

## **BHUMIKA BATRA**

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### Scrutinizer's Report on ballot forms received by post

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

Sir,

I, Bhumika Batra, Senior Advocate with M/s. Crawford Bayley & Co., Advocates and Solicitors, Mumbai, had been appointed as a Scrutinizer by the Board of Directors of the Company to scrutinize the ballot forms received by post from the shareholders in respect of the below mentioned resolutions proposed at the 92<sup>nd</sup> Annual General Meeting ('92<sup>nd</sup> AGM') of the Company to be held on September 12, 2014.

The shareholders of the Company holding shares as on the cut off date of July 25, 2014, were entitled to vote on the proposed resolutions as set out in item nos. 1 to 8 in the notice of the 92<sup>nd</sup> AGM of Ingersoll-Rand (India) Limited. Ballot forms were dispatched to the shareholders on August 14, 2014.

Votes cast through ballot forms received upto September 5, 2014 (5 : 30 p.m. IST) were considered as specified in the forms. The ballot forms received were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company. The ballot papers received by post, which were incomplete and / or which were otherwise found defective have been treated as invalid.

I have scrutinized and reviewed the ballot forms received by post and certify the results as under:

Total number of members who cast votes through postal ballot	Total number of shares held by them	Total number of valid votes
59	15587	As detailed below

S. No.	Subject Matter (as set out in the Notice to the 92 <sup>nd</sup> 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	15577	NIL	10

	on March 31, 2014 together with the reports of the Directors and Auditors thereon.	(100 % of valid votes)	(0% of valid votes)	
2.	Declaration of dividend on equity shares for the financial year ended March 31, 2014.	15474 (100 % of valid votes)	NIL (0% of valid votes)	113
3.	Re-appointment of Mr. Venkatesh Valluri (DIN : 00047514) as Director, who retires by rotation, and, offers himself for re-appointment.	15474 (100 % of valid votes)	NIL (0% of valid votes)	113
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.	15474 (100 % of valid votes)	NIL (0% of valid votes)	113
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.	15374 (100 % of valid votes)	NIL (0% of valid votes)	213
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.	15374 (100 % of valid votes)	NIL (0% of valid votes)	213
7.	Appointment of Mr. Hemraj C Asher (DIN : 00024863) as an Independent Director for a term of 5 years from September 12, 2014.	15474 (100 % of valid votes)	NIL (0% of valid votes)	113
8.	Appointment of Mr. Darius C Shroff (DIN : 00170680) as an Independent Director for a term of 5 years from September 12, 2014.	15474 (100 % of valid votes)	NIL (0% of valid votes)	113

Yours faithfully,



BHUMIKA BATRA

Place : Mumbai

Date : September 9, 2014