

Scrutinizer(s) Report
[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies
(Management and Administration) Rules, 2014]

To,
The Chairman
Extra Ordinary General Meeting (EOGM) of the Equity shareholders
Of **Atlas Copco (India) Limited**
Dear Sir,

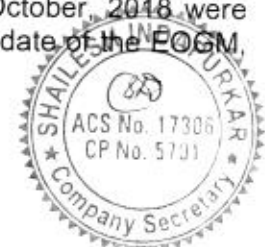
I, Shailesh Dilip Indapurkar, Proprietor, Shailesh Indapurkar & Associates, Company Secretaries, Pune having our office at Radha Ramkrishna Society, Flat No.5, 1st Floor, 1626, Sadashiv Peth, Gopal Gayan Samaj Road, Pune 411 030, have been appointed as scrutinizer of Atlas Copco (India) Limited ("the company") having its Registered Office Address at Sveanagar, Mumbai-Pune road, Dapodi, Pune-411012 for the purpose of scrutinizing the e-voting process and ballot process in a fair and transparent manner & ascertaining the requisite majority on voting carried out as per the provisions of Companies Act, 2013 read with rules i.e. Companies(Management and Administration) Rules, 2014 on below mentioned resolution, at the Extra Ordinary General Meeting of the Equity shareholders of **Atlas Copco (India) Limited** held on Thursday the 25th day of October, 2018 at Sumant Moolgaokar Auditorium, Mahratta Chamber of Commerce, Industries and Agriculture, MCCIA Trade Tower, International Convention Centre, A Wing, Senapati Bapat Road, Pune, 411016.

The Management of the Company was responsible to ensure the compliance with the requirements of the Act and rules relating to voting, through E-voting process (remote e-voting) and by Poll using ballot / polling paper at the EOGM, for the resolution contained in Notice of EOGM of the Company.

Our responsibility as scrutinizer for the voting, through E-voting process and by Poll using ballot / polling paper at the EOGM, was restricted to make a 'Consolidated Scrutinizers Report' of the votes cast as "assent" or "dissent" / "for" or "against" for the resolution as stated in the notice of the EOGM, based on the reports generated from the Electronic voting service facility provided by Karvy Computershare Private Limited (Karvy), the authorized agency, engaged by the Company, to provide voting through electronic means i.e. by remote e-voting and on voting by Polling process conducted at the EOGM using ballot / polling paper.

We submit our report as under:

1. The e-voting period remained open from 20th October, 2018 (9.00 am IST) to 24th October, 2018 (5.00 pm IST) (Both days inclusive).
2. The shareholders holding shares as on the "cut off" date i.e. 19th October, 2018 were entitled to vote through e-voting and those who were present on the date of the EOGM.



and not opted to vote through e-voting process were entitled to vote through ballot process on the proposed resolution (as set out in the Notice of the EOGM of **Atlas Copco (India) Limited**).

3. The votes were unblocked on Thursday the 25th day of October, 2018 at around 5.22 P.M in the presence of two witnesses, CS Ganesh Nanaware and CS Anil Ketkar who are not in the employment of the company.
4. Thereafter, the details containing, inter-alia, list of equity shareholders, who voted "for" and "Against", were downloaded from the e-voting website of <https://evoting.karvy.com/>
4. Further, on the date of the Extra Ordinary General Meeting, 101 shareholders voted through ballot process.
5. The particulars of votes casted through remote e voting and votes casted by ballot process at the venue of EOGM have been recorded in the register separately maintained for the purpose in accordance with the Companies (Management And Administration Rules) 2014.
6. The result of the e-voting as well as ballot processes as under:

Special Resolution –Approval of capital reduction pursuant to Section 66 of the Companies Act, 2013

(i) Voted **in favor** of the resolution:

| Type of Voting | Number of members voted | Number of votes cast in favor of resolution | % of total number of valid votes cast |
|----------------|-------------------------|---|---------------------------------------|
| E-Voting | 26 | 24874 | 64.18% |
| Ballot | 81 | 21747300 | 99.90% |
| TOTAL | 107 | 21772174 | 99.84% |

(ii) Voted **against** the resolution:

| Type of Voting | Number of members voted | Number of votes cast in against of resolution | % of total number of valid votes cast |
|----------------|-------------------------|---|---------------------------------------|
| E-Voting | 20 | 13878 | 35.81% |
| Ballot | 17 | 20598 | 0.09% |
| TOTAL | 37 | 34476 | 0.15% |

(iii) Invalid votes:

| Type of Voting | Total number of members whose votes were declared invalid | Total number of votes cast by them |
|----------------|---|------------------------------------|
| E-Voting | NIL | NIL |
| Ballot | 3 | 633 |



7. Based on the above facts, special resolution may be considered as passed with requisite majority as per the provisions of the Companies Act, 2013
8. Voting register and other papers shall remain in safe custody of the scrutinizer until the chairman considers, approves, signs the Minutes of the aforesaid Extra Ordinary General Meeting and the same shall be handed over to the Company Secretary for safe keeping.

Thanking you,
Yours faithfully,
For Shailesh Indapurkar & Associates
Company Secretaries



CS Shailesh Indapurkar
Scrutinizer
M. No. 17306, CP No. 5701
Place: Pune.
Date: 27 Oct 2018

