

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 Extra-ordinary General Meeting of the members of **Atlas Copco (India) Private Limited [Formerly known as Atlas Copco (India) Limited]** will be held on **Friday, 25th October 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:-

SPECIAL BUSINESS:

Consolidation of share capital of the Company

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

“RESOLVED THAT pursuant to Section 61 and other applicable provisions (if any) of the Companies Act, 2013 read with the rules made thereunder (including any statutory modification, amendment or re-enactment thereof for the time being in force) and any other statutory provisions and regulations, as may be applicable, and in accordance with Article 45 of Articles of Association of the Company, and subject to such approvals, sanctions, consents and permissions, as may be necessary or required from the National Company Law Tribunal (the “**NCLT**”) and/or such other appropriate authorities, consent of the members of the Company be and is hereby accorded for consolidation of the entire authorized, issued, subscribed and paid up share capital of the Company by increasing the face value of the equity shares from INR 10 (Rupees Ten Only) each to INR 1,600 (Rupees One Thousand Six Hundred Only) each, so that every 160 (One Hundred and Sixty) equity shares with face value of INR 10 (Rupees Ten Only) each held by a member are consolidated into 1 (one) equity share with face value of INR 1,600 (Rupees One Thousand Six Hundred Only) each, on and from such date as may be fixed by the Board after receipt of the NCLT approval for this purpose (the “**Record Date**”).

RESOLVED FURTHER THAT on and from the Record Date, the authorised share capital of INR 25,00,00,000 (Rupees Twenty Five Crores Only) divided into 2,50,00,000 (Two Crore Fifty Lakhs) equity shares having face value of INR 10 (Rupees Ten Only) each shall stand consolidated and comprise of 1,56,250 (One Lakh Fifty Six Thousand Two Hundred and Fifty) equity shares having face value of INR 1,600 (Rupees One Thousand Six Hundred Only) each aggregating to INR 25,00,00,000 (Rupees Twenty Five Crores Only) and consequently, the existing Clause V of the Memorandum of Association of the Company shall also stand altered and substituted by the following on and from the Record Date:

"V. The Capital of the Company is Rs. 25,00,00,000 (Rupees Twenty Five Crores Only) divided into 1,56,250 (One Lakh Fifty Six Thousand Two Hundred and Fifty) equity shares of Rs. 1,600 (Rupees One Thousand Six Hundred Only) each with the rights, privileges and conditions attaching thereto as are provided by the regulations of the Company for the time being, with power to increase and reduce the Capital of the Company for the time being, with power to increase and reduce the Capital of the Company and to divide the shares in the Capital for the time being, original or increased, into several classes and to attach thereto respectively such preferential deferred, postponed, qualified or special rights, privileges or conditions as to voting, conversion of preference into ordinary shares and otherwise as may be determined by or in accordance with the regulations of the Company and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may for the time being be provided by the regulations of the Company and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may for the time being be provided by the regulations of the Company and consolidate or sub-divide the shares and issue shares of higher or lower denomination."

RESOLVED FURTHER THAT on and from the Record Date, the existing issued and paid-up share capital of the Company comprising of 2,18,71,393 (Two Crore Eighteen Lakh Seventy One Thousand Three Hundred and Ninety Three) equity shares having face value of INR 10 (Rupees Ten Only) each shall stand consolidated into 1,36,693 (One Lakh Thirty Six Thousand Six Hundred and Ninety Three) equity shares having face value of INR 1,600 (Rupees One Thousand Six Hundred Only) each aggregating to INR 21,87,08,800 (Rupees Twenty One Crore Eighty Seven Lakhs Eight Thousand and Eight Hundred Only) and the remaining 513 (Five Hundred and Thirteen) equity shares having face value of INR 10 (Rupees Ten Only) each forming part of the existing paid-up capital (which cannot be consolidated and re-allotted to the respective members as a result of fractional entitlement) shall, without any further action or approval, automatically stand cancelled and reduced from the share capital of the Company by paying the holders of such shares a price of INR 8,000 (Rupees Eight Thousand Only) per pre-fractional share in accordance with the valuation report dated 16 September 2024 obtained by the Company from KPMG Valuation Services LLP (RV Regn. No. IBBI/RV-E/06/2020/115) in this regard.

