </li> </ol>

	<p><b>E. Details of Audit Qualification:</b></p> <ol style="list-style-type: none"> <li>1. The Company has not provided for the interest on overdue outstanding payment of creditors including MSMEs and on suits filed by creditors in different courts. Exact quantum of liability is not ascertainable in absence of reconciliations with suppliers and balance confirmations by suppliers; however, the Company has disclosed in contingent liability regarding claims of interest filed by creditors in different courts.</li> <li>2. <b>Type of Audit Qualification :</b> Qualified Opinion</li> <li>3. <b>Frequency of qualification:</b> Fourth time</li> <li>4. <b>For Audit Qualification(s) where the impact is quantified by the auditor, Management's Views:</b>  <p>The Company has not provided for the interest on overdue outstanding payment of creditors including MSMEs and on suits filed by creditors in different courts as the management is confident of settlement of all outstanding dues with the vendors without payment of any interest as has already been done in the past in settlement of 37 IBC &amp; other cases with the creditors. However, the Company has disclosed in contingent liability regarding claims of interest filed by creditors in different courts.</p> </li> <li>5. <b>For Audit Qualification(s) where the impact is not quantified by the auditor:</b> <ol style="list-style-type: none"> <li>i. <b>Management's estimation on the impact of audit qualification:</b> N.A</li> <li>ii. <b>If management is unable to estimate the impact, reasons for the same:</b> N.A</li> <li>iii. <b>Auditors' Comments on (1) or (II) above:</b> N.A</li> </ol> </li> </ol>
	<p><b>F. Details of Audit Qualification:</b></p> <ol style="list-style-type: none"> <li>1. The significant policies to the statement, we are unable to comment on certain current accounts with banks as we have not been provided with certain bank statements for the year under report claimed to be non- operative in books of the Company.</li> <li>2. <b>Type of Audit Qualification :</b> Qualified Opinion</li> <li>3. <b>Frequency of qualification:</b> Fourth time</li> <li>4. <b>For Audit Qualification(s) where the impact is quantified by the auditor, Management's Views:</b> All current operational bank accounts are duly reconciled. However, reconciliation with certain old bank accounts which are not in operation today have not been made as the accounts are inactive and no significant amounts are lying in the bank accounts.</li> <li>5. <b>For Audit Qualification(s) where the impact is not quantified by the auditor:</b> <ol style="list-style-type: none"> <li>i. <b>Management's estimation on the impact of audit qualification:</b> N.A</li> <li>ii. <b>If management is unable to estimate the impact, reasons for the same:</b> N.A</li> <li>iii. <b>Auditors' Comments on (1) or (II) above:</b> N.A</li> </ol> </li> </ol>

	<p><b>G. Details of Audit Qualification:</b></p> <ol style="list-style-type: none"> <li>1. Special attention is brought on unquoted investment in equity shares and debentures.</li> <li>2. <b>Type of Audit Qualification :</b> Qualified Opinion</li> <li>3. <b>Frequency of qualification:</b> Fourth time</li> <li>4. <b>For Audit Qualification(s) where the impact is quantified by the auditor, Management's Views:</b> Qualification is self-explanatory. However hundred percent provision for all such investments had been provided for in the books of accounts.</li> <li>5. <b>For Audit Qualification(s) where the impact is not quantified by the auditor:</b> <ol style="list-style-type: none"> <li>i. <b>Management's estimation on the impact of audit qualification:</b> N.A</li> <li>ii. <b>If management is unable to estimate the impact, reasons for the same:</b> N.A</li> <li>iii. <b>Auditors' Comments on (1) or (II) above:</b> N.A</li> </ol> </li> </ol>
	<p><b>H. Details of Audit Qualification:</b></p> <ol style="list-style-type: none"> <li>1. We are unable to comment upon transaction relating Rs. 5, 90, 00,000/- as advance received against sale of non- core asset in absence of Proper Agreement to sell/ Sale deed or explanation provided to us.</li> <li>2. <b>Type of Audit Qualification :</b> Qualified Opinion</li> <li>3. <b>Frequency of qualification:</b> Fourth time</li> <li>4. <b>For Audit Qualification(s) where the impact is quantified by the auditor, Management's Views:</b> Due to some dispute over the transaction, sale deed is yet to be executed and the matter is sub-judice.</li> <li>5. <b>For Audit Qualification(s) where the impact is not quantified by the auditor:</b> <ol style="list-style-type: none"> <li>i. <b>Management's estimation on the impact of audit qualification:</b> N.A</li> <li>ii. <b>If management is unable to estimate the impact, reasons for the same:</b> N.A</li> <li>iii. <b>Auditors' Comments on (1) or (II) above:</b> N.A</li> </ol> </li> </ol>
	<p><b>I. Details of Audit Qualification:</b></p> <ol style="list-style-type: none"> <li>1. The Company has not provided for deferred tax Liability/ Deferred tax asset during the year 2023-24</li> <li>2. <b>Type of Audit Qualification :</b> Qualified Opinion</li> <li>3. <b>Frequency of qualification:</b> Fourth time</li> <li>4. <b>For Audit Qualification(s) where the impact is quantified by the auditor, Management's Views:</b> Due to uncertainty of future profits, deferred tax asset has not been provided for.</li> <li>5. <b>For Audit Qualification(s) where the impact is not quantified by the auditor:</b> <ol style="list-style-type: none"> <li>i. <b>Management's estimation on the impact of audit qualification:</b> N.A</li> <li>ii. <b>If management is unable to estimate the impact, reasons for the same:</b> N.A</li> <li>iii. <b>Auditors' Comments on (1) or (II) above:</b> N.A</li> </ol> </li> </ol>

