

Atlas Copco (India) Private Limited
[Formerly known as Atlas Copco (India) Limited]
Registered Office:
Sveanagar, Mumbai-Pune Road, Dapodi, Pune – 411 012.
CIN: U27106PN1960PTC020566
Tel. No. 7414966670
Website: www.atlascopco.com/en-in
Email: investors.grievances@in.atlascopco.com

NOTICE

NOTICE is hereby given that the Sixty-fourth (64th) Annual General Meeting ('AGM') of the members of Atlas Copco (India) Private Limited [Formerly known as Atlas Copco (India) Limited] will be held on Wednesday, 25th September 2024 at 11:00 a.m. at its registered office at Sveanagar, Dapodi, Mumbai-Pune Road, Pune – 411 012, India 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 2024 and the Auditors' and Directors' Report thereon.
2. To confirm the payment of Interim Dividend for the year 2023-24 on equity shares of the company and treat the same as final dividend.

SPECIAL BUSINESS:

3. 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. 90,000/- (Rupees Ninety 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, 2025, as 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, proper or expedient to give effect to this resolution.”

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

“RESOLVED THAT pursuant to Section 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and all other applicable laws and in accordance with the Articles of Association of the Company, Ms. Shachi Sunit Joshi (DIN No. 10288682), who was appointed as an Additional Director of the Company with effect from 16 September 2023 and who holds office upto the date of this Annual General Meeting, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT pursuant to Section 196 and other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and all other applicable laws and in accordance with the Articles of Association of the Company, approval of the members of the Company be and is hereby accorded for the appointment of Ms. Shachi Sunit Joshi (DIN No. 10288682) as a Whole-Time Director of the Company for a period of five (5) years with effect from 16th September 2023.

RESOLVED FURTHER THAT any Director of the Company be and is hereby authorized to take all necessary actions and sign all such papers as required to give effect to this resolution.”

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

“RESOLVED THAT pursuant to Section 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and all other applicable laws and in accordance with the Articles of Association of the Company, Mr. Umesh Madanlal Oza (DIN No. 10280040), who was appointed as an Additional Director of the Company with effect from 16 September 2023 and who holds office upto the date of this

Annual General Meeting, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT pursuant to Section 196 and other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and all other applicable laws and in accordance with the Articles of Association of the Company, approval of the members of the Company be and is hereby accorded for the appointment of Mr. Umesh Madanlal Oza (DIN No. 10280040) as a Whole-Time Director of the Company for a period of five (5) years with effect from 16th September 2023.

RESOLVED FURTHER THAT any Director of the Company be and is hereby authorized to take all necessary actions and sign all such papers as required to give effect to this resolution.”

By order of the Board of Directors
sd/-
Umesh Oza
Whole-time Director, Head-Legal &
Company Secretary
DIN No. 10280040
Membership No. F 7398

