

**CONSOLIDATED SCRUTINIZER'S REPORT**

**ON**

**E-VOTING, BALLOT RECEIVED BY POST AND POLL**

**FOR**

**93<sup>RD</sup> ANNUAL GENERAL MEETING OF INGERSOLL-RAND (INDIA) LIMITED**

**HELD ON**

**SEPTEMBER 23, 2015**

To

The Chairman

93<sup>rd</sup> Annual General Meeting of the Equity Shareholders of Ingersoll-Rand (India) Limited

Held on September 23, 2015

At 12:00 noon at Eagleton – The Golf Resort, 30th km., Bangalore – Mysore Highway, Shyanamangala Cross, Bidadi Industrial Area, Bangalore 562 109.

Dear Sir,

**Re : Combined Scrutinizer Report on remote e-voting / Physical ballot forms conducted pursuant to the provision of section 108 of the Companies Act, 2013 read with rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015, and voting at the Annual General Meeting of Ingersoll-Rand (India) Limited held on Wednesday, September 23, 2015 at 12 : 00 noon**

I, Ms. Aditi Misra, Advocate at M/s. Crawford Bayley & Co., Advocates and Solicitors, having office at N.G.N. 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 93<sup>rd</sup> Annual General Meeting ('AGM') of the Equity Shareholders of Ingersoll-Rand (India) Limited, held on September 23, 2015 at 12 noon, submit my report as under:

1. The Board of Directors of the Company have appointed Ms. Aditi Misra as Scrutinizer for the E-Voting Process and for the Postal Ballot Process. The E-Voting was concluded on September 22, 2015 at 5 : 00 p.m. IST. For further details, kindly refer to the Scrutinizer's Report given by Ms. Aditi Misra dated September 24, 2015 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 22, 2015. For further details, kindly refer to the Scrutinizer's Report given by Ms. Aditi Misra dated September 24, 2015 attached herewith.
3. At the 93<sup>rd</sup> AGM of the Company held on September 23, 2015, 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 had appointed Ms. Aditi Misra, Advocate at M/s. Crawford Bayley & Co., Advocates and Solicitors as Scrutinizer for scrutinising the poll process. For further details, kindly refer to the Scrutinizer's Report in Form MGT – 13 dated September 24, 2015 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 93 <sup>rd</sup> 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, 2015 and Statement of Profit and Loss for the year ended on March 31,	E-voting	25605427	NIL	NIL
		Ballot Received by Post	8120	NIL	527
		AGM Poll	89357	NIL	NIL

S. No.	Subject Matter (as set out in the Notice of the 93 <sup>rd</sup> AGM)	Voting Process	Votes in favour of the Resolution	Votes against the Resolution	Invalid Votes / Abstained
	2015 together with the reports of the Directors and the Auditors thereon.	Total	25702904	NIL	527
2.	Declaration of dividend on equity shares for the financial year ended March 31, 2015.	E-voting	26135511	NIL	NIL
		Ballot Received by Post	8020	NIL	627
		AGM Poll	89357	NIL	NIL
		Total	26232888	NIL	627
3.	Ratification of appointment of M/s. Price Waterhouse & Co. Bangalore LLP, Chartered Accountants (Firm Registration No : 007567S / S-200012) as Statutory Auditors of the Company to hold office from the conclusion of the 93 <sup>rd</sup> AGM until the conclusion of the next AGM.	E-voting	25605423	530088	NIL
		Ballot Received by Post	8020	NIL	627
		AGM Poll	89357	NIL	NIL
		Total	25702800	530088	627
4.	Appointment of Mr. Roman Steinoff (DIN No. : 07079541) as Director of the Company, liable to retire by rotation.	E-voting	26125394	10117	NIL

S. No.	Subject Matter (as set out in the Notice of the 93 <sup>rd</sup> AGM)	Voting Process	Votes in favour of the Resolution	Votes against the Resolution	Invalid Votes / Abstained
		Ballot Received by Post	8019	1	627
		AGM Poll	89357	NIL	NIL
		<b>Total</b>	<b>26222770</b>	<b>10118</b>	<b>627</b>
5.	Appointment of Ms. Jayantika Dave (DIN No. : 01585850) as Director of the Company, liable to retire by rotation.	E-voting	26124772	10739	NIL
		Ballot Received by Post	8019	1	627
		AGM Poll	89357	NIL	NIL
		<b>Total</b>	<b>26222148</b>	<b>10740</b>	<b>627</b>
6.	Appointment of Mr. Venkatesh Valluri (DIN No. : 00047514) as Director of the Company, liable to retire by rotation.	E-voting	26125332	10172	NIL
		Ballot Received by Post	8019	1	577
		AGM Poll	89357	NIL	NIL
		<b>Total</b>	<b>26222708</b>	<b>10173</b>	<b>577</b>
7.	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 March 31, 2016.	E-voting	26135312	124	NIL

S. No.	Subject Matter (as set out in the Notice of the 93 <sup>rd</sup> AGM)	Voting Process	Votes in favour of the Resolution	Votes against the Resolution	Invalid Votes / Abstained
		Ballot Received by Post	7219	1	1427
		AGM Poll	89357	NIL	NIL
		<b>Total</b>	<b>26231888</b>	<b>125</b>	<b>1427</b>
8.	Ratification of the export, import and service transactions entered into during the financial year 2014-15 with Ingersoll Rand Company, USA as detailed in Notice dated May 12, 2015.	E-voting	2472898	7104	NIL
		Ballot Received by Post	7870	NIL	777
		AGM Poll	89357	NIL	NIL
		<b>Total</b>	<b>2570125</b>	<b>7104</b>	<b>777</b>
9.	Ratification of the export, import and service transactions entered into during the financial year 2014-15 with Ingersoll Rand International Limited, Ireland as detailed in Notice dated May 12, 2015.	E-voting	2473448	7104	NIL
		Ballot Received by Post	7870	NIL	777
		AGM Poll	89357	NIL	NIL
		<b>Total</b>	<b>2570675</b>	<b>7104</b>	<b>777</b>

Based on the foregoing, the Resolution No. (s) 1 to 9 shall be deemed to have been passed with the requisite majority.

Thanking you,

Yours faithfully,

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ADITI MISRA

**Place :** Mumbai

**Date :** September 24, 2015