J.	<p><b>Details of Audit Qualification:</b></p> <ol style="list-style-type: none"> <li>The Company has not provided reconciliation of books with AIS, TIS and 26AS “Annual Tax Statement” as per Income Tax</li> <li><b>Type of Audit Qualification :</b> Qualified Opinion</li> <li><b>Frequency of qualification:</b> Fourth time</li> <li><b>For Audit Qualification(s) where the impact is quantified by the auditor, Management’s Views:</b> Due to few entries in AIS/26AS which doesn’t belong to the Company, and in absence of proper details by the department, complete/detailed reconciliation is pending.</li> <li><b>For Audit Qualification(s) where the impact is not quantified by the auditor:</b> <ol style="list-style-type: none"> <li><b>Management’s estimation on the impact of audit qualification:</b> N.A</li> <li><b>If management is unable to estimate the impact, reasons for the same:</b> N.A</li> <li><b>Auditors’ Comments on (1) or (II) above:</b> N.A</li> </ol> </li> </ol>
K.	<p><b>Details of Audit Qualification:</b></p> <ol style="list-style-type: none"> <li>The Company has defaulted in repayment of Inter corporate Loan within stipulated time as per the agreed terms. Further, the Company has not recognized interest expense on the borrowings of the Company. The accumulated interest not provided as on 31st March 2024 is Rs. 3,96,00,000/- (including Rs. 99,00,000/- for the financial years 2023-24, Rs. 99,00,000/- for the financial years 2022-23, Rs. 99,00,000/- 2021-22 and Rs. 99,00,000/- 2020-21, calculated at simple interest rate) which is not in accordance with the requirement of IND- AS 23; Borrowing Cost. The Company has understated losses to the tune of Rs. 99,00,000/- for FY 2023-24</li> <li><b>Type of Audit Qualification :</b> Qualified Opinion</li> <li><b>Frequency of qualification:</b> Fourth time</li> <li><b>For Audit Qualification(s) where the impact is quantified by the auditor, Management’s Views:</b> Qualification is self-explanatory.</li> <li><b>For Audit Qualification(s) where the impact is not quantified by the auditor:</b> <ol style="list-style-type: none"> <li><b>Management’s estimation on the impact of audit qualification:</b> N.A</li> <li><b>If management is unable to estimate the impact, reasons for the same:</b> N.A</li> <li><b>Auditors’ Comments on (1) or (II) above:</b> N.A</li> </ol> </li> </ol>
L.	<p><b>Details of Audit Qualification:</b></p> <ol style="list-style-type: none"> <li>The Company has not provided for Statutory Audit fee during the financial year, hence understated losses to the tune of Rs. 29,00,000. The accumulated Statutory Audit fee not provided as on 31st March 2024 is Rs. 1,16,00,000/- (including Rs. 29,00,000/- for the financial years 2023-24, Rs. 29,00,000/- for the financial years 2022-23, Rs. 29,00,000/- for the financial years 2021-22 and Rs. 29,00,000/- 2020-21).</li> <li><b>Type of Audit Qualification :</b> Qualified Opinion</li> <li><b>Frequency of qualification:</b> Fourth time</li> <li><b>For Audit Qualification(s) where the impact is quantified by the auditor, Management’s Views:</b> Audit fees is to be accounted for in the year of audit is carried out.</li> <li><b>For Audit Qualification(s) where the impact is not quantified by the auditor:</b> <ol style="list-style-type: none"> <li><b>Management’s estimation on the impact of audit qualification:</b> N.A</li> <li><b>If management is unable to estimate the impact, reasons for the same:</b> N.A</li> <li><b>Auditors’ Comments on (1) or (II) above:</b> N.A</li> </ol> </li> </ol>

	<p><b>M. Details of Audit Qualification:</b></p> <ol style="list-style-type: none"> <li>1. The Company has neither exported goods nor disclosed advance against export sales as per FEMA regulations amounting Rs. 26,02,620/- in Sahibabad unit and Rs. 53,57,299/- in Sonepat unit respectively.</li> <li>2. <b>Type of Audit Qualification :</b> Qualified Opinion</li> <li>3. <b>Frequency of qualification:</b> Fourth time</li> <li>4. <b>For Audit Qualification(s) where the impact is quantified by the auditor, Management's Views:</b> These amounts are very old and unreconciled balances with buyers and reconciliations are pending.</li> <li>5. <b>For Audit Qualification(s) where the impact is not quantified by the auditor:</b> <ol style="list-style-type: none"> <li>i. <b>Management's estimation on the impact of audit qualification:</b> N.A</li> <li>ii. <b>If management is unable to estimate the impact, reasons for the same:</b> N.A</li> <li>iii. <b>Auditors' Comments on (1) or (II) above:</b> N.A</li> </ol> </li> </ol>
	<p><b>N. Details of Audit Qualification:</b></p> <ol style="list-style-type: none"> <li>1. The Company has not provided for Gratuity liability as per IND-AS 19 as on Balance Sheet date and further we are unable to quantify the effect of the same due to unavailability of Actuarial valuations and significant records.</li> <li>2. <b>Type of Audit Qualification :</b> Qualified Opinion</li> <li>3. <b>Frequency of qualification:</b> Fourth time</li> <li>4. <b>For Audit Qualification(s) where the impact is quantified by the auditor, Management's Views:</b> The Company has paid gratuity to all the retiring/retired employees on cash basis hence no provision is required.</li> <li>5. <b>For Audit Qualification(s) where the impact is not quantified by the auditor:</b> <ol style="list-style-type: none"> <li>i. <b>Management's estimation on the impact of audit qualification:</b> N.A</li> <li>ii. <b>If management is unable to estimate the impact, reasons for the same:</b> N.A</li> <li>iii. <b>Auditors' Comments on (1) or (II) above:</b> N.A</li> </ol> </li> </ol>
<p><b>III</b></p>	<p><b>signatories:</b></p> <ul style="list-style-type: none"> <li>• CFO</li> <li>• Audit Committee Chairman</li> <li>• Statutory Auditor</li> </ul> <p>Place: Sahibabad Date: 29-05-2024</p>

**NOTICE****TO THE SHAREHOLDERS/MEMBERS**

Notice is hereby given that the 73<sup>rd</sup> Annual General Meeting (“AGM”) of the members of **Atlas Cycles (Haryana) Limited** (“Company”) will be held on Friday, 05<sup>th</sup> July, 2024 at 11:15 A.M. (I.S.T.) at Hotel Sagar, 148-R, Model Town, Atlas Road, Sonapat-131001, Haryana to transact the following business(es):

**ORDINARY BUSINESS:**

1. To consider and adopt audited Standalone & Consolidated financial statements of the Company for the financial year ended 31st March, 2024 and the Reports of the Board of Directors and Auditors thereon; and
2. To consider and approve the amendment in the Shareholders’ resolution passed in the 71st AGM of the Company for appointment of Statutory Auditors M/s. Dinesh Nagru & Co., Chartered Accountants (FRN: 015003N) for a second term of 5 years as against the earlier resolution of 2 years. The second term of Statutory Auditors would stand revised for a total period of 5 years i.e. addition of 3 consecutive years and they hold the office of Statutory Auditors till the conclusion of 76th AGM of the Company to be held in the year 2027.

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

“**RESOLVED THAT** pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder (including any statutory modification(s) or re-enactments thereof for the time being in force) and pursuant to the recommendations of the Audit Committee and the Board of Directors of the Company, the resolution of members

dated 24th July 2023, passed in the 71st Annual General Meeting of the Company to appoint M/s. Dinesh Nagru & Co., Chartered Accountants (FRN: 015003N) for a period of 2 years, shall stand revised and accordingly, M/s. Dinesh Nagru & Co., Chartered Accountants (FRN: 015003N) are hereby appointed for a term of five consecutive years from the conclusion of 71st AGM till the conclusion of 76th AGM of the Company, to be held in the year 2027 by addition of 3 consecutive years, on such remuneration plus GST, out-of-pocket expenses, as may be mutually agreed upon by the Board of Directors and the Statutory Auditors;

**RESOLVED FURTHER THAT** the Board of Directors of the Company (which expression shall also include a Committee thereof) and Company Secretary jointly and severally be authorized 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.”

