

September 15, 2014

DGM – Corporate Relations
Bombay Stock Exchange Ltd.
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001

The Listing Department
National Stock Exchange
Exchange Plaza, Plot No. C-1,
Block G, Bandra–Kurla Complex
Bandra (East)
Mumbai – 400 051

The Listing Department
Ahmedabad Stock Exchange Limited
Kamdhenu Complex,
Opp. Sahajanand College,
Panjrapole,
Ahmedabad – 380 015

Dear Sir,

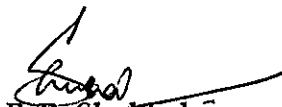
Sub: Disclosure pertaining to 92nd Annual General Meeting of the Company
Ref: Clause 35A of the Listing Agreement

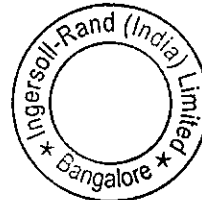
We are attaching herewith the compliance report under Clause 35A of the Listing Agreement in the prescribed format pertaining to the proceedings of the Company's 92nd Annual General Meeting held on Friday 12th September 2014 at 12.00 Noon at Bangalore.

The scrutinizers report of e-voting, postal ballot and poll along with Consolidated Report is also attached.

You are requested to please take the same on record and confirm.

Yours faithfully,
For Ingersoll – Rand (India) Limited


P.R. Shubhakar
General Manager – Corp. Finance
& Company Secretary



Name of the Company : **Ingersoll – Rand (India) Limited**

Date of Annual General Meeting : **12th September 2014**

Total number of shareholders on record date : **19,579**

No. of shareholders present in the meeting

Either in person or through proxy

Promoters & Promoter Group: **NIL**

Public : **117 (115 in Person + 2 Proxy)**

No. of shareholders attended the meeting

Through video conferencing

Promoters & Promoter Group: **NIL**

Public : **NIL**

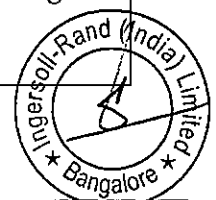
(Note: No video conferencing was arranged for AGM)

Details of Agenda:

| Item No. | Type of resolution | Resolution passed | Mode of voting (Show of hands /Poll /Postal Ballot/E-Voting) |
|----------|--------------------|---|--|
| 1 | Ordinary | To receive, consider, approve and adopt the Audited Balance Sheet as at March 31, 2014 and Statement of Profit and Loss for the year ended on March 31, 2014 together with the reports of the Directors and Auditors thereon (Passed with requisite majority) | Poll, Postal Ballot & E-Voting |
| 2 | Ordinary | To declare dividend on equity shares of the Company for the financial year ended on March 31, 2014 (Passed with requisite majority) | Poll, Postal Ballot & E-Voting |
| 3 | Ordinary | To appoint Mr. Venkatesh Valluri as Director (Passed with requisite majority) | Poll, Postal Ballot & E-Voting |



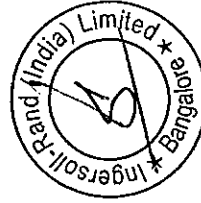
| Item No. | Type of resolution | Resolution passed | Mode of voting (Show of hands /Poll / Postal Ballot/E-Voting) |
|----------|--------------------|---|---|
| 4 | Ordinary | To appoint Price Waterhouse & Co., Bangalore, Chartered Accountants as auditors to hold office from conclusion of this Annual General Meeting until the conclusion of 95 th Annual General Meeting subject to ratification of their appoint at every Annual General Meeting on such remuneration to be fixed by the Board of Directors based on recommendation of the Audit Committee (Passed with requisite majority) | Poll, Postal Ballot & E-Voting |
| 5 | Ordinary | To approve remuneration payable to M/s. Ashish Bhavsar & Associates, Cost Accountants to conduct audit of the cost records of the Company for the financial year ending on March 31, 2015 (Passed unanimously) | Poll, Postal Ballot & E-Voting |
| 6 | Special | To approve payment of remuneration, by way of commission, to Directors and Alternate Directors (who are neither in the whole time employment nor managing director nor resident in India), not exceeding one percent of the net profits for a period of five years commencing from April 1, 2014 (Passed with requisite majority) | Poll, Postal Ballot & E-Voting |
| 7 | Ordinary | To approve appointment of Mr. Hemraj C. Asher as Independent Director to hold office for a term of 5 consecutive years from September 12, 2014 (Passed with requisite majority) | Poll, Postal Ballot & E-Voting |
| 8 | Ordinary | To approve appointment of Mr. Darius C. Shroff as Independent Director to hold office for a term of 5 consecutive years from September 12, 2014 (Passed with requisite majority) | Poll, Postal Ballot & E-Voting |



