

Atlas Copco (India) Limited

Registered Office:

Sveanagar, Mumbai - Pune Road, Dapodi, Pune - 411 012.

CIN : U27106PN1960PLC020566

Tel. No. : (020) 3985 2543

Website : www.atlascopco.com Email : investors.grievances@in.atlascopco.com

NOTICE

NOTICE is hereby given that the Fifty-eighth Annual General Meeting of Atlas Copco (India) Ltd. will be held at Sumant Moolgaokar Auditorium, Maharashtra Chamber of Commerce, Industries and Agriculture, MCCA Trade Tower, International Convention Centre, A Wing, Senapati Bapat Road, Pune 411 016 on **Tuesday, 11th September, 2018 at 10.30 a.m.** to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the financial statements of the Company for the year ended 31st March 2018 and the Auditors' and Directors' Report thereon.
2. To declare final dividend on equity shares.
3. To appoint a Director in place of Mr. H. O. Meyer (DIN: 01385028) who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint auditors and to fix their remuneration.

SPECIAL BUSINESS:

5. To consider and, if thought fit, to pass with or without modification, as an **Ordinary Resolution** the following:

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 as amended from time to time, a remuneration not exceeding Rs. 75,000/- (Rupees Seventy five thousand only) plus applicable taxes and reimbursement of actual out of pocket expenses payable to M/s. Deepak Marne & Company, Cost Accountants, Pune, the Cost Auditors appointed by the Board of Directors of the Company to conduct the audit of the cost records of the Company for the financial year ending March 31, 2019, as recommended by the Audit Committee and approved by the Board of Directors, be and is hereby ratified and confirmed.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds and things as may be necessary or incidental to give effect to this resolution."

6. To consider and, if thought fit, to pass with or without modification, as a **Special Resolution** the following:

"RESOLVED that pursuant to the provisions of Sections 197, 198 and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, consent of the Company be and is hereby accorded for the payment of commission, in addition to the sitting fees for attending the meetings of the Board of Directors or Committees thereof, not exceeding in aggregate one percent (1%) of the net profits of the Company for each Financial Year computed in accordance with Section 198 of the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof to the Independent Directors of the Company, for each financial year for a period of five years commencing from the financial year 2017-18.

RESOLVED FURTHER THAT the Board of Directors of the Company, subject to the recommendation of the Nomination and Remuneration Committee, be and is hereby authorized to determine the amount and terms of payment of the commission to the Independent Directors.

RESOLVED FURTHER THAT the Board of Directors of the Company or Committee(s) thereunder be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

By order of the Board of Directors

sd/-

Umesh Oza

Head - Legal & Company Secretary

Registered Office:

Sveanagar,

Mumbai - Pune Road,

Dapodi, Pune - 411012

Dated: 27th July, 2018

**ANNEXURE TO THE NOTICE
EXPLANATORY STATEMENT PURSUANT TO SECTION 102
OF THE COMPANIES ACT, 2013**

As required by Section 102 of the Companies Act, 2013, the following statement sets out all material facts relating to the business mentioned under Item No. 5 and 6 of accompanying notice.

Item No. 5:

M/s. Deepak Marne & Company, Cost Accountants, Pune have been appointed as the Cost Auditors of the Company for the financial year 2018-19 by the Board of Directors at its meeting held on July 27, 2018. It is proposed to pay an amount not exceeding Rs. 75,000/- (Rupees Seventy five thousand only) plus applicable taxes and reimbursement of actual out of pocket expenses as the remuneration to the Cost Auditors for the FY 2018-19.

They were also the Cost Auditors of the Company for financial year 2017-18.

In terms of provisions of Section 148(3) of the Companies Act, 2013 read with The Companies (Audit and Auditors) Rules, 2014, remuneration of the Cost Auditors is required to be ratified by the shareholders of the Company.

Your Directors recommend the resolution for your approval.

No Director, Key Managerial Personnel or their relatives are concerned or interested in the resolution.