**SPECIAL BUSINESS:**

2. To consider the appointment of Mr. Kartik Roop Rai (DIN: 06789287) as Non-Executive Director, liable to retire by rotation and if thought fit, to pass with or without modification(s) the following resolution as **Ordinary Resolution**:

“**RESOLVED THAT** in accordance with the provisions of Sections 152 and 161 and other applicable provisions of the Companies Act,

2013 ("Act") and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Kartik Roop Rai (DIN: 06789287), who was appointed by the board as additional Director w.e.f. 01<sup>st</sup> June 2024, be and is hereby appointed as Non-Executive Non Independent Director of the Company under such terms and remuneration as may be decided between the board and the Director, being liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors and Company Secretary of the Company (including any committee/official authorized by the Board of Directors for this purpose) severally be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, proper or expedient in order to give effect to the above resolution and for matters connected therewith or incidental thereto and to settle any questions, difficulties or doubts that may arise in this regard."

3. To consider the appointment of Mr. Sanjiv Kavaljit Singh (DIN: 00015689) as a Non-Executive Non-Independent Director, liable to retire by rotation and if thought fit, to pass with or without modification(s) the following resolution as **Ordinary Resolution**:

**"RESOLVED THAT** in accordance with the provisions of Sections 152 and 161 and other applicable provisions of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Sanjiv Kavaljit Singh (DIN: 00015689),

who was appointed by the board as additional Director w.e.f. 01<sup>st</sup> June 2024, be and is hereby appointed as Non-Executive Non Independent Director of the Company under such terms and remuneration as may be decided between the board and the Director, being liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors of the Company and Company Secretary (including any committee/official authorized by the Board of Directors for this purpose) severally be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, proper or expedient in order to give effect to the above resolution and for matters connected therewith or incidental thereto and to settle any questions, difficulties or doubts that may arise in this regard."

4. To consider the appointment of Mrs. Sadhna Syal (DIN: 07837529) as Non-Executive Non-Independent Director, liable to retire by rotation and in this regard, to consider and if thought fit, to pass with or without modification(s) the following resolution as **Ordinary Resolution**:

**"RESOLVED THAT** in accordance with the provisions of Sections 152 and 161 and other applicable provisions of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mrs. Sadhna Syal (DIN: 07837529), who was appointed by the board as additional Director w.e.f. 01<sup>st</sup> June 2024, be and is hereby appointed as Non-Executive Non Independent Director of the Company under such terms and remuneration as may be decided between the board and the Director, being liable to retire by rotation.



**RESOLVED FURTHER THAT** the Board of Directors and Company Secretary of the Company (including any committee/official authorized by the Board of Directors for this purpose) severally be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, proper or expedient in order to give effect to the above resolution and for matters connected therewith or incidental thereto and to settle any questions, difficulties or doubts that may arise in this regard.”

5. To consider the appointment of **Mr. Ishwar Das Chugh (DIN: 00073257) who is now aged about 85 years (exceeded the age limit of 75 years)**, as an Independent Director and if thought fit, to pass with or without modification(s) the following resolution as **Special Resolution**:

“**RESOLVED THAT** in accordance with the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Ishwar Das Chugh (DIN: 00073257) aged about 85 years, who was appointed as an Additional Director (Non-executive & Independent) of the Company by the Board of Directors w.e.f. 01<sup>st</sup> June, 2024, and who holds office till the conclusion of this Annual General Meeting of the Company in terms of Section 161 of the Act and the Listing Regulations, be and is hereby appointed as Independent Director of the Company and to hold office for a term of five consecutive years with effect from 01<sup>st</sup> June, 2024 till 31<sup>st</sup> May, 2029, being not liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors and Company Secretary of the Company (including any committee/official authorized by the Board of Directors for this

purpose) severally be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, proper or expedient in order to give effect to the above resolution and for matters connected therewith or incidental thereto and to settle any questions, difficulties or doubts that may arise in this regard.”

6. To consider the appointment of **Dr. Praveen Kumar (DIN: 08257044)** as an Independent Director and if thought fit, to pass with or without modification(s) the following resolution as **Special Resolution**:

“**RESOLVED THAT** in accordance with the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), **Dr. Praveen Kumar (DIN: 08257044)** aged about 64 years, who was appointed as an Additional Director (Non-executive & Independent) of the Company by the Board of Directors w.e.f. May 29, 2024, and who holds office till the conclusion of this Annual General Meeting of the Company in terms of Section 161 of the Act and the Listing Regulations, be and is hereby appointed as Non-executive & Independent Director of the Company to hold office for a term of one year with effect from May 29, 2024 till May 28, 2025, being not liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including any committee/official authorized by the Board of Directors for this purpose) and Company Secretary severally be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, proper or expedient in order to give effect to the above resolution and for matters connected therewith or incidental thereto and



to settle any questions, difficulties or doubts that may arise in this regard.”

7. To authorize the board of Directors of the Company to sell around 20 acres land of the Company situated at Sonapat (Haryana) 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 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder read with Regulation 37A of SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015 (including any statutory modification (s) and re-enactment (s) thereof for the time being in force), the board of Directors of the Company be and are hereby authorized to sell the Company’s land at Sonapat (Haryana), listed at serial no.1 below at the best available market price.

**FURTHER RESOLVED THAT** In the event there are technical/practical difficulties in sale of the Sonapat land, the board is hereby authorised to explore the possibility of sale of the Sahibabad factory land admeasuring around 10.5 acres as listed below at serial no. 2, after duly taking

into consideration the feasibility and the costs involved in the shifting of the operations from Sahibabad to Sonapat,

S. No.	Particulars of the Properties	Area	Estimated Market Value (Rs.)
1.	Non-performing surplus property, free hold land of the Company at Atlas Road, Sonapat (Haryana).	Land ad-measuring 20 acres (Approx.)	200 Crore
2.	Leasehold Property of the Company at Plot-55, Site-IV, UPSIDC Industrial Area, Sahibabad (UP)	Land ad-measuring 10.5 acres (Approx.)	225 Crore

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

**PRAKHAR RASTOGI**  
 Company Secretary &  
 Compliance officer

Place: Sahibabad  
 Date: 30<sup>th</sup> May, 2024

**NOTES: -**

1. A statement pursuant to the provisions of Section 102(1) of the Act, relating to the Special Business to be transacted at the AGM, is annexed hereto.
2. 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, Aadhaar Card, Driving License, etc. without which they may not be permitted entry.
3. **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.
4. 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.
5. 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.
6. 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](mailto:rajiv.bhasin@mehrakhanna.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) and [Companysecretary@atlascycles.co.in](mailto:Companysecretary@atlascycles.co.in)
7. 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.
8. In case of joint holders, only such joint holder who is named first in the order of names will be entitled to vote.
9. The Hon’ble NCLT vide aforesaid order dated 06.12.2022 removed all existing Directors of the Company (“Suspended Board”),  
  
The Hon’ble National Company Law Appellate Tribunal (NCLAT), Principal Bench, New Delhi vide order dated 02.08.2023 set aside the order passed by NCLT dated 06.12.2022. In view of NCLAT order Suspended Board took charge of the Company w.e.f. 08.08.2023.