INGERSOLL-RAND (INDIA) LIMITED

Adoption of the Audited Balance Sheet as at March 31, 2014 and Statement of Profit and Loss for the year ended on March 31, 2014 together with the reports of the Directors and Auditors thereon

| Details for reporting as per Clause 35A of listing agreement based on results of Poll, Postal Ballot & E-Voting | | | | | | | | | |
|---|--------------------------------|--------------------------|---------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|--|
| Resolution No. 1 | Promoter/Public | Total No. of Shares Held | No. of votes polled | % of Votes Polled on outstanding shares | No. of Votes - in favour | No. of Votes - against | % of Votes in favour on votes polled | % of Votes against on votes polled | |
| | | [1] | [2] | $[3] = \frac{[2]}{[1]} * 100$ | [4] | [5] | $[6] = \frac{[4]}{[2]} * 100$ | $[7] = \frac{[5]}{[2]} * 100$ | |
| 1 | Promoter and Promoter Group | 23,360,000 | 23,360,000 | 100.00% | 23,360,000 | - | 100.00% | 0.00% | |
| 2 | Public - Institutional holders | 2,455,867 | 1,326,067 | 54.00% | 1,326,067 | - | 100.00% | 0.00% | |
| 3 | Public-Others | 5,752,133 | 35,991 | 0.63% | 32,491 | 3,500 | 90.28% | 9.72% | |
| | Grand Totals | 31,568,000 | 24,722,058 | 78.31% | 24,718,558 | 3,500 | 99.99% | 0.01% | |



INGERSOLL-RAND (INDIA) LIMITED

Declaration of dividend on equity shares for the financial year ended March, 31, 2014

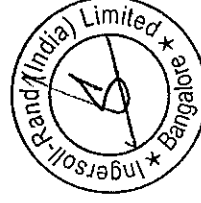
| Details for reporting as per Clause 35A of Listing Agreement based on results of Poll, Postal Ballot & E-Voting | | | | | | | | | |
|---|--------------------------------|--------------------------|---------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|--|
| Resolution No. 2 | Promoter/Public | Total No. of Shares Held | No. of votes polled | % of Votes Polled on outstanding shares | No. of Votes - in favour | No. of Votes - against | % of Votes in favour on votes polled | % of Votes against on votes polled | |
| | | [1] | [2] | $[3]=\frac{[2]}{[1]} \times 100$ | [4] | [5] | $[6]=\frac{[4]}{[2]} \times 100$ | $[7]=\frac{[5]}{[2]} \times 100$ | |
| 1 | Promoter and Promoter Group | 23,360,000 | 23,360,000 | 100.00% | 23,360,000 | - | 100.00% | 0.00% | |
| 2 | Public - Institutional holders | 2,455,867 | 1,856,151 | 75.58% | 1,856,151 | - | 100.00% | 0.00% | |
| 3 | Public-Others | 5,752,133 | 35,889 | 0.62% | 27,183 | 8,706 | 75.74% | 24.26% | |
| | Grand Totals | 31,568,000 | 25,252,040 | 79.99% | 25,243,334 | 8,706 | 99.97% | 0.03% | |



INGERSOLL-RAND (INDIA) LIMITED

Re-appointment of Mr. Venkatesh Valluri (DIN: 00047514) as Director, who retires by rotation, and being eligible, offers himself for re-appointment