Item No.6:

Section 197(7) of the Companies Act, 2013 provides that Independent Directors may receive remuneration by way of sitting fees, reimbursement of expenses for participation in the Board and other meetings and profit related to commission as may be approved by the Members.

The Board of Directors of the Company, pursuant to the recommendation of the Nomination and Remuneration Committee, subject to the approval of Members of the Company, have approved the payment of commission to Independent Directors up to an aggregate of 1% of the net profits of the Company for each financial year, to be calculated in accordance with Section 198 of the Companies Act, 2013.

The said remuneration to the Independent Directors shall be in addition to the sitting fee payable to them for attending meetings of the Board and Committees thereof.

Your Directors recommend the resolution for your approval.

Except Mr. A.K. Hirjee, Chairman and Mr. Jamshed Delvadavala, Director, no other Director, Key Managerial Personnel or their respective relatives are in any way concerned or interested in the resolution.

By order of the Board of Directors
Sd/-
Umesh Oza
Head - Legal & Company Secretary

Registered Office:
Sveanagar,
Mumbai - Pune Road,

Dapodi, Pune - 411012

Dated: 27th July, 2018

Information required as per Secretarial Standard SS-2 regarding Item No. 3 of the Notice:

Name : Mr. Hans Ola Meyer
Age : 63 years
Date of Birth : 31st January, 1955
Education Qualification : M. Sc in Economics and Business Administration from Stockholm school of Economics, Stockholm, Sweden.
Experience : Experience of over 40 years in various positions in Group accounting, controlling, Financial Management, Asset Management at various locations in Group Companies. He has held various senior positions in Atlas Copco Group Companies and is currently employed as Senior Vice President, Controlling & Finance and Chief Financial Officer of Atlas Copco AB.

Remuneration paid : NIL

Remuneration sought to be paid : NIL

Date of first appointment on the Board : 9th March 2007

Other Directorship (in India) : NIL

Committee Membership (in India) :

Name of the Committee	Position
Audit Committee	Member
Corporate Social Responsibility Committee	Member
Stakeholders Relationship Committee	Member

Mr. Hans Ola Meyer has attended the Board Meeting of the Company held on 12th June 2017 during FY 2017-18. He does not hold any shares in the Company and is not related to any other Director or key managerial personnel of the Company.

Notes:

- A member entitled to attend and vote at the meeting is entitled to appoint Proxy or Proxies to attend and vote instead of himself on a poll only and such Proxy need not be a member of the Company.** The Proxy form in order to be effective must be deposited at the registered office of the Company not less than 48 hours before the commencement of the meeting.
- To support the green initiative of Ministry of Corporate Affairs (MCA) in full measure, members are requested to register their e-mail addresses and changes therein from time to time, in respect of electronic holdings with the Depository through their concerned

Depository Participants. Members who hold shares in physical form are requested to intimate the same to the Company/Registrar. The Company will be sending the documents like the notice calling the annual general meeting, audited financial statements, directors' report, auditors' report etc. in electronic form, to the email address provided by the members and made available to us by the Depositories.

In case you desire to receive the documents mentioned above in physical form, please intimate the same to the Company/Registrar.