RESOLVED FURTHER THAT:

- (a) in case of shares held in physical form, the existing share certificate issued to the holders of the equity shares of Company will be treated as cancelled on and from the Record Date and fresh share certificates be issued in respect of the consolidated equity shares of the Company to such members in accordance with the provisions of the Companies Act, 2013 read with the rules made thereunder;
- (b) in case of shares held in dematerialized form, the respective beneficiary accounts of the members holding the shares in dematerialized form shall be credited with the consolidated equity shares in lieu of their existing shares; and
- (c) no member will be issued any certificate or be provided a credit of shares in dematerialized form for resulting fractional entitlement of a share as a

result of the implementation of this resolution for consolidation of shares (physical or demat), but such fractional shares entitlement shall be reduced from the share capital by paying the members a price of INR 8,000 (Rupees Eight Thousand Only) per pre-fractional share in accordance with the valuation report dated 16 September 2024 obtained by the Company from KPMG Valuation Services LLP (RV Regn. No. IBBI/RV- E/06/2020/115) in this regard.

RESOLVED FURTHER THAT the consolidation of shares be determined on the basis of those shareholders whose names appear as members in the Register of Members maintained by the Company or as beneficial owners in the records of depository, as the case maybe, as on the Record Date.

RESOLVED FURTHER THAT for the purposes of giving effect to the consolidation of shares as aforesaid the Board is hereby authorised to agree to any modifications or conditions that may be imposed or stipulated by the NCLT and to take all necessary steps and actions as the Board may in its discretion deem fit for the purposes of ensuring that the Capital Reduction is completed in a fair and equitable manner and as directed by the NCLT.

RESOLVED FURTHER THAT each of the Directors of the Company be and is hereby severally authorised to file all applications, petitions and documents relating to the consolidation of shares or delegate such authority to another person as deemed fit and to take all necessary steps and do all such acts, deeds, matters and things, as may be necessary to give effect to the aforesaid resolutions and as it may (in its absolute discretion) deem necessary, expedient, usual or proper, in the best interest of the Company and its members in connection with and relating to the consolidation of shares, including any directions for settling any question or doubt or difficulty whatsoever may arise, for the purpose of giving effect to the consolidation of shares, or to any modification thereof, and as the Board may in its absolute discretion deem fit and proper in the best interest of the Company without being required to seek any further consent or approval of the members or otherwise.

RESOLVED FURTHER THAT all actions and steps taken until this date in connection with any matter referred to or contemplated for implementing the proposed share consolidation be and are hereby approved, ratified and confirmed in all respects.

RESOLVED FURTHER THAT each Director of the Company be and is hereby severally authorised to issue certified true copies of this resolution as true and deliver the same to whomsoever they may deem fit.

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

Date: 25 September 2024
Place: Pune

Notes:

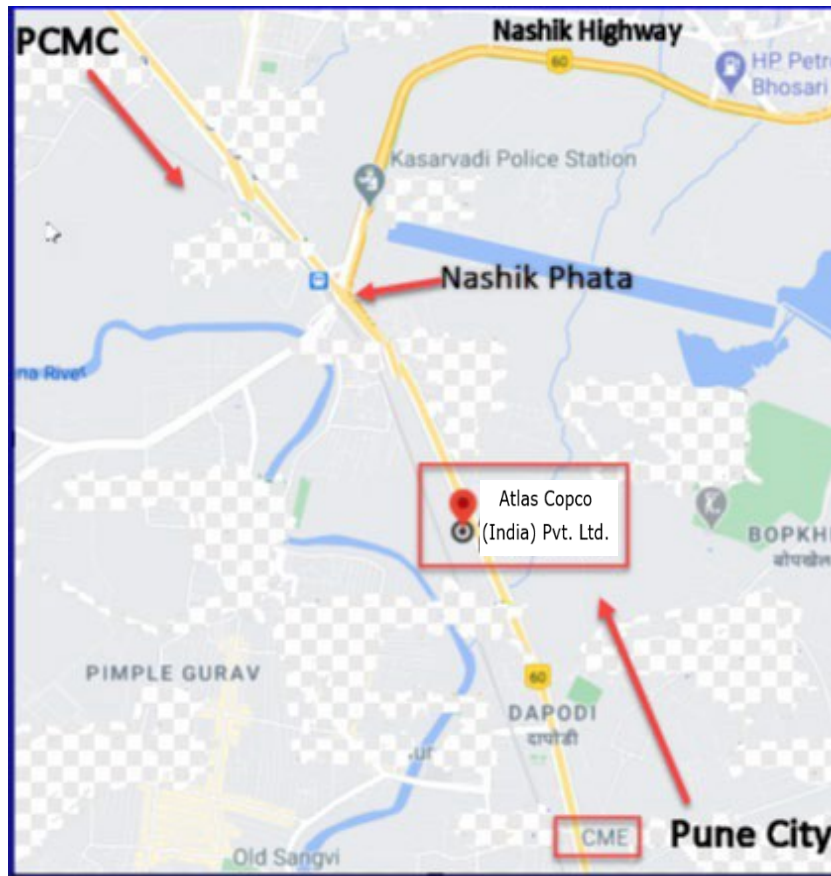
1. A member entitled to attend and vote at the meeting is entitled to appoint Proxy or Proxies to attend and vote instead of himself on a poll only and such Proxy need not be a member of the Company. The Proxy form in order to be effective must be deposited at the registered office of the Company not less than 48 hours before the commencement of the meeting.
2. A person can act as proxy on behalf of members not exceeding fifty (50) members and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.
3. 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 extra-ordinary general meeting 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.