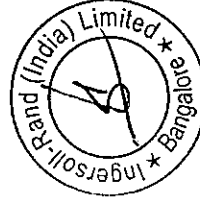
| Details for reporting as per Clause 35A of listing agreement based on results of Poll, Postal Ballot & E-Voting | | | | | | | | |
|---|--------------------------------|--------------------------|---------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Resolution No. 3 | Promoter/Public | Total No. of Shares Held | No. of votes polled | % of Votes Polled on outstanding shares | No. of Votes - in favour | No. of Votes - against | % of Votes in favour on votes polled | % of Votes against on votes polled |
| | | [1] | [2] | $[3]=\frac{[2]}{[1]} \times 100$ | [4] | [5] | $[6]=\frac{[4]}{[2]} \times 100$ | $[7]=\frac{[5]}{[2]} \times 100$ |
| 1 | Promoter and Promoter Group | 23,360,000 | 23,360,000 | 100.00% | 23,360,000 | - | 100.00% | 0.00% |
| 2 | Public - Institutional holders | 2,455,867 | 1,856,151 | 75.58% | 1,856,151 | - | 100.00% | 0.00% |
| 3 | Public-Others | 5,752,133 | 35,889 | 0.62% | 22,733 | 13,156 | 63.34% | 36.66% |
| | Grand Totals | 31,568,000 | 25,252,040 | 79.99% | 25,238,884 | 13,156 | 99.95% | 0.05% |



INGERSOLL-RAND (INDIA) LIMITED

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 95th Annual General Meeting of the Company, subject to ratification at every Annual General Meeting

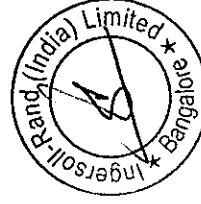
| Details for reporting as per Clause 35A of listing agreement based on results of Poll, Postal Ballot & E-Voting | | | | | | | |
|---|--------------------------|---------------------|--|--------------------------|------------------------|---|---|
| Resolution No. 4 | Total No. of Shares Held | No. of votes polled | % of Votes Polled on outstanding shares [3]=[2]/(1)*100 | No. of Votes - in favour | No. of Votes - against | % of Votes in favour on votes polled [6]=[4]/(2)*100 | % of Votes against on votes polled [7]=[5]/(2)*100 |
| Promoter/Public | [1] | [2] | | [4] | [5] | | |
| 1 Promoter and Promoter Group | 23,360,000 | 23,360,000 | 100.00% | 23,360,000 | - | 100.00% | 0.00% |
| 2 Public - Institutional holders | 2,455,867 | 1,856,151 | 75.58% | 1,326,067 | 530,084 | 71.44% | 28.56% |
| 3 Public-Others | 5,752,133 | 35,888 | 0.62% | 32,387 | 3,501 | 90.24% | 9.76% |
| Grand Totals | 31,568,000 | 25,252,039 | 79.99% | 24,718,454 | 533,585 | 97.89% | 2.11% |



INGERSOLL-RAND (INDIA) LIMITED

Approval for remuneration payable to M/s. Ashish Bhavsar & Associates, Cost Accountants, Ahmedabad, for audit of the cost records of the Company for the financial year ending on March 31, 2015

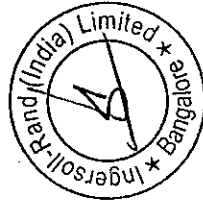
| Details for reporting as per Clause 35A of listing agreement based on results of Poll, Postal Ballot & E-Voting | | | | | | | |
|---|--------------------------|---------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Resolution No. 5 | Total No. of Shares Held | No. of votes polled | % of Votes Polled on outstanding shares | No. of Votes - in favour | No. of Votes - against | % of Votes in favour on votes polled | % of Votes against on votes polled |
| | [1] | [2] | $[3]=\frac{[2]}{[1]} \times 100$ | [4] | [5] | $[6]=\frac{[4]}{[2]} \times 100$ | $[7]=\frac{[5]}{[2]} \times 100$ |
| 1 Promoter and Promoter Group | 23,360,000 | 23,360,000 | 100.00% | 23,360,000 | - | 100.00% | 0.00% |
| 2 Public - Institutional holders | 2,455,867 | 1,856,151 | 75.58% | 1,856,151 | - | 100.00% | 0.00% |
| 3 Public-Others | 5,752,133 | 35,778 | 0.62% | 35,778 | - | 100.00% | 0.00% |
| Grand Totals | 31,568,000 | 25,251,929 | 79.99% | 25,251,929 | - | 100.00% | 0.00% |



