

NOTICE

NOTICE is hereby given that the Fifty-seventh 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, 505 A Wing, Senapati Bapat Road, Pune 411 016 on **Monday, 11th September, 2017 at 2.30 p.m.** to transact the following business:-

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2017 and Statement of Profit & Loss for the year ended on that date and the Auditors' and Directors' Report thereon.
2. To confirm the payment of Interim Dividend for the year 2016-17 on equity shares of the company and treat the same as final dividend.
3. To appoint a Director in place of Mr. H.O.Meyer (DIN: 01385028) who retires by rotation and being eligible, offers herself 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 Section 149, 152 and 161 of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions of the Companies Act, 2013, if any, approval of the members of the Company be and is hereby accorded for the reappointment of Ms. Cecilia Sandberg (DIN 07886753) as Director of the Company, liable to retire by rotation".

By order of the Board of Directors

sd/-

Anant Bavare
Company Secretary

Registered Office:

Sveanagar,

Mumbai - Pune Road,

Dapodi, Pune - 411012

Dated: 17th July, 2017

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 of accompanying notice.

Item No.5:

Based on the recommendation of Nomination and Remuneration Committee, the Board at its meeting held on 12th June, 2017 has appointed Ms. Cecilia Sandberg as an Additional Director under Section 161 of the Companies Act, 2013, subject to obtaining her Director Identification Number (DIN).

Cecilia Sandberg is a Swedish citizen born in 1968. She has a B.Sc. in Human Resources and a M.Sc. in Sociology from Stockholm University, Sweden. She has around 23 years of experience in human resources domain.

The details of her Directorships and membership of Committees in other Indian Companies are as follows:

Details of Directorships:

Nil

Details of membership of Committees: Nil

Ms. Cecilia Sandberg do not hold any shares in the Company.

Ms. Cecilia Sandberg is not related to any other Director and Key Managerial Personnel (KMP) of the Company.

By order of the Board of Directors

Anant Bavare
Company Secretary

Registered Office:

Sveanagar,

Mumbai - Pune Road,

Dapodi, Pune - 411012

Dated: 17th July, 2017

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

Name : Mr. Hans Ola Meyer
Age : 62 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 39 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.

Other Directorship (in India) : NIL

Committee Membership (in India) :

Name of the Committee	Position
Audit Committee	Member
Stakeholders Relationship Committee	Member

Mr. Hans Ola Meyer has attended the Board Meeting of the Company held on 21st December, 2016. He do not hold any shares in the Company. He is not related to any other Director and KMP of the Company.

Notes:

1. **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.
2. 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. Henceforth, 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. 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 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.
4. 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.
5. Members and / or their Proxies should bring the Attendance Slip duly filled in for attending the meeting.
6. Members are requested to quote ledger Folio numbers /Client ID in all correspondence with the Company.
7. Unclaimed Dividend up to the year 2008 has been transferred to the Investor Education & Protection Fund as notified by the Government.
8. 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.
9. 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.
10. Members are requested to bring their personal copy of this Annual Report to the Meeting.

11. **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:

<p>User – ID For Members holding shares in Demat Form:-</p> <p>a) For NSDI :- 8 Character DP ID followed by 8 Digits Client ID</p> <p>b) For CDSL :- 16 digits beneficiary ID</p> <p>For Members holding shares in Physical Form:-</p> <p>Event number followed by Folio Number registered with the company</p>

Event (E-voting Event Number)	User ID	Password/PIN
3342	As per letter attached.	As per letter attached.

Commencement of E-voting	Friday, 8th September, 2017 (9.00 a.m. IST)
End of E-voting	Sunday, 10th September, 2017 (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.
- vi) 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 do not want to cast, select 'ABSTAIN'
- vii) Members holding multiple folios/demat accounts shall choose the voting process separately for each folio /demat account.
- viii) 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.

- x) Corporate/Institutional Members (corporate /FIs/FIIs/Trust/ Mutual Funds/Banks, etc) are required to send scan (PDF format) of the relevant Board resolution to the Scrutinizer through e-mail to the Company Secretary at anant.bavare@in.atlascopco.com with copy to evoting@karvy.com. The file scanned image of the Board Resolution should be in the naming format "Corporate Name_ Event no."
- xi) The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company.
- xii) 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.
- xiii) 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 Adhar Card or Passport).
- ix) M/s. Shailesh Indapurkar & Associates, Practicing Company Secretaries, Pune has been appointed as the Scrutinizer to scrutinise the e-voting process in a fair and transparent manner.
- x) Please contact either toll free No. **1-800-34-54-001** of Karvy Computer Share Private Limited or Mr. Anant Bavare, Company Secretary of the Company on 9326653917 for any clarification regarding e-voting.



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.