Mr. Kartik Roop Rai and his relatives shall be deemed to be interested in Item No. 3 of the Notice, to the extent of their shareholding, if any, in the Company. None of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the item no. 3 of the Notice.

Mr. Sanjiv Kavaljit Singh and his relatives shall be deemed to be interested in Item No. 4 of the Notice, to the extent of their shareholding, if any, in the Company. None of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the item no. 4 of the Notice.

Mrs. Sadhna Syal and her relatives shall be deemed to be interested in Item No. 5 of the Notice, to the extent of their shareholding, if any, in the Company. None of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the item no. 5 of the Notice.

Details of above resolutions are provided in Explanatory statement and **Annexure-1**.

Mr. Ishwar Das Chugh and his relatives shall be deemed to be interested in Item No. 6 of the Notice, to the extent of their shareholding, if any, in the Company. None of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the item no. 6 of the Notice.

Mr. Praveen Kumar and his relatives shall be deemed to be interested in Item No. 7 of the Notice, to the extent of their shareholding, if any, in the Company. None of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the item no. 7 of the Notice.

Details of above resolutions are provided in Explanatory statement and **Annexure-2**.

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. 28<sup>th</sup> June, 2024. 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. 28<sup>th</sup> June, 2024 only shall be entitled to avail the facility of remote e-voting / Poll.
12. For receiving all communication (including Annual Report) from the Company electronically:
  - a) Member(s) holding shares in physical mode and 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 [info@masserv.com](mailto:info@masserv.com) and [Companysecretary@atlascycles.co.in](mailto:Companysecretary@atlascycles.co.in)
  - b) Members holding shares in dematerialized mode are requested to register / update their email addresses with the relevant Depository Participant.
13. Notice of the Meeting and the Annual Report for FY 2023-24 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 2023-24 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. Members may also note that the Notice of the 73<sup>rd</sup> Annual General Meeting and the Annual Report for FY 2023-24 will also be available on the Company's website at [www.atlasbicycles.com](http://www.atlasbicycles.com), and on the websites of the Stock Exchanges, i.e., BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively
15. Members may get any change in their address/ their mandates registered with the Company before Friday 28<sup>th</sup> June, 2024.
16. The MCA had notified provisions relating to unpaid / unclaimed dividend under Sections 124 and 125 of the Act and Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016. As per these Rules, dividends which are not encashed / claimed by the shareholder for a period of seven consecutive years shall be transferred to the Investor Education and Protection Fund (IEPF) Authority. The IEPF Rules mandate the companies to also transfer the shares of shareholders whose dividends remain unpaid / unclaimed for a period of seven consecutive years to the demat account of IEPF Authority.

Further, no dividend was declared by the Company for the financial year 2013-14, 2014-15 and 2015-16. Therefore, the provisions of the Act and IEPF Rules for transfer of unpaid/ unclaimed dividend as well as shares on which dividend remain unpaid/unclaimed for a period of seven consecutive years to IEPF Account, for financial year 2013-14, 2014-15 and 2015-16

are not applicable on the Company.

The details of all unpaid/ unclaimed dividend and shares transferred/ liable to be transferred to IEPF are available on the website of the Company and the same can be accessed through the link: <https://www.atlasbicycles.com/unclaimed-unpaid.html>

Members, whose shares and unclaimed dividends have already been transferred to IEPF, are entitled to claim the said shares and dividend from IEPF by submitting an online application in the prescribed form available on the website <http://www.iepf.gov.in/IEPF/refund.html> and sending a physical version of the same duly signed to the Company along with requisite documents enumerated in the Form IEPF-5. Shareholder may note that only one consolidated claim can be made in a financial year as per IEPF Rules along with complete documents in support of their claim.

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 73<sup>rd</sup> AGM is mentioned at the back of attendance slip.
21. The process and manner for remote e-voting and e-voting at AGM are as under:
  - (i) In Compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014, and Regulation 44 of the Listing

Regulations read with circular of SEBI on e-Voting Facility provided by Listed Entities, dated December 9, 2020, 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 Annual 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.

(ii) **THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-**

The remote e-voting period begins on 01<sup>st</sup> July, 2024 at 09:00 A.M. and ends on 04<sup>th</sup> July, 2024 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose

names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 28<sup>th</sup> June, 2024, may cast their vote electronically. The voting right of shareholders shall be in proportion to their shareholding in the paid-up equity share capital of the Company as on the cut-off date, i.e. 28<sup>th</sup> June, 2024.

**Step 1: Access to NSDL e-Voting system**

**Step 2: Cast your vote electronically and join virtual meeting on NSDL e-Voting system**

**Details on Step 1 is mentioned below:**

A) **Login method for e-Voting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>1. If you are already registered for <b>NSDL IDeAS facility</b>, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “<b>Beneficial Owner</b>” icon under “Login” which is available under “<b>IDeAS</b>” section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on options available against Company name or <b>e-Voting service provider – NSDL</b> and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period.</li> <li>2. If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS</b>” Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on options available against Company name or <b>e-Voting service provider - NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> </ol>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of <b>e-Voting service provider i.e. NSDL</b>. Click on <b>NSDL</b> to cast your vote.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. <b>NSDL</b> where the e-Voting is in progress.</li> </ol>

Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against Company name or <b>e-Voting service provider-NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
--	---

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and/or Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call on: 1800-1020-990 and 1800-22-44-30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cDSLindia.com">helpdesk.evoting@cDSLindia.com</a> or call on 022 - 2305 8738 or 022 - 2305 8542/43

**B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile phone.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.  
  
*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can cast your vote electronically by selecting EVEN of Atlas Cycles (Haryana) Limited.*
4. Your User ID details are given below :



Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the Company For example if folio number is 001*** and EVEN is 128793 then user ID is 101456001***
5. Password details for shareholders other than Individual shareholders are given below:	
<ul style="list-style-type: none"> <li>a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.</li> <li>b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.</li> <li>c) How to retrieve your 'initial password'? <ul style="list-style-type: none"> <li>(i) If your email ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.</li> <li>(ii) If your email ID is not registered, please follow steps mentioned below in <b>process for those shareholders whose email ids are not registered</b></li> </ul> </li> </ul>	
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:	
<ul style="list-style-type: none"> <li>a) Click on "<b>Forgot User Details/Password?</b>" (If you are holding shares in your demat account with NSDL or CDSL) option available on <a href="http://www.evoting.nsdl.com">www.evoting.nsdl.com</a></li> <li>b) <b>Physical User Reset Password?</b> (If you are holding shares in physical mode) option available on <a href="http://www.evoting.nsdl.com">www.evoting.nsdl.com</a></li> <li>c) If you are still unable to get the password by aforesaid two options, you can send a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> mentioning your demat account number/folio number, your PAN, your name and your registered address etc.</li> <li>d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.</li> </ul>	
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.	
8. Now, you will have to click on "Login" button.	
9. After you click on the "Login" button, Home page of e-Voting will open.	



