

NOTICE

NOTICE is hereby given that 65th Annual General Meeting of the members of AVON CYCLES LIMITED will be held on Monday, September 26, 2016 at 11.30 AM at the Registered Office of the Company at G.T. Road, Dhandari Kalan, Ludhiana- 141003 to transact the following Business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2016 and the Statement Profit and Loss, for the year ended on that date, together with Auditors' Report and Directors' Report thereon.
2. To confirm the payment of Interim Dividend on Equity Shares and to declare a Final Dividend on Equity Shares for the financial year 2015-16.
3. To appoint a director in place of Sh. Mandeep Singh Pahwa, who retires by rotation and, being eligible, offers himself for re-appointment.
4. To ratify the appointment of M/s. H.K. Chitkara & Co., as Statutory Auditors for financial year 2016-17 and fix their remuneration and for that purpose to pass with or without modification(s), the following as

an **ORDINARY RESOLUTION:**

"RESOLVED THAT pursuant to the provisions of Section 139 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modifications or re-enactment thereof for the time being in force) and pursuant to the resolution passed by the members at the 64th Annual General Meeting (AGM) of the Company held on September 28, 2015 in respect of the appointment of the auditors, M/s. H.K. Chitkara & Co., Chartered Accountants, Ludhiana (FRN **001571N**), till the conclusion of the 66th AGM, the Company hereby ratifies their appointment as the Statutory Auditors of the Company, to hold office from the conclusion of the 65th AGM till the conclusion of the 66th AGM and at such remuneration as may be decided by the Board of Directors of the Company."

By order of the Board

Sd/-
(Onkar Singh Pahwa)
Managing Director
DIN: 01189248

Date: 24.08.2016

Place: Ludhiana

NOTES:

1. A member entitled to attend and vote at the 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. Proxy Form, in order to be effective, must be delivered at the Regd. office of the Company at least 48 hours before the scheduled time of the meeting. A blank Proxy Form is enclosed.

A person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of total share capital of company carrying voting rights. A Member holding more than ten percent of total share capital of Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person.

ATTENDANCE SLIP

(To be presented at the entrance)

65TH ANNUAL GENERAL MEETING ON MONDAY, 26TH SEPTEMBER, 2016 AT 11.30 AM

at the registered office at G.T.Road, Dhandari Kalan, Ludhiana 141003

Folio No. _____

Name of Member: _____ Signature _____

Name of Proxyholder: _____ Signature _____

1. Only member/ proxyholder can attend the meeting.
2. Member/ proxyholder should bring his/ her copy of Annual report for the reference at the Meeting.

.....

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]

CIN: **U35921PB1951PLC001699**

Name of the company: **Avon Cycles Limited**

Registered office: **G.T. Road, Dhandari Kalan, Ludhiana-141003**

Name of the member (s):

Registered address:

E-mail Id:

Folio No/ Client Id:

I/We, being the member (s) of the company holding, shares, hereby appoint

1. Name: E-mail Id:

Address: Signature:

or failing him

2. Name: E-mail Id:

Address: Signature:

or failing him

3. Name: E-mail Id:

Address: Signature:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 65th Annual General Meeting of the Company, to be held on the 26th day of September, 2016 at 11.30 AM at

registered office of the company and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2016 and the Statement Profit and Loss, for the year ended on that date, together with Auditors' Report and Directors' Report thereon.
2. To confirm the payment of Interim Dividend on Equity Shares and to declare a Final Dividend on Equity Shares for the financial year 2015-16.
3. To appoint a director in place of Sh. Mandeep Singh Pahwa, who retires by rotation at the forthcoming annual general meeting and being eligible, offers himself for re-appointment.
4. To ratify the appointment of M/s. H.K. Chitkara & Co., as Statutory Auditors for the financial year 2016-17 and fix their remuneration.

Signed this day of September, 2016

Signature of shareholder Signature of Proxy holder(s)

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 Meeting.

NOTICE

NOTICE is hereby given that 64th Annual General Meeting of the members of AVON CYCLES LIMITED will be held on Monday, September 28, 2015 at 11.30 AM at the Registered Office of the Company at G.T. Road, Dhandari Kalan, Ludhiana- 141003 to transact the following Businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2015 and the Statement Profit and Loss, for the year ended on that date, together with Auditors' Report and Directors' Report thereon.
2. To declare dividend.
3. To appoint a director in place of Smt. Sarabjit Kaur Pahwa, who retires by rotation at the forthcoming annual general meeting and being eligible, offers herself for re-appointment.
4. To appoint Statutory Auditors of the company and to fix their remuneration:

M/s H.K. Chitkara & Co., the present auditors, are available for appointment and the following resolution is proposed to be passed as an ordinary resolution:

"RESOLVED THAT pursuant to the provisions of Section 139 of the Companies Act, 2013 ("Act") and other applicable provisions of the Act, if any and the Rules framed thereunder, as amended from time to time, and pursuant to the recommendation of the Audit Committee, M/s **H.K. Chitkara & Co.**, Chartered Accountants, Ludhiana (FRN **001571N**) be and are hereby appointed as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the 66th Annual General Meeting, at such remuneration as may be decided by the Board of Directors of the Company."