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. 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.
8. 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.

9. Members are requested to bring their personal copy of this Notice to the Meeting.
10. 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.
11. 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.
12. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company.
13. The member who desires to vote at the extra-ordinary general meeting shall bring his/her valid identity card in original (PAN Card or Driving Licence or Aadhaar Card or Passport).
14. Further, in case voting is conducted by way of poll, members shall be requested to send their vote on this email ID at investors.grievances@in.atlascopco.com.
15. The documents (if any) related to matters set out in this Notice shall be open for inspection without any fee at the registered office of the Company during normal business hours (9.00 a.m. to 5.00 p.m.) on all working days from the date of circulation of this Notice up to and including the date of meeting. Members seeking to inspect such documents can send an email to investors.grievances@in.atlascopco.com
16. The Explanatory Statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013 is annexed hereto.
17. Route map to reach the venue of the extra-ordinary general meeting is attached to the Notice.

Route Map of the extra-ordinary general meeting venue:



**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE
COMPANIES ACT, 2013 RELATING TO THE AFORESAID SPECIAL
RESOLUTION**

I. Consolidation of share capital of the Company

The Board of Directors at their meeting held on 25 September 2024 have considered and approved the proposed consolidation of share capital of the Company as per the terms set out in the resolution by increasing the face value of equity shares from INR 10 (Rupees Ten Only) each to INR 1,600 (Rupees One Thousand Six Hundred Only) each and the pre-consolidation and post-consolidation capital structure of the Company is as follows:-

	Pre-consolidation structure	Post-consolidation structure
Total Authorized Share Capital	INR 25,00,00,000 (Rupees Twenty Five Crores Only)	INR 25,00,00,000 (Rupees Twenty Five Crores Only)
Nominal value of shares	INR 10 (Rupees Ten Only)	INR 1,600 (Rupees One Thousand Six Hundred Only)
No. of shares (Authorized Share Capital)	2,50,00,000 (Two Crores and Fifty Lakhs)	1,56,250 (One Lakh Fifty Six Thousand Two Hundred and Fifty)
Total Paid-up Capital	INR 21,87,13,930 (Rupees Twenty One Crore Eighty Seven Lakh Thirteen Thousand Nine Hundred and Thirty Only)	INR 21,87,08,800 (Rupees Twenty One Crore Eighty Seven Lakhs Eight Thousand and Eight Hundred Only)
Nominal value of shares	INR 10 (Rupees Ten Only)	INR 1,600 (Rupees One Thousand Six Hundred Only)
No. of shares (Paid-up Capital)	2,18,71,393 (Two Crore Eighteen Lakh Seventy One Thousand Three Hundred and Ninety Three)	1,36,693 (One Lakh Thirty Six Thousand Six Hundred and Ninety Three)

Members are requested to note that approval of the members is required in terms of (i) Section 61 of the Companies Act, 2013 and related rules issued thereunder to consolidate the entire authorized, issued, subscribed and paid up share capital of the Company; and (ii) Section 13 of the Companies Act, 2013 for consequent alteration of Clause V of the Memorandum of Association of the Company.