INGERSOLL-RAND (INDIA) LIMITED

Approval for payment 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

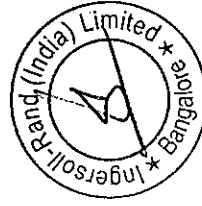
| Details for reporting as per Clause 35A of listing agreement based on results of Poll, Postal Ballot & E-Voting | | | | | | | | |
|---|--------------------------------|--------------------------|---------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Resolution No. 6 | Promoter/Public | Total No. of Shares Held | No. of votes polled | % of Votes Polled on outstanding shares | No. of Votes - in favour | No. of Votes - against | % of Votes in favour on votes polled | % of Votes against on votes polled |
| | | [1] | [2] | $[3] = \frac{[2]}{[1]} \times 100$ | [4] | [5] | $[6] = \frac{[4]}{[2]} \times 100$ | $[7] = \frac{[5]}{[2]} \times 100$ |
| 1 | Promoter and Promoter Group | 23,360,000 | 23,360,000 | 100.00% | 23,360,000 | - | 100.00% | 0.00% |
| 2 | Public - Institutional holders | 2,455,867 | 1,856,151 | 75.58% | 1,856,151 | - | 100.00% | 0.00% |
| 3 | Public-Others | 5,752,133 | 35,789 | 0.62% | 23,183 | 12,606 | 64.78% | 35.22% |
| | Grand Totals | 31,568,000 | 25,251,940 | 79.99% | 25,239,334 | 12,606 | 99.95% | 0.05% |



INGERSOLL-RAND (INDIA) LIMITED

Appointment of Mr. Hemraj C. Asher (DIN: 0024863) as an Independent Director for a term of 5 year from September 12, 2014

| Details for reporting as per Clause 35A of listing agreement based on results of Poll, Postal Ballot & E-Voting | | | | | | | |
|---|--------------------------|---------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Resolution No.7 | Total No. of Shares Held | No. of votes polled | % of Votes Polled on outstanding shares | No. of Votes - in favour | No. of Votes - against | % of Votes in favour on votes polled | % of Votes against on votes polled |
| | [1] | [2] | $[3]=\frac{[2]}{[1]} \times 100$ | [4] | [5] | $[6]=\frac{[4]}{[2]} \times 100$ | $[7]=\frac{[5]}{[2]} \times 100$ |
| 1 Promoter and Promoter Group | 23,360,000 | 23,360,000 | 100.00% | 23,360,000 | - | 100.00% | 0.00% |
| 2 Public - Institutional holders | 2,455,867 | 1,856,151 | 75.58% | 1,326,067 | 530,084 | 71.44% | 28.56% |
| 3 Public-Others | 5,752,133 | 35,878 | 0.62% | 23,271 | 12,607 | 64.86% | 35.14% |
| Grand Totals | 31,568,000 | 25,252,029 | 79.99% | 24,709,338 | 542,691 | 97.85% | 2.15% |



INGERSOLL-RAND (INDIA) LIMITED

Appointment of Mr. Darius C. shroff (DIN: 00170680) as an independent Director for a term of 5 year from September 12, 2014

| Details for reporting as per Clause 35A of listing agreement based on results of Poll, Postal Ballot & E-Voting | | | | | | | | | |
|---|--------------------------------|--------------------------|---------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|--|
| Resolution No. 8 | Promoter/Public | Total No. of Shares Held | No. of votes polled | % of Votes Polled on outstanding shares | No. of Votes - in favour | No. of Votes - against | % of Votes in favour on votes polled | % of Votes against on votes polled | |
| | | [1] | [2] | $[3]=\frac{[2]}{[1]} \times 100$ | [4] | [5] | $[6]=\frac{[4]}{[2]} \times 100$ | $[7]=\frac{[5]}{[2]} \times 100$ | |
| 1 | Promoter and Promoter Group | 23,360,000 | 23,360,000 | 100.00% | 23,360,000 | - | 100.00% | 0.00% | |
| 2 | Public - Institutional holders | 2,455,867 | 1,856,151 | 75.58% | 1,326,067 | 530,084 | 71.44% | 28.56% | |
| 3 | Public-Others | 5,752,133 | 35,878 | 0.62% | 23,471 | 12,407 | 65.42% | 34.58% | |
| | Grand Totals | 31,568,000 | 25,252,029 | 79.99% | 24,709,538 | 542,491 | 97.85% | 2.15% | |