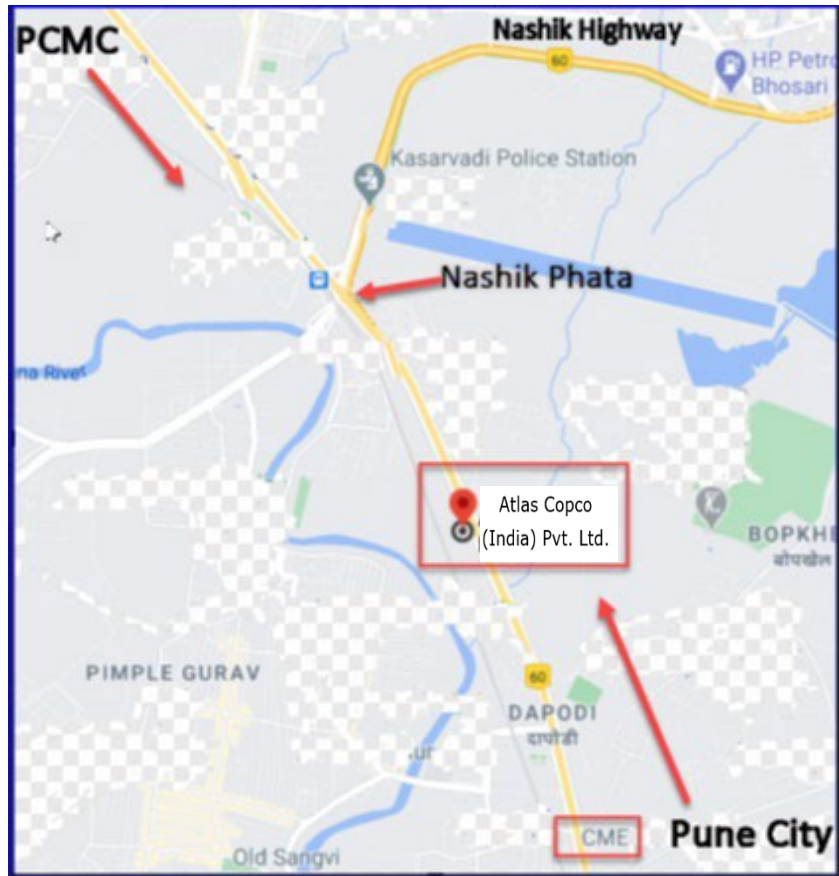
Date: 9 August 2024
Place: Pune

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

4. Members are requested to notify immediately the change of address or any other particulars to the Company's Registrars & Share Transfer Agents, KFin Technologies Ltd. (Formerly known as KFin Technologies Private Limited), Karvy Selenium Tower B, Plot Nos. 31 & 32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad – 500 032. In case shares are held in demat mode, the same is to be notified to the Depository Participant with whom demat account is held by the shareholders.
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 declared up to the year 2017 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 at least 7 (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 the Annual Report to the Meeting.
11. 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.
12. 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.
13. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company.
14. The member who desires to vote at the annual general meeting shall bring his/her valid identity card in original (PAN Card or Driving Licence or Aadhaar Card or Passport).
15. Route map to reach the venue of the AGM is attached to the Notice.

Route Map of the AGM venue:



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. 3, 4 and 5 of the accompanying notice.

Item No. 3:

M/s. Deepak Marne & Company, Cost Accountants, Pune have been appointed as the Cost Auditors of the Company for the financial year 2024-25 by the Board of Directors at its meeting held on 9 August 2024. It is proposed to pay an amount not exceeding Rs. 90,000/- (Rupees Ninety Thousand Only) plus applicable taxes and reimbursement of actual out of pocket expenses as the remuneration to the Cost Auditors for the FY 2024-25.

They were also the Cost Auditors of the Company for financial year 2023-24.

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.

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

Your Directors recommend the resolution for your approval.

Item No. 4:

Ms. Shachi Sunit Joshi (DIN No. 10288682) was appointed as an Additional Director with effect from 16 September 2023 in terms of the Companies Act, 2013 and Articles of Association of the Company and she holds office up to the date of this meeting. She was further appointed as Whole-time Director of the Company for a period of 5 years commencing from 16 September 2023.

Accordingly, it is proposed to approve the appointment of Ms. Shachi Sunit Joshi as Director at the 64th Annual General Meeting.

The Board of Directors, considers that, given her qualifications, experience and expertise, the appointment of Ms. Shachi Sunit Joshi as Director would be beneficial to the Company and recommends the Ordinary Resolution set forth as Item No. 4 of the Notice for the approval of the members.

Ms. Shachi Sunit Joshi is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given her consent to act as a Director.

Ms. Shachi Sunit Joshi is not related to any other Director or Key Managerial Personnel of the Company.

Ms. Shachi Sunit Joshi is interested in the resolution set out at Item No. 4 of the Notice with regard to her appointment. Relatives of Ms. Shachi Sunit Joshi may be deemed to be interested in the resolution to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested in the resolution.

Your Directors recommend the resolution for your approval.

Item No. 5:

Mr. Umesh Madanlal Oza (DIN No. 10280040) was appointed as an Additional Director with effect from 16 September 2023 in terms of the Companies Act, 2013 and Articles of Association of the Company and he holds office up to the date of this meeting. He was further appointed as Whole-time Director of the Company for a period of 5 years commencing from 16 September 2023.

Accordingly, it is proposed to approve the appointment of Mr. Umesh Madanlal Oza as Director at the 64th Annual General Meeting.

The Board of Directors, considers that, given his qualifications, experience and expertise, the appointment of Mr. Umesh Madanlal Oza as Director would be beneficial to the Company and recommends the Ordinary Resolution set forth as Item No. 5 of the Notice for the approval of the members.

Mr. Umesh Madanlal Oza is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as a Director.

Mr. Umesh Madanlal Oza is not related to any other Director or Key Managerial Personnel of the Company.

Mr. Umesh Madanlal Oza is interested in the resolution set out at Item No. 4 of the Notice with regard to his appointment. Relatives of Mr. Umesh Madanlal Oza may be deemed to be interested in the resolution to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested in the resolution.