II. Rationale for proposed share consolidation

- (a) The Company is a privately held company and there is no available platform for trading its shares. As a result, there is no benefit of having a nominal face value in relation to its shares. It is, therefore, considered desirable to consolidate its share capital by increasing the per share face value of the shares.
- (b) The proposed share consolidation, will therefore, rationalize the share capital of the Company by increasing the per share face value of the shares and reducing the total number of shares in the manner set out above. As a result, the Company will benefit from the ease of managing a reduced number of shares in a cost efficient manner, thus reducing its overall administrative burden.
- (c) The management further believes that the overhead costs and expenses incurred on maintaining a significantly higher number of shares and servicing the fragmented shareholding will also be reduced pursuant to the share consolidation.

III. Effect of proposed share consolidation

- (a) The proposed share consolidation will not cause any prejudice to the creditors of the Company. The creditors of the Company will in no way be affected by the proposed share consolidation as there is no reduction in the amount payable to any of the creditors. No compromise or arrangement is contemplated in relation to the creditors and the Company will have assets in excess of all its liabilities post the share consolidation.
- (b) The proposed share consolidation will not, in any way, adversely affect the ordinary operations of the Company or the ability of the Company to honour its commitments or to pay its debts in the ordinary course of business.
- (c) The proposed consolidation share consolidation will not adversely affect the employees / workers of the Company in any manner and they would continue to enjoy the same benefits as they would receive before the consolidation of equity share capital.

IV. Valuation

- (a) To maintain fairness and transparency, the Company appointed KPMG Valuation Services LLP (RV Regn. No. IBBI/RV-E/06/2020/115) (the "**Independent Valuer**") to undertake an independent valuation of the equity shares of the Company for the share consolidation and has obtained

a valuation report dated 16 September 2024 in this regard (the "**Valuation Report**").

- (b) After due consideration and detailed deliberations in relation to the valuation set out in the Valuation Report, including the valuation methodologies considered, the Board is of the view that the valuation mentioned in the Valuation Report, i.e. INR 8,000 (Indian Rupees Eight Thousand Only) per share of the Company represents the fair value of the equity shares of the Company.

V. General

- (a) The proposed consolidation is pursuant to Section 61, Section 13 and other applicable provisions of the Act and the rules issued thereunder, permitted under Article 45 of the Articles of Association of the Company, and is subject to the approval of the members of the Company and confirmation of the National Company Law Tribunal and such other regulatory authorities as may be required.
- (b) None of the Directors of the Company is or may be deemed to be concerned or interested in this resolution.
- (c) The documents related to matters set out in this Notice shall be open for inspection without any fee at the registered office of the Company during normal business hours (9.00 a.m. to 5.00 p.m.) on all working days from the date of circulation of this Notice up to and including the date of meeting.
- (d) The Board considers that this resolution is in the best interests of the Company, its shareholders and therefore, recommends passing of the special resolution as set out in the accompanying notice.

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

Date: 25 September 2024
Place: Pune

Atlas Copco (India) Private Ltd.

[Formerly known as Atlas Copco (India) Limited]

Registered Office: Sveanagar, Old Mumbai-Pune Road,

Dapodi, Pune 411 012.

Phone: 7414966670

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

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 Extra-ordinary General Meeting to be held at Atlas Copco (India) Private Limited, Sveanagar, Dapodi, Old Mumbai-Pune Road, Pune 411 012 on Friday, 25th October 2024 at 11:00 a.m.

Pune, 25/10/2024

(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.

Atlas Copco (India) Private Ltd.

[Formerly known as Atlas Copco (India) Limited]

Registered Office: Sveanagar, Mumbai-Pune Road,
Dapodi, Pune 411 012.

Phone: 7414966670

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

CIN: U27106PN1960PTC020566

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 Extra-ordinary General Meeting of the Company, to be held at Atlas Copco (India) Private Limited, Sveanagar, Dapodi, Old Mumbai-Pune Road, Pune 411 012 on Friday, 25th October 2024 at 11:00 a.m. and at any adjournment thereof in respect of such resolutions as are indicated below:

1. To consider and approve the consolidation of share capital of the Company.

Signed this day of 2024.

Signature of Shareholder(s)

Signature of Proxy holder(s)

Please affix
Revenue Stamp