**Details on step 2 are mentioned below:**

1. How to cast your vote electronically and join General Meeting on NSDL e-Voting system?
2. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
3. Select "EVEN 128793" of Company for which you wish to cast your vote during the remote e-Voting period.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed and you will receive a confirmation by way of a SMS on your registered mobile number from depository.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**General Guidelines for shareholders**

1. 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [rajiv.bhasin@mehrakhanna.com](mailto:rajiv.bhasin@mehrakhanna.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) and [Companysecretary@atlascycles.co.in](mailto:Companysecretary@atlascycles.co.in).
2. It is strongly recommended not to share your password with any other person and take

utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/ Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on: 1800-1020-990 and 1800-22-44-30 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

**Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhaar Card) by email to [Companysecretary@atlascycles.co.in](mailto:Companysecretary@atlascycles.co.in).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhaar Card) to [Companysecretary@atlascycles.co.in](mailto:Companysecretary@atlascycles.co.in). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.

4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.
22. Mr. Rajiv Bhasin, Chartered Accountant (Membership No.093845), Partner, of 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.
23. The Chairman shall, at the 73<sup>rd</sup> 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.
24. The Scrutinizer shall after the conclusion of voting at the 73<sup>rd</sup> 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 73<sup>rd</sup> AGM, a consolidated scrutinizer's report of the total votes cast in favor 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.
25. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company [www.atlasbicycles.com](http://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.
26. 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 Wednesdays, up to and including the date of the 73<sup>rd</sup> Annual General Meeting of the Company.
27. OTHER INFORMATION
  1. As mandated by the Securities and Exchange Board of India ("SEBI"), shares of the Company can be transferred/ traded only in dematerialized form. Members holding shares in physical form are advised to avail of the facility of dematerialization.
  2. SEBI has vide Circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/ CIR/2023/37 dated March 16, 2023 read with SEBI/HO/MIRSD/ MIRSD\_RTAMB/P/CIR/2021/687 dated December 14, 2021 and SEBI/HO/MIRSD/MIRSD\_ RTAMB/P/CIR/2021/655 dated November 3, 2021, as amended, ("SEBI Circulars") mandated furnishing of Permanent Account Number ('PAN'), KYC details viz. Contact Details (Postal Address, Mobile Number and E-mail), Bank Details, Nomination etc. by holders of physical securities. The Company had sent letters

- for furnishing the required details. Any service request shall be entertained by RTA only upon registration of the PAN, KYC details and the nomination. Further, in absence of the above information on or after June 28, 2024, the folio(s) shall be frozen by RTA in compliance with the aforesaid SEBI Circulars. If the folio(s) continue to remain frozen as on December 31, 2025, the frozen folios shall be referred by RTA/ Company to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and/or Prevention of Money Laundering Act, 2002.
3. Members are requested to intimate/update changes, if any, in postal address, e-mail address, mobile number, PAN, nomination, bank details such as name of the bank and branch, bank account number, IFS Code etc., as per the instructions given below:
    - a. For shares held in electronic form: to their Depository Participant and changes intimated to the Depository Participant will then be automatically reflected in the Company's records which will help the Company and RTA to provide efficient and better service to the Members. NSDL has provided a facility for registration/ updation of e-mail address through the link: <https://eservices.nsdl.com/kycattributes/#/login> and opting/ opt-out of nomination through the link: <https://eservices.nsdl.com/instademat-kyc-nomination/#/login>.
    - b. For shares held in physical form: Pursuant to SEBI circulars, Members are requested to furnish PAN, postal address, email address, mobile number, specimen signature, bank account details and nomination by submitting to RTA along with requisite supporting documents
  4. 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](http://www.masserv.com) in case you have not already registered the same. Please also confirm by sending an email at [Companysecretary@atlascycles.co.in](mailto:Companysecretary@atlascycles.co.in).

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013 AND ADDITIONAL INFORMATION AS REQUIRED UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015****Item Nos. 3, 4 & 5:**

Mr. Kartik Roop Rai (DIN: 06789287), Mr. Sanjiv Kavaljit Singh (DIN: 00015689) and Mrs. Sadhna Syal (DIN: 07837529) resigned from the office of independent director citing the reason that due to their interest in another opportunity, their independence is likely to get effected and they might no longer remain independent. However, after discussions, all of them agreed to take the office of Non-executive Non independent director of the company.

As recommended by the Nomination and remuneration committee, the board took note and appraised the valuable contributions made by these independent directors during their association with the company. The board also trust their commercial wisdom for guiding the company in this adverse phase of the company. In the opinion of the board, in the current scenario when the company is facing challenges from multiple fronts, continuation of all these three directors on the board will be of immense use.

The board, subject to the members approval approved the appointment of Mr. Kartik Roop Rai, Mr. Sanjiv Kavaljit Singh and Mrs. Sadhna Syal as Additional Director (Non-Executive Non-Independent) in the board meeting dated 30.05.2024 w.e.f. 01.06.2024.

In view of the above, appointment of Mr. Kartik Roop Rai, Mr. Sanjiv Kavaljit Singh and Mrs. Sadhna Syal as Non-Executive Directors is in the interest of the Company.

Mr. Kartik Roop Rai, Mr. Sanjiv Kavaljit Singh and Mrs. Sadhna Syal are qualified to be appointed as Non-Executive Directors in terms of Section 152 and 164 of the Act and provisions of SEBI (Listing Obligation and Disclosures Requirements) Regulations, 2015, and has given their consent to act as a Directors as aforesaid.

Details of Mr. Kartik Roop Rai, Mr. Sanjiv Kavaljit Singh and Mrs. Sadhna Syal, pursuant to the provisions of (i) the Listing Regulations; and (ii) Secretarial Standard on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India, are provided in the “Annexure-1” to the Notice.

Save and except Mr. Kartik Roop Rai, Mr. Sanjiv Kavaljit Singh and Mrs. Sadhna Syal and their relatives (to the extent of their shareholding, if any), none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board recommends ordinary resolution at Item No. 3, 4 & 5 of the Notice for approval by the Members.

**Item Nos. 6:**

Mr. Ishwar Das Chugh (DIN: 00073257) resigned from the office of non-executive director. However, he was agreed to take the office of independent director of the company and gave his consent for the same.

The Company have also received declaration from Mr. Ishwar Das Chugh that he meets the criteria of independence as prescribed under Section 149(6) of the Act and the Listing Regulations and that he is not debarred from holding the office of director by virtue of any order from Securities and Exchange Board of India (“SEBI”) or any such authority.

