

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

NOTICE

NOTICE is hereby given that the Sixty-first (61st) Annual General Meeting ('AGM') of the members of **Atlas Copco (India) Limited** will be held **on Wednesday, 29 September 2021 at 11.30 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 2021 and the Auditors' and Directors' Report thereon.
2. To declare final dividend on equity shares.
3. To appoint a Director in place of Ms. Cecilia Ingrid Maria Sandberg (DIN: 07886753) who retires by rotation and being eligible, offers herself for re-appointment.

SPECIAL BUSINESS:

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

"RESOLVED THAT in accordance with the provisions of Section 152 read with other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Peter Hugo Kinnart (DIN 09220057), who was appointed as an additional director in accordance with the provisions of Section 161(1) of the Act and the Articles of Association of the Company and who holds office up to the date of this meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient 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 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. 95,000/- (Rupees Ninety 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, 2022, 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, proper or expedient to give effect to this resolution.”

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

Date: 30 August 2021
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. The Register of Members and the Share Transfer Books of the Company will remain closed from Saturday, September 25, 2021 to Wednesday, September 29, 2021 (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 Friday, September 24, 2021.
5. 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. Members are also requested to submit their PAN numbers with the Company / Registrar to ensure proper deduction of tax on dividend in accordance with the law in force.
6. Members are requested to notify immediately the change of address or any other particulars to the Company's Registrars & Share Transfer Agents, KFin Technologies Pvt. Ltd. (Formerly Karvy Computershare Private Ltd.), 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.
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 declared up to the year 2013 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 at least 7 (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 the Annual Report to the Meeting.
13. 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.
14. 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.
15. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company.
16. 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).
17. CS Shailesh Indapurkar, Practicing Company Secretaries, Pune or failing him, CS Sagar R Khandelwal, Practicing Company Secretaries, Pune have been appointed as the Scrutinizer to scrutinise the voting process in a fair and transparent manner.
18. Route map to reach the venue of the AGM is attached to the Notice.



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 Nos. 4 to 5 of the accompanying notice.

Item No. 4:

The Board at its meeting held on 30 June 2021 had appointed Mr. Peter Hugo Kinnart (DIN 09220057) as an Additional Director in accordance with the provisions of Section 161(1) of the Act and the Articles of Association of the Company and he holds office up to the date of this meeting.

Accordingly, it is proposed to approve the appointment of Mr. Peter Hugo Kinnart as Director in the 61st Annual General Meeting.

The Company has received a notice under Section 160 of the Companies Act, 2013 from a member of the Company proposing the candidature of Mr. Peter Hugo Kinnart to the office of Director of the Company.

The Board of Directors, considers that, given his qualifications, experience and expertise, the appointment of Mr. Peter Hugo Kinnart 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 shareholders.

Mr. Peter Hugo Kinnart 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. Peter Hugo Kinnart is not related to any other Director or Key Managerial Personnel of the Company.

Mr. Peter Hugo Kinnart is interested in the resolution set out at Item No. 4 of the Notice with regard to his appointment. Relatives of Mr. Peter Hugo Kinnart 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:

M/s. Deepak Marne & Company, Cost Accountants, Pune have been appointed as the Cost Auditors of the Company for the financial year 2021-22 by the Board of Directors at its meeting held on 30 August 2021. It is proposed to pay an amount not exceeding Rs. 95,000/- (Rupees Ninety Five Thousand Only) plus

applicable taxes and reimbursement of actual out of pocket expenses as the remuneration to the Cost Auditors for the FY 2021-22.

They were also the Cost Auditors of the Company for financial year 2020-21.

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.

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

Date: 30 August 2021
Place: Pune

Information required as per Secretarial Standard SS-2 regarding Item Nos. 3 and 4 of the Notice:

Particulars	Ms. Cecilia Ingrid Maria Sandberg	Mr. Peter Hugo Kinnart
Age	53 years	52 years
Date of birth	9 January 1968	21 June 1969
Qualifications	B.Sc. in Human Resources and M.Sc. in Sociology from Stockholm University.	Commercial Engineer and Applied Economic Sciences, University of Antwerp (UFSIA), Belgium
Experience	Ms. Cecilia Sandberg began her career as Human Resources consultant for a travel agency. From 1999 to 2007 she held different Human Resources roles at Scandinavian Airlines and AstraZeneca. Between 2007–2015, she was Vice President Human Resources for Atlas Copco AB's Industrial Technique business area. Before she started her current position as Senior Vice President, Chief Human Resources Officer of Atlas Copco AB in 2017, she was Senior Vice President Human Resources at Permobil.	Mr. Peter Kinnart has an experience of over 28 years with Atlas Copco Group, including in various Business Control functions, including VP Business Control and latest as Senior Vice President, Dy. Chief Financial Officer of Atlas Copco AB, Sweden. He has held various senior positions in Atlas Copco Group companies in Sweden, Belgium, Switzerland, Spain and Germany.
Terms and Conditions of Appointment / Reappointment	As per the resolution at item no. 3 of the Notice convening Annual General Meeting to be held on September 29, 2021.	As per the resolution at item no. 4 of the Notice convening Annual General Meeting to be held on September 29, 2021 read with explanatory statement thereto.
Remuneration paid	Nil	Nil
Remuneration proposed to be paid	Nil	Nil
Date of first appointment on the Board	20 th July 2017	30 June 2021

Shareholding in the Company as on March 31, 2021	Nil	Nil
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	1	0
Directorships of other Boards as on March 31, 2021	Nil	Nil
Membership / Chairmanship of Committees of other Boards as on March 31, 2021	Nil	Nil



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

CIN: U27106PN1960PLC020566

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-first Annual General Meeting to be held at Atlas Copco (India) Limited, Sveanagar, Dapodi, Mumbai-Pune Road, Pune 411 012 on **Wednesday, 29th September 2021** at 11.30 a.m.

Pune, 29/09/2021

(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.

Atlas Copco (India) Ltd.

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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-first Annual General Meeting of the Company, to be held on Wednesday, 29th September 2021 at 11.30 a.m. at Atlas Copco (India) Limited, Sveanagar, Mumbai-Pune Road, Dapodi, Pune 411 012 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 2021 and the Auditors' and Directors' Report thereon.
2. To declare final dividend on equity shares.
3. To appoint a Director in place of Ms. Cecilia Ingrid Maria Sandberg (DIN: 07886753) who retires by rotation and being eligible, offers herself for re-appointment.
4. To appoint Mr. Peter Hugo Kinnart (DIN: 09220057) as a Director.
5. To ratify the remuneration payable to Cost Auditor for FY 2021-22.

Signed this day of 2021.

Signature of Shareholder(s)

Signature of Proxy holder(s)

Please affix Revenue Stamp
