

BHUMIKA BATRA

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Scrutinizer's Report on e-voting results

[Pursuant to section 108 of the Companies Act, 2013, read with rule 20 and rule 21 of the Companies (Management and Administration) Rules, 2014]

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

Sir,

After the conclusion of the e-voting period at 5 : 30 p.m. IST of September 5, 2014, relating to the 92nd Annual General Meeting ('92nd AGM') of the Company scheduled on September 12, 2014, in my capacity as Scrutinizer, I unblocked the votes cast under the e-voting program in the presence of 2 witnesses, and, based on an examination / download of the relevant contents of NSDL's e-voting portal <https://www.evoting.nsdl.com/> and examination of other documents, certify the results of e-voting as under :

Total number of members who cast votes through e-voting	Total number of shares held by them	Total number of valid votes
50	25235984	As detailed below

S. No.	Subject Matter (as set out in the Notice to the 92 nd AGM)	Number of votes (shares)		
		For	Against	Abstained / Invalid
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.	24702399 (99.99 % of valid votes)	3500 (0.01 % of valid votes)	NIL
2.	Declaration of dividend on equity shares for the financial year	25227278	8706	NIL

	ended March 31, 2014.	(99.97% of valid votes)	(0.03% of valid votes)	
3.	Re-appointment of Mr. Venkatesh Valluri (DIN : 00047514) as Director, who retires by rotation, and, offers himself for re-appointment.	25222828 (99.95% of valid votes)	13156 (0.05% of valid votes)	NIL
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.	24702398 (97.89% of valid votes)	533585 (2.11% of valid votes)	NIL
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.	25235983 (100% of valid votes)	NIL (0% of valid votes)	NIL
6.	Approval of 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.	25223378 (99.95% of valid votes)	12606 (0.05% of valid votes)	NIL
7.	Appointment of Mr. Hemraj C Asher (DIN : 00024863) as an Independent Director for a term of 5 years from September 12, 2014.	24693292 (97.85% of valid votes)	542691 (2.15% of valid votes)	NIL
8.	Appointment of Mr. Darius C Shroff (DIN : 00170680) as an Independent Director for a term of 5 years from September 12, 2014.	24693492 (97.85% of valid votes)	542491 (2.15% of valid votes)	NIL

Yours faithfully,



BHUMIKA BATRA

Place : Mumbai

Date : September 9, 2014