Based on the recommendation of the Nomination and Remuneration Committee, the board of directors of the Company appointed Mr. Ishwar Das Chugh (DIN: 00073257), aged about 85 years, as an Additional Director (Non-Executive Independent) in the board meeting held on 30.05.2024 w.e.f. 01.06.2024 subject to members approval in the general meeting.

Mr. Ishwar Das Chugh possesses experience and knowledge of more than six decades in the industry and is also a renowned and respectable person in the Indian cycle industry. In the opinion of the board Mr. Ishwar Das Chugh possesses knowledge and capabilities required for the role of Independent Director and will be a key person to lift the company from this adverse phase.

Details of Mr. Ishwar Das Chugh pursuant to the provisions of (i) the Listing Regulations; and (ii) Secretarial Standard on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India, are provided in the “Annexure-2” to the Notice.

In view of the above, appointment of Mr. Ishwar Das Chugh as Independent Directors is in the interest of the Company.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, Regulation 17 and Regulation 25(2)(A) of the Listing Regulations and other applicable provisions of the Act and Listing Regulations, the appointment of **Mr. Ishwar Das Chugh, aged about 85 years** as an Independent Director is now placed for the approval of the Members by a Special Resolution as his age is above 75 years.

Save and except Mr. Ishwar Das Chugh and his relatives (to the extent of their shareholding, if any), none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board recommends as set out in the Special Resolution as set out at Item No. 6 of the Notice for approval by the Members.

**Item Nos. 7:**

The Board of Directors of the Company, based on the recommendation of the Nomination and Remuneration Committee and pursuant to the provisions of Section 161(1) and 175 of the Companies Act, 2013 (“the Act”) read with the Articles of Association of the Company, had approved the appointment of Dr. Praveen Kumar (DIN: 08257044) as an Additional Directors (Non-executive Independent) for a term of 1 (one) year.

In accordance with the provisions of Section 149 read with Schedule IV to the Act and applicable provisions of the Act, and Regulation 17(1C) of the listing regulations, the appointment of Dr. Praveen Kumar as an Independent Directors requires approval of Members of the Company.

Dr. Praveen Kumar is qualified to be appointed as Directors in terms of Section 164 of the Act and has given his consent to act as a Directors. The Company has also received declarations from Dr. Praveen Kumar that he meets the criteria of independence as prescribed under Section 149(6) of the Act read with the Listing Regulations and that he is not debarred from holding the office of director by virtue of any order from Securities and Exchange Board of India (“SEBI”) or any such authority.

The Company has also received notice under Section 160 of the Act from Members proposing the candidature of Dr. Praveen Kumar for the office of a Director of the Company.

Dr. Praveen Kumar possesses appropriate skills, experience, knowledge and capabilities required for the role of Independent Director.

Details of Dr. Praveen Kumar, pursuant to the provisions of (i) the Listing Regulations; and (ii) Secretarial Standard on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India, are provided in the “Annexure-2” to the Notice.

In view of the above, appointment of Dr. Praveen Kumar as Independent Directors is in the interest of the Company.

Save and except Dr. Praveen Kumar and his relatives (to the extent of their shareholding, if any), none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board recommends as set out in the Special Resolution set out at Item No. 7 of the Notice for approval by the Members.

**Item No.8:**

Pursuant to the NCLAT order dated 02.07.2019 and the members consent received by the company, vide postal ballot resolution dated 31.08.2019, the members gave their consent to sell the surplus, non- productive & non-performing land at Atlas Road, Sonapat (Haryana). Pursuant to that, Board of directors in the meeting held on 12.08.2023 approved the sale of land admeasuring 10 Acres (approx.) against which sale deed for 5.69 acres of

land has been executed and payment of Rs. 46.69 crore (approx.) has been received by the Company and utilized for settlement of 37 IBC cases, few civil matters and other statutory liabilities of the Company and the funds have been duly accounted for.

However, after settlement of 37 IBC cases as referred to above, five new IBC cases have been filed by operational creditors under Section 9 of Insolvency and Bankruptcy Code-2016 which is a matter of great concern for the company as the “corporate insolvency Process” if gets admitted, the company will suffer irreparable loss. In addition to that, 124 cases are pending with different MSME Councils and Civil Courts, out of which 12 decree holders have already reached the court for execution of their decrees.

As on date the liability of about Rs. 90 crores still exists and around Rs. 50 crores are further required to meet the working capital requirements for taking the company operations at optimum level. Hence, minimum Rs. 140 crores are required for revival of the Company.

The board earlier tried the options of arranging funds by way of debt and equity instruments and sale of surplus and non-productive assets of the company. But the stock exchanges have still not allowed the company’s share trading on exchange platform. Therefore, the company is unable to bring the equity infusion and without equity infusion, banks/ financial institutions are not ready to provide financial assistance to the company in its current situation. Moreover, company EBDITA would not be able to sustain the repayment of interest and principal amount. Therefore, under the current scenario, it seems practically impossible to implement the financial arrangements through debt and equity instruments. Hence, the decision for land sale has been taken by the Board keeping in view the fact that revival of the Company is paramount to safeguard the interest of the shareholders and other stakeholders of the Company. The decision requires shareholder’s permission for its execution.

Due to tight competition and heavy cost of overheads, it is not commercially viable to run two units when the total requirement can be met with one active manufacturing unit by adding certain facilities wherever required. In view of this and as a special measure to protect and save the substratum of the Company, it is necessary to sell anyone factory land out of two, one situated at Sonapat (Haryana) admeasuring around 20 acres and second at Sahibabad (UP) admeasuring around 10.5 acres as deemed fit by the board of directors after making full assessment of the past performance, production capacities, availability of infrastructure, market base and other available resources.

Pursuant to section 180(1)(a) read with regulation 37A of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, the Board recommends the Special Resolution as set out at Item No. 8 of the Notice for approval by the Members.

None of the other Directors/Key Managerial Personnel of the Company /their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

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

**Prakhar Rastogi  
Company Secretary &  
Compliance officer**

Place: Sahibabad

Date: 30<sup>th</sup> May, 2024



**ANNEXURE-1**

## Details of Director seeking appointment at the Meeting

S. No.	Particulars	Mr. Kartik Roop Rai	Mr. Sanjiv Kavaljit Singh	Mrs. Sadhna Syal
1	Age	67 years	68 years	67 years
2	Qualifications	Bachelor of Commerce	Bachelor of Arts	Bachelor of Arts (B.A.), Bachelor of Education (B.Ed.) in English Literature and Diploma in Journalism
3	Experience (including expertise in specific functional area) / Brief Resume	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.	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	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
4	Terms and conditions of re-appointment	As per the resolution at Item No. 4 of the Notice convening this meeting read with the Statement hereto.	As per the resolution at Item No. 5 of the Notice convening this meeting read with the Statement hereto.	As per the resolution at Item No. 6 of the Notice convening this meeting read with the Statement hereto.
5	Remuneration last drawn (including sitting fees, if any) (FY 2023-24)	Rs. 1,00,000/-	Rs. 1,30,000/-	Rs. 95,000/-
6	Remuneration proposed to be paid	He shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other purpose as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings and profit related commission, if any, within the limits stipulated under Section 197 of the Companies Act, 2013.	He shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other purpose as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings and profit related commission, if any, within the limits stipulated under Section 197 of the Companies Act, 2013.	She shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other purpose as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings and profit related commission, if any, within the limits stipulated under Section 197 of the Companies Act, 2013.
7	Date of first Appointment on the Board	30-12-2014	30-12-2014	28-09-2017