SPECIAL BUSINESS:

5. **To recast, rearrange and alter the provisions of the Objects Clause of the Memorandum of Association of the company and also to bring contents of Memorandum in line with draft suggested in Table A of Schedule I of the Act and in this regard to consider, and if thought fit, to pass, with or without modification, the following resolution as a special resolution:**

"RESOLVED under the provisions of sections 13 and 15 and alongwith other applicable provisions of the Companies Act, 2013 but subject to the approval of Registrar of Companies, that the existing Objects Clause in the Memorandum of Association of the Company be and is hereby recast, rearranged and altered as specified in the draft Memorandum of Association as is appended to this Notice, as Annexure no. 1.

Resolved further that all the contents of the Memorandum of Association be arranged in conformity with draft suggested in Table A of Schedule I of the Companies Act 2013."

6. **To adopt a new set of Articles of Association of the company, to the exclusion of the existing set of Articles of Association and in this regard to consider, and if thought fit, to pass, with or without modification, the following resolution as a special resolution:**

“RESOLVED pursuant to the provisions of sections 5, 14 and 15 of the Companies Act, 2013, and Schedule I enacted thereunder, read with the Companies (Incorporation) Rules, 2014 and all other applicable provisions, if any, of the Companies Act 2013, that a new set of Articles of Association, primarily based on Table F of Schedule I to the Companies Act 2013, be and is hereby approved and adopted as the new set of Articles of Association in place of the existing Articles of Association of the Company.”

By order of the Board

Sd/-
(Onkar Singh Pahwa)
Managing Director
DIN: 01189248

Date: 02.09.2015

Place: Ludhiana

NOTES:

1. A member entitled to attend and vote at the 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. Proxy Form, in order to be effective, must be delivered at the Regd. office of the Company at least 48 hours before the scheduled time of the meeting. A blank Proxy Form is enclosed.

A person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of total share capital of company carrying voting rights. A Member holding more than ten percent of total share capital of Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person.

2. An explanatory statement in respect of the special business to be transacted is given hereunder:

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

ITEMS NO. 5 AND 6:

The old Memorandum of Association and the Articles of Association were drafted under the provisions of the Companies Act, 1913. It is proposed to recast them with some alterations and additions to conform to the provisions of new Companies Act, 2013. The full text of new proposed Memorandum of Association is given under Annexure No. 1.

Also the old set of Articles of Association is replaced with the full text of the new set of Articles of Association as given in the Annexure No. 2.

None of the Directors and their relatives is concerned or interested in the Special Resolution set out at Item No. 5 & 6 of the Notice.

The Board recommends the Special Resolutions set out at Item Nos. 5 & 6 of the Notice for approval by the shareholders.

By order of the Board

Sd/-
(Onkar Singh Pahwa)
Managing Director
DIN: 01189248

Date: 02.09.2015
Place: Ludhiana

ATTENDANCE SLIP

(To be presented at the entrance)

64TH ANNUAL GENERAL MEETING ON MONDAY, 28TH SEPTEMBER, 2015 AT 11.30 AM

at the registered office at G.T.Road, Dhandari Kalan, Ludhiana 141003

Folio No. _____

Name of Member: _____ Signature _____

Name of Proxyholder: _____ Signature _____

- 3. Only member/ proxyholder can attend the meeting.
- 4. Member/ proxyholder should bring his/ her copy of Annual report for the reference at the Meeting.

.....

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]

CIN: **U35921PB1951PLC001699**

Name of the company: **Avon Cycles Limited**

Registered office: **G.T. Road, Dhandari Kalan, Ludhiana-141003**

Name of the member (s):

Registered address:

E-mail Id:

Folio No/ Client Id:

I/We, being the member (s) of shares of the above named company, hereby appoint

1. Name: E-mail Id:

Address: Signature:

or failing him

2. Name: E-mail Id:

Address: Signature:

or failing him

3. Name: E-mail Id:

Address: Signature:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 64th Annual General Meeting of the Company, to be held on the 28th day of September, 2015 at 11.30 AM at

registered office of the company and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.

5. To receive, consider and adopt the Directors' Report and Audited Balance Sheet as at 31st March, 2015 and Profit and Loss Account for the year ended on that date, together with Auditors' Report thereon.
6. To declare dividend.
7. To appoint a director in place of Smt. Sarabjit Kaur Pahwa, who retires by rotation at the forthcoming annual general meeting and being eligible, offers herself for re-appointment.
8. To appoint Auditors of the company and fix their remuneration.
9. To alter object clause of Memorandum of Association of the company and also adopt new set of Memorandum of Association containing regulations in conformity with the Companies Act, 2013.
10. To adopt a new set of Articles of Association of the company, to the exclusion of the existing set of Articles of Association.

Signed this..... day of September, 2015

Signature of shareholder Signature of Proxy holder(s)

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 Meeting.