Your Directors recommend the resolution for your approval.

By order of the Board of Directors
sd/-
Umesh Oza
Whole-time Director, Head-Legal &
Company Secretary

Date: 9 August 2024
Place: Pune

Information required as per Secretarial Standard SS-2 regarding Item Nos. 4 and 5 of the Notice:

Particulars	Ms. Shachi Sunit Joshi	Mr. Umesh Madanlal Oza
Age	37 years	39 years
Date of birth	6 January 1987	13 October 1984
Qualifications	B.Com, CA	B.Com, LL.B, FCS
Experience	Shachi Joshi has more than 16 years of diverse experience in various domains of finance, such as audit, treasury, accounting, insurance and reporting. Her experience spans across various industries such as banking, retail, services, and manufacturing. She has spent more than 7 years with Atlas Copco.	Umesh Oza has more than 18 years of diverse experience in various domains of legal and corporate governance, including mergers and acquisitions, litigation, contracting, compliance management and legal audits. His experience spans across industries such as IT, automotive and manufacturing. He has been with Atlas Copco for more than 6 years.
Terms and Conditions of Appointment / Reappointment	As per the resolution at item no. 4 of the Notice convening Annual General Meeting.	As per the resolution at item no. 5 of the Notice convening Annual General Meeting.
Remuneration paid	Rs. 5.66 Million	Rs. 5.64 Million
Remuneration proposed to be paid	As per the resolution at item no. 4 of the Notice convening Annual General Meeting read with explanatory statement thereto.	As per the resolution at item no. 5 of the Notice convening Annual General Meeting read with explanatory statement thereto.
Date of first appointment on the Board	16 th September 2023	16 th September 2023
Shareholding in the Company as	Nil	Nil

on March 31, 2024		
Relationship with other Directors / Key Managerial Personnel	Not related to any Director / Key Managerial Personnel	Not related to any Director / Key Managerial Personnel
Number of meetings of the Board attended during the year	2	2
Directorships of other Boards as on March 31, 2024	Nil	1
Membership / Chairmanship of Committees of other Boards as on March 31, 2024	Nil	Nil

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Phone: 7414966670

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CIN: U27106PN1960PTC020566

Attendance Slip

To be handed over at the entrance of the meeting hall

Name of the Member
Name of the proxy (To be filled if the proxy attends instead of the member)

Registered Folio No.	
DP ID	
Client ID	

No. of shares held:

I/We hereby record my/our presence at the sixty-fourth Annual General Meeting to be held at Atlas Copco (India) Private Limited, Sveanagar, Dapodi, Old Mumbai-Pune Road, Pune 411 012 on Wednesday, 25th September 2024 at 11:00 a.m.

Pune, 25/09/2024

(Member's/Proxy's Signature)

(To be signed at the time of handing over the slip)

Member/Proxyholder are requested to bring their copies of the Annual Report at the Annual General Meeting.

Copies will not be distributed at the Meeting.

Member/Proxyholder should also bring a valid photo identity (i.e. PAN/AADHAR etc.) for identification purposes.

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Website: www.atlascopco.com/en-in Email: investors.grievances@in.atlascopco.com

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Form 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) holding shares of the above named company, hereby appoint

1. Name: Address:

E-mail Id: Signature:, or failing him

2. Name: Address:

E-mail Id: Signature:, or failing him

3. Name: Address:

E-mail Id: Signature:.....

as my/ our proxy to attend and vote (on a poll) for me/ us and on my/our behalf at the sixty-fourth Annual General Meeting of the Company, to be held at Atlas Copco (India) Private Limited, Sveanagar, Dapodi, Old Mumbai-Pune Road, Pune 411 012 on Wednesday, 25th September 2024 at 11:00 a.m. and at any adjournment thereof in respect of such resolutions as are indicated below:

1. To receive, consider and adopt the financial statements of the Company for the year ended 31st March 2024 and the Auditors' and Directors' Report thereon.
2. To confirm the payment of Interim Dividend for the year 2023-24 on equity shares of the company and treat the same as final dividend.
3. To ratify the remuneration payable to Cost Auditor for FY 2024-25.
4. To appoint Ms. Shachi Sunit Joshi (DIN No. 10288682) as a Director and Whole-time Director of the Company.
5. To appoint Mr. Mr. Umesh Madanlal Oza (DIN No. 10280040) as a Director and Whole-time Director of the Company.

Signed this day of 2024.

Signature of Shareholder(s)

Signature of Proxy holder(s)

Please affix
Revenue Stamp