

FORM NO. MGT-13

Report of Scrutinizer

[Pursuant to section 109 of the Companies Act, 2013, read with rule 21 (2) of the Companies (Management and Administration) Rules, 2014]

To,  
The Chairman of the 92<sup>nd</sup> Annual General Meeting,  
Ingersoll-Rand (India) Limited,  
Bangalore

92<sup>nd</sup> Annual General Meeting of the Equity Shareholders of **Ingersoll-Rand (India) Limited** held on September 12, 2014 at 12 : 00 p.m. IST at Eagleton – The Golf Resort, 30 km., Bangalore – Mysore Highway, Shyanamangala Cross, Bidadi Industrial Area, Bangalore - 562 109

Dear Sir,

I, Aditi Misra, Advocate with M/s. Crawford Bayley & Co., Advocates and Solicitors, Mumbai, appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolutions, at the 92<sup>nd</sup> Annual General Meeting of the Equity Shareholders of Ingersoll-Rand (India) Limited, held on September 12, 2014 at 12:00 p.m. at Eagleton – The Golf Resort, 30 km., Bangalore – Mysore Highway, Shyanamangala Cross, Bidadi Industrial Area, Bangalore - 562 109, submit my report as under :

1. After the time fixed for closing of the poll by the Chairman, ballot boxes kept for polling were locked in my presence with due identification marks placed by me.
2. The locked ballot boxes were subsequently opened in my presence and in presence of 2 witnesses, and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
3. The poll papers, which were incomplete and / or which were otherwise found defective have been treated as invalid and kept separately. The same were not considered in calculation.
4. The result of the Poll is as under :

**Resolution No. 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 together with the reports of the Directors and Auditors thereon.**

(i) Voted in favour of the resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
7	582	100 %

(ii) Voted against the resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid votes

Total number of members (in person or by proxy) whose vote were declared invalid	Total number of votes cast by them
1	61

Resolution No. 2 - Declaration of dividend on equity shares for the financial year ended March 31, 2014.

(i) Voted in favour of the resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
7	582	100%

(ii) Voted against the resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid votes

Total number of members (in person or by proxy) whose vote were declared invalid	Total number of votes cast by them
1	61

Resolution No. 3 - Re-appointment of Mr. Venkatesh Valluri (DIN : 00047514) as Director, who retires by rotation, and, offers himself for re-appointment.

(i) Voted in favour of the resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
7	582	100%

(ii) Voted against the resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast

proxy)		
NIL	NIL	NIL

(iii) Invalid votes

Total number of members (in person or by proxy) whose vote were declared invalid	Total number of votes cast by them
1	61

**Resolution No. 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<sup>th</sup> Annual General Meeting of the Company, subject to ratification at every Annual General Meeting.**

(i) Voted in favour of the resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
7	582	100%

(ii) Voted against the resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid votes

Total number of members (in person or by proxy) whose vote were declared invalid	Total number of votes cast by them
1	61

**Resolution No. 5 – Ratification of remuneration payable to M/s. Ashish Bhavsar & Associates, Cost Accountants, Ahmedabad, for audit of cost records of the Company for the financial year ending on March 31, 2015.**

(i) Voted in favour of the resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
6	572	100%

(ii) Voted against the resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast

proxy)		
NIL	NIL	NIL

(iii) Invalid votes

Total number of members (in person or by proxy) whose vote were declared invalid	Total number of votes cast by them
2	71

Resolution No. 6 - Approval for payments to Directors and Alternate Directors remuneration, by way of commission, not exceeding one percent of the net profits of the Company in each year for a period of five years commencing from April 1, 2014.

(i) Voted in favour of the resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
7	582	100%

(ii) Voted against the resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid votes

Total number of members (in person or by proxy) whose vote were declared invalid	Total number of votes cast by them
1	61

Resolution No. 7 - Appointment of Mr. Hemraj C Asher (DIN : 00024863) as an Independent Director for a term of 5 years from September 12, 2014.

(i) Voted in favour of the resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
6	572	100%

(ii) Voted against the resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast

NIL	NIL	NIL
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(iii) Invalid votes

Total number of members (in person or by proxy) whose vote were declared invalid	Total number of votes cast by them
2	71

**Resolution No. 8 – Appointment of Mr. Darius C Shroff (DIN : 00170680) as an Independent Director for a term of 5 years from September 12, 2014.**

(i) Voted in favour of the resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
6	572	100%

(ii) Voted against the resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid votes

Total number of members (in person or by proxy) whose vote were declared invalid	Total number of votes cast by them
2	71

5. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.

**NOT APPLICABLE**

6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary authorized by the Board for safe keeping.

Thanking you,

Yours faithfully,

*Aditi Misra*

ADITI MISRA

Place : Bangalore

Date : September 12, 2014