



Ingersoll - Rand (India) Limited

Plot No. 35, KIADB Industrial Area,
Bidadi,
Bangalore – 562 109, India
Tel : 080-2216 6000
Fax : 080-2216 6022

COMBINED SCRUTINIZERS' REPORT

ON

E-VOTING, BALLOT RECEIVED BY POST AND POLL

**FOR 92ND ANNUAL GENERAL MEETING OF INGERSOLL-RAND (INDIA)
LIMITED**

HELD ON SEPTEMBER 12, 2014

REGD.OFFICE: PLOT NO. 35, KIADB INDUSTRIAL AREA, BIDADI, BANGALORE KARNATAKA INDIA 562 109

CIN: L05190KA1921PLC036321

TEL : 080-2216 6000 FAX: 080-2728 7482 WEB SITE: WWW.INGERSOLLRAND.CO.IN

ALL AGREEMENTS CONTINGENT UPON STRIKES, ACCIDENTS AND OTHER CONDITIONS BEYOND OUR CONTROL
ALL CONTRACTS ARE SUBJECT TO APPROVAL BY AN OFFICER OF THE COMPANY, QUOTATIONS ARE SUBJECT TO CHANGE WITHOUT NOTICE

REPORT OF SCRUTINIZER

The Chairman of the 92nd Annual General Meeting,
Ingersoll-Rand (India) Limited,
Bangalore

Dear Sir,

Re : Combined Scrutinizers' Report on E-Voting, Postal Ballot and Poll

We, Ms. Bhumika Batra and Ms. Aditi Misra, Advocates at M/s. Crawford Bayley & Co., Advocates and Solicitors, having office at N.GN. Vaidya Marg, Fort, Mumbai – 400 023, appointed as Scrutinizer (s) for the purpose of e-voting, ballot received by post and poll taken on the below mentioned resolution (s), for the 92nd Annual General Meeting of the Equity Shareholders of Ingersoll-Rand (India) Limited, held on September 12, 2014 at a.m., submit our report as under :

1. The Board of Directors of the Company have appointed Ms. Bhumika Batra as Scrutinizer for the E-Voting Process and for the Postal Ballot Process. The E-Voting was concluded on September 5, 2014 at 5 : 30 p.m. IST. For further details, kindly refer to the Scrutinizer's Report given by Ms. Bhumika Batra dated September 9, 2014 attached herewith.
2. The Company has also given the option of voting through Ballot by post to facilitate the Members who could not participate in the e-voting or who could not be present for the meeting. The voting through Postal Ballot was concluded on September 5, 2014. For further details, kindly refer to the Scrutinizer's Report given by Ms. Bhumika Batra dated September 9, 2014 attached herewith.
3. At the 92nd AGM of the Company held on September 12, 2014, the Chairman of the Company had, as statutorily required, called for a Poll to facilitate the Members present in the meeting who could not participate in the e-voting and Postal Ballot to record their votes through the poll process. The Chairman of the AGM appointed had appointed Ms. Aditi Misra, Advocate at M/s. Crawford Bayley & Co., Advocates and Solicitors as Scrutinizer for the same. For further details, kindly refer to the Scrutinizer's Report in Form MGT – 13 dated September 12, 2014 attached herewith.
4. The result of the E-Voting / Postal Ballot together with that of the Poll is as under :

S. No.	Subject Matter (as set out in the Notice of the 92 nd AGM)	Voting Process	Votes in favour of the Resolution	Votes against the Resolution	Invalid Votes / Abstained
1.	Adoption of the Audited Balance Sheet as at March 31, 2014 and Statement of Profit and Loss Account for the year ended on March 31, 2014	E-voting	24702399	3500	NIL
		Ballot Received by Post	15577	NIL	10
		AGM Poll	582	NIL	61

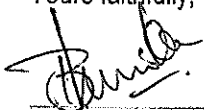
S. No.	Subject Matter (as set out in the Notice of the 92 nd AGM)	Voting Process	Votes in favour of the Resolution	Votes against the Resolution	Invalid Votes / Abstained
	together with the reports of the Directors and Auditors thereon.	Total	24718558	3500	71
2.	Declaration of dividend on equity shares for the financial year ended March 31, 2014.	E-voting	25227278	8706	NIL
		Ballot Received by Post	15474	NIL	113
		AGM Poll	582	NIL	61
		Total	25243334	8706	174
3.	Re-appointment of Mr. Venkatesh Valluri (DIN : 00047514) as Director, who retires by rotation, and, offers himself for re-appointment.	E-voting	25222828	13156	NIL
		Ballot Received by Post	15474	NIL	113
		AGM Poll	582	NIL	61
		Total	25238884	13156	174
4.	Appointment of M/s. Price Waterhouse & Co., Bangalore, Chartered Accountants (Firm Registration No : 007567S) as Auditors for a term of three years until the conclusion of the 95 th Annual General Meeting of the Company, subject to ratification at every Annual General Meeting.	E-voting	24702398	533585	NIL
		Ballot	15474	NIL	113

S. No.	Subject Matter (as set out in the Notice of the 92 nd AGM)	Voting Process	Votes in favour of the Resolution	Votes against the Resolution	Invalid Votes / Abstained
	from September 12, 2014.				
		Ballot Received by Post	15474	NIL	113
		AGM Poll	572	NIL	71
		Total	24709338	542691	184
8.	Appointment of Mr. Darius C Shroff (DIN : 00170680) as an Independent Director for a term of 5 years from September 12, 2014.	E-voting	24693492	542491	NIL
		Ballot Received by Post	15474	NIL	113
		AGM Poll	572	NIL	71
		Total	24709538	542491	184

Based on the foregoing, the Resolution No. (s) 1 to 8 shall be deemed to have been passed with the requisite majority.

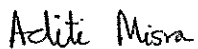
Thanking you,

Yours faithfully,



Ms. Bhumika Batra
[Scrutinizer for E-voting & Ballot Received by Post]

Place : Mumbai
Date : September 9, 2014



Ms. Aditi Misra
[Scrutinizer for AGM Poll]

Place : Bangalore
Date : September 12, 2014