8	Shareholding in the Company including shareholding as a beneficial owner as on March 31, 2024	Nil	Nil	Nil
9	Relationship with other Directors / Key Managerial Personnel	None	None	None
10	Number of meetings of the Board attended during the financial year 2023-24	Six (06)	Eight (08)	Five (05)
11	Directorship of other Boards as on March 31, 2024	Nil	Nil	Nil
12	Membership / Chairmanship of Committees of other Boards as on March 31, 2024	Nil	Nil	Nil
13	Listed Entities from which the Director has resigned in the past three years	Atlas Cycles (Haryana) Limited	Atlas Cycles (Haryana) Limited	Atlas Cycles (Haryana) Limited



**ANNEXURE-2**

## Details of Director seeking appointment at the Meeting

S. No.	Particulars	Mr. Ishwar Das Chugh	Dr. Praveen Kumar
1	Age	85 Years	64 years
2	Qualifications	Master's degree in Business Administration	<ul style="list-style-type: none"> <li>• BA Hons. (English),</li> <li>• MA (English) from Punjab university,</li> <li>• MA psychology-Aligarh University-1 year.</li> <li>• Bachelor of Homeopath and medical sciences (BHMS) Muzaffarpur, Bihar</li> </ul>
3	Experience (including expertise in specific functional area) / Brief Resume	Expertise in marketing and management and has served the company for over 66 years	About 35 years' experience of Civil services in Haryana state Govt and Central Govt.
4	Terms and conditions of re-appointment	As per the resolution at Item No. 7 of the Notice convening this meeting read with the Statement hereto.	As per the resolution at Item No. 8 of the Notice convening this meeting read with the Statement hereto
5	Remuneration last drawn (including sitting fees, if any) (FY 2023-24)	Rs. 1,05,000/-	Nil
6	Remuneration proposed to be paid	He shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other purpose as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings and profit related commission, if any, within the limits stipulated under Section 197 of the Companies Act, 2013.	He shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other purpose as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings and profit related commission, if any, within the limits stipulated under Section 197 of the Companies Act, 2013.
7	Date of first Appointment on the Board	31-03-1988	29-05-2024
8	Shareholding in the Company including shareholding as a beneficial owner as on March 31, 2024	120 equity shares of Rs. 5/-each	Nil
9	Relationship with other Directors / Key Managerial Personnel	None	None

10	Number of meetings of the Board attended during the financial year 2023-24	Eight (08)	Nil
11	Directorship of other Boards as on March 31, 2024	Nil	1
12	Membership / Chairmanship of Committees of other Boards as on March 31, 2024	Nil	Nil
13	Listed Entities from which the Director has resigned in the past three years	Atlas Cycles (Haryana) Limited	Nil

**By order of the Board of Directors  
For Atlas Cycles (Haryana) Limited**

**Prakhar Rastogi  
COMPANY Secretary &  
Compliance officer**

Place: Sahibabad  
Date: 30<sup>th</sup> May, 2024



**ATLAS CYCLES (HARYANA) LIMITED**  
**CIN: L35923HR1950PLC001614**

**Regd. Office:** Industrial Area, Atlas Road, Sonepat - 131 001, Haryana (India)

**Ph.:** +91-76696-36365

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

**BALLOT FORM**

**(In lieu of E-voting)**

**73<sup>rd</sup> Annual General Meeting - Friday, 05th July, 2024**

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 73rd Annual General Meeting of the Company on Friday, 05th July, 2024 at 11:15A.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 consider and adopt audited Standalone & Consolidated Financial Statements of the Company for the financial year ended 31st March, 2024 and the Reports of the Board of Directors and Auditors thereon; and			
2	To consider the amendment in earlier resolution for appointment of M/s. Dinesh Nagru & Co., Chartered Accountants (FRN: 015003N) for 5 years as against 2 years as already passed and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:			
3	To consider the appointment of Mr. Kartik Roop Rai (DIN: 06789287) as Non-Executive Director			
4	To consider the appointment of Mr. Sanjiv Kavaljit Singh (DIN: 00015689) as a Non-Executive Director			
5	To consider the appointment of Mrs. Sadhna Syal (DIN: 07837529) as Non-Executive Director			
6	To consider the appointment of Mr. Ishwar Das Chugh (DIN:00073257) who is now aged about 85 years (exceeded the age limit of 75 years), as an Independent Director			
7	To consider the appointment of Dr. Praveen Kumar (DIN:08257044) as an Independent Director			
8	To authorize the board of directors of the company to sell 20 acres (approx.) land of the company situated at Sonepat (Haryana)			

**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 DPID & 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 authorized representative should accompany the Ballot Form. A scanned copy of the same may be first emailed to companysecretary@atlasbicycles.co.in and rajiv.bhasin@mehraakhan.com at least 48 hours before the 73rd 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 73rd Annual General Meeting.

**ATLAS CYCLES (HARYANA) LIMITED**  
**CIN: L35923HR1950PLC001614**

**Regd. Office:** Industrial Area, Atlas Road, Sonapat - 131 001, Haryana (India)

**Ph.:** +91-76696-36365

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

**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

- Name: ..... E-mail Id:.....  
 Address: ..... Signature  
 , or failing him
- Name: ..... E-mail Id:.....  
 Address: .....Signature  
 , or failing him
- Name: ..... E-mail Id:.....  
 Address: ..... Signature

I/we hereby exercise my/our vote in respect of the Resolution(s) to be passed for the business stated in the Notice of 73rd Annual General Meeting of the Company on Friday, 05th July, 2024 at 11:15 A.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.

Resolution No.	Description	Optional (See Note 4)		
		For	Against	Abstain
1	To consider and adopt audited Standalone & Consolidated Financial Statements of the Company for the financial year ended 31st March, 2024 and the Reports of the Board of Directors and Auditors thereon; and			
2	To consider the amendment in earlier resolution for appointment of M/s. Dinesh Nagru & Co., Chartered Accountants (FRN: 015003N) for 5 years as against 2 years as already passed and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:			
3	To consider the appointment of Mr. Kartik Roop Rai (DIN: 06789287) as Non-Executive Director			
4	To consider the appointment of Mr. Sanjiv Kavaljit Singh (DIN: 00015689) as a Non-Executive Director			
5	To consider the appointment of Mrs. Sadhna Syal (DIN: 07837529) as Non-Executive Director			
6	To consider the appointment of Mr. Ishwar Das Chugh (DIN: 00073257) who is now aged about 85 years (exceeded the age limit of 75 years), as an Independent Director			
7	To consider the appointment of Dr. Praveen Kumar (DIN: 08257044) as an Independent Director			
8	To authorize the board of directors of the company to sell 20 acres (approx.) land of the company situated at Sonapat (Haryana)			

Signed this.....day of 2024

Signature of shareholder

Signature of Proxy holder(s)

Affix Revenue Stamp (₹1)
-----------------------------------

**Note:**

- 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 73rd Annual General Meeting at Friday 05th July, 2024 at 11:15 A.M. (I.S.T.)
- 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.
- If the Company 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.
- It is optional to indicate your preference. If you leave the 'For', 'Against' or 'Abstain' column blank against any oral resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.
- Signature of member should be across a revenue Stamp of ₹1.