3. The Register of Members and the Share Transfer Books of the Company will remain closed from Thursday, September 6, 2018 to Tuesday, September 11, 2018 (both days inclusive). If the final dividend as recommended by the Board of Directors is declared at the ensuing Annual General Meeting of the Shareholders of the Company, payment of such dividend will be made to those Shareholders whose names appear on the Register of Members and records of the Depositories respectively, as at the end of business hours on Wednesday, September 5, 2018.
4. Dividend will be preferably paid through National Electronic Clearing Services (NECS), under separate intimation to the Members, wherever the facility is available. In other cases, dividend will be paid by account payee or non-negotiable banking instruments. To ensure timely payment of dividend, the Members are requested to update their respective bank account details either with the Depository Participant or Registrar and Transfer Agent, from time to time.
5. Members holding shares in electronic form may please note that as per the regulations of National Securities Depository Ltd. (NSDL) and Central Depository Services Ltd. (CDSL), the Company is obliged to print the bank details on the dividend warrants as furnished by these Depositories to the Company and the Company cannot entertain any request for deletion / change of bank details already printed on dividend warrants as per information received from the concerned Depositories. In this regard, Members should contact their Depository Participant (DP) and furnish particulars of any changes desired by them.
6. Members are requested to notify immediately the change of address, if any, to Company's Registrars & Share Transfer Agents, Karvy Computershare Private Ltd., Karvy Selenium Tower B, Plot Nos. 31 & 32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad- 500 032.
7. Members and / or their Proxies should bring the Attendance Slip duly filled in for attending the meeting.
8. Members are requested to quote ledger Folio numbers /Client ID in all correspondence with the Company.
9. Unclaimed Dividend up to the year 2010 has been transferred to the Investor Education & Protection Fund as notified by the Government.
10. Queries on accounts and operations of the Company, if any, should be sent to the Company seven days in advance of the Meeting so that the answers may be made available at the Meeting.

11. Members who are having multiple accounts are requested to intimate to the Company the ledger folios of such accounts to enable the Company to consolidate all shareholdings into one account.

12. Members are requested to bring their personal copy of this Annual Report to the Meeting.

13. The instructions for e-voting are as under:

- i) Members are requested to use the following URL for e-voting: <https://evoting.karvy.com>
- ii) Enter the login credentials i.e. User ID & password as follows:

Event (E-voting Event Number)	User ID	Password/PIN
As per letter attached.	As per letter attached.	As per letter attached.

Commencement of E-voting	Saturday, 8th September, 2018 (9.00 a.m. IST)
End of E-voting	Monday, 10th September, 2018 (5.00 p.m. IST)

If you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.

- iii) After entering the details appropriately, click on "LOGIN"
- iv) You will reach the 'password change' menu wherein you are required to mandatorily change your password. The new password should comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character @,# etc. The system will prompt you to change your password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Kindly note that this password can be used by the Demat holders for voting for resolution of any other Company on which they are eligible to vote, provided that Company opts for e-voting through **Karvy Computershare Private Limited e-Voting platform**.
- v) You need to login again with new credentials.
- vi) On successful login, the system will prompt you to select the EVENT No.
- vii) On the voting page, you will see Resolution Description and against the same the option 'FOR/AGAINST/ABSTAIN' for voting. Enter the number of shares (which represents number of votes) under 'FOR/AGAINST/ABSTAIN' or alternatively you may partially enter any number in 'FOR' and partially in 'AGAINST', but the total number in 'FOR/AGAINST' taken together should not exceed your total shareholding. If the shareholder does not want to cast his or her vote, select 'ABSTAIN'
- viii) Members holding multiple folios/demat accounts shall choose the voting process separately for each folio /demat account.
- ix) Cast your vote by selecting an appropriate option and click on "SUBMIT". A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you confirm, you

will not be allowed to modify your vote subsequently. During the voting period, you can log in multiple times till you have confirmed that you have voted on the resolution.

14. Please contact toll free No. **1-800-34-54-001** of Karvy Computershare Private Limited for any clarification regarding e-voting.
15. In case of Joint Shareholders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
16. 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.
17. The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company.
18. Members who have voted by Remote e-voting have the right to attend the Annual General Meeting and accordingly their presence shall be counted for the purpose of Quorum.
19. The member who desires to vote at the annual general meeting shall bring his valid identity card in original (PAN Card or Driving Licence or Aadhaar Card or Passport).
20. M/s. Shailesh Indapurkar & Associates, Practicing Company Secretaries, Pune have been appointed as the Scrutinizer to scrutinise the e-voting process in a fair and transparent manner.
21. Route map to reach the venue of the AGM is attached to the Notice.



AGM VENUE

SUMANT MOOLGAOKAR AUDITORIUM,
Maharatta Chamber of Commerce,
Industries and Agriculture, Ground floor, MCCIA Trade Tower,
International Convention Centre, A Wing,
Senapati Bapat Road, Pune 411 016.