**ATLAS CYCLES (HARYANA) LIMITED**

**CIN: L35923HR1950PLC001614**

**Regd. Office:** Industrial Area, Atlas Road, Sonapat - 131 001, Haryana (India)

**Ph.:** +91-76696-36365

**E-mail :** Companysecretary@atlascycles.co.in, **Website :** www.atlasbicycles.com

**ELECTRONIC VOTING PARTICULARS**

<b>EVSN (Electronic voting Sequence Number)</b>	<b>USER ID</b>	<b>PASSWORD/PIN</b>	<b>No. of Shares</b>

The e-voting facility will be available during the following voting period:

<b>Commencement of e-voting</b>	<b>From 9:00 a.m. (IST) on Saturday, July 01, 2024</b>
<b>End of e-voting</b>	<b>Up to 5:00 p.m. (IST) on Tuesday, July 04, 2024</b>

- The cut-off date (i.e. the record date) for the purpose of e-voting is June 28, 2024.
- Please refer to the attached 73<sup>rd</sup> AGM Notice for instructions on E-Voting.
- Route map of venue of 73<sup>rd</sup> AGM is mentioned at the back of attendances lip.

-----  
**TEAR HERE**

**ATLAS CYCLES (HARYANA) LIMITED**

**CIN: L35923HR1950PLC001614**

**Regd. Office:** Industrial Area, Atlas Road, Sonapat - 131 001, Haryana (India)

**Ph.:** +91-76696-36365

**E-mail :** Companysecretary@atlascycles.co.in, **Website :** www.atlasbicycles.com

**ATTENDANCE SLIP**

Regd. Folio No./DPID-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 73rd Annual General Meeting of the Company to be held at Hotel Sagar, 148-R, Model Town, Atlas Road, Sonapat-131001, Haryana, on Friday, 05th July, 2024 at 11:15 A.M

.....  
Signature of Member/Proxy

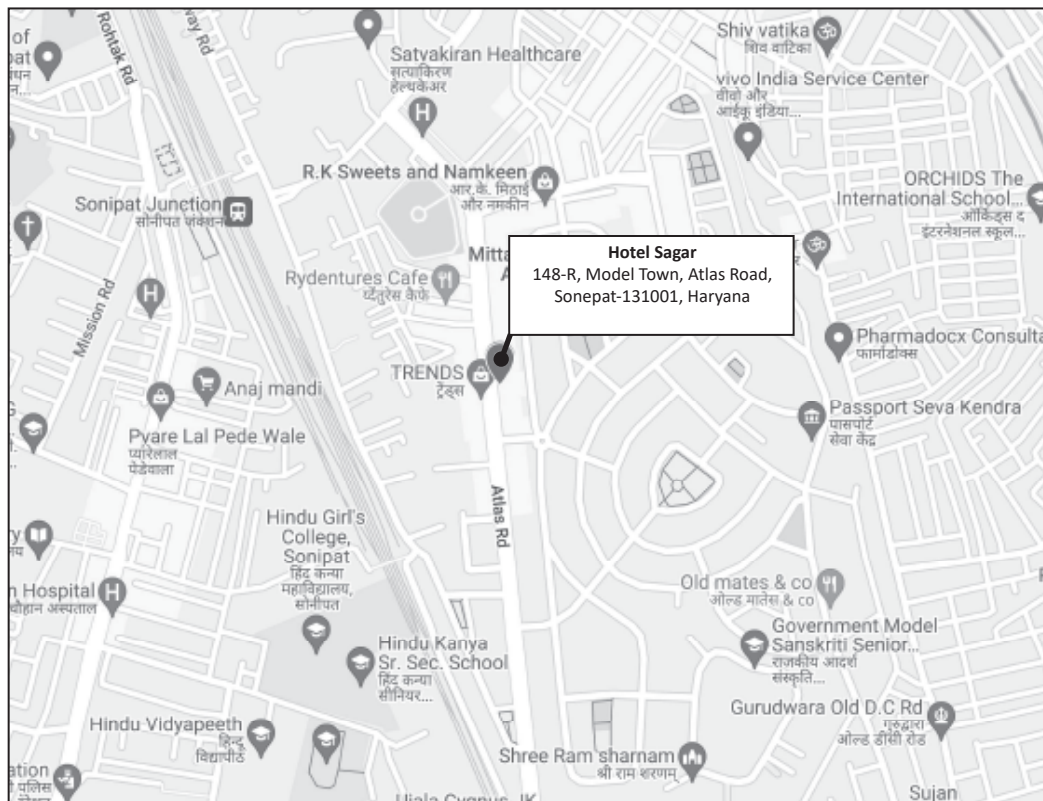
**Notes:**

- Only Member/Proxy can attend the meeting. No minors would be allowed at the meeting.
- Member/Proxy wish to attend the meeting must bring this attendance slip to the meeting and hand over at the entrance duly filled in and signed.
- Electronic copy of the Annual Report for FY. 2023-24 and the notice of 73rd 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.
- Physical copy of Annual Report for FY.2023-24 and Notice of the 73rd 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.

**ATLAS CYCLES (HARYANA) LIMITED****CIN: L35923HR1950PLC001614****Regd. Office:** Industrial Area, Atlas Road, Sonapat - 131 001, Haryana (India)**Ph.:** +91-76696-36365E-mail : [Companysecretary@atlascycles.co.in](mailto:Companysecretary@atlascycles.co.in), Website : [www.atlasbicycles.com](http://www.atlasbicycles.com)**Route Map of Venue of 73rd Annual General Meeting**

to be held on Friday 05th July, 2024 at 11:15 A.M.

at Hotel Sagar, 148-R, Model Town, Atlas Road, Sonapat-131001, Haryana



## Notes

A series of 25 horizontal dotted lines for writing notes.



***ATLAS***

**CYCLES (HARYANA) LIMITED**

**CIN: L35923HR1950PLC001614**

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

Ph. : +91-76696-36365

E-mail : [companysecretary@atlascycles.co.in](mailto:companysecretary@atlascycles.co.in)

Website : [www.atlasbicycles.com](http://www.atlasbicycles.com)