

Report of Scrutiniser

[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

94th Annual General Meeting of the Equity Shareholders of Ingersoll-Rand (India) Limited

Held on July 27, 2016

At 12:00 noon at Vivanta by Taj, 41 / 3, Mahatma Gandhi Road, Bangalore – 560 001.

Sir,

I, Aditi Misra, Advocate with M/s. Crawford Bayley & Co., Advocates and Solicitors, Mumbai, appointed as Scrutiniser for the purpose of the poll taken on the below mentioned resolutions, at the 94th Annual General Meeting of the Equity Shareholders of Ingersoll-Rand (India) Limited (the "**Company**"), held on July 27, 2016 at 12:00 noon at Vivanta by Taj, 41 / 3, Mahatma Gandhi Road, Bangalore – 560 001, submit my report as under :

1. After the time fixed for closing of the poll by the Chairman, the ballot box kept for polling was locked in my presence with due identification marks placed by me.
2. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the 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 defective¹ have been treated as invalid and kept separately. The same were not considered in calculation.
4. The result of the Poll is as under :

a. **RESOLUTION : Item No. 1**

To receive, consider and adopt the Audited Balance Sheet as at March 31, 2016 and Statement of Profit and Loss for the financial year ended on March 31, 2016 together with the reports of the Directors and Auditors.

(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
18	219	100

¹ Two Ballot Forms were invalid on account of incorrect representation therein

(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
0	0	0

(iii) Invalid votes

Total number of Members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
2	0

b. **RESOLUTION : Item No. 2**

To declare a dividend on equity shares of the Company for the financial year ended on March 31, 2016.

(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
18	219	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
0	0	0

(iii) Invalid votes

Total number of Members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
2	0

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c. **RESOLUTION : Item No. 3**

To appoint a Director in place of Ms. Jayantika Dave (DIN 01585850), who retires by rotation, and, being eligible, offers herself for reappointment.

(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
18	219	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
0	0	0

(iii) Invalid votes

Total number of Members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
2	0

d. **RESOLUTION : Item No. 4**

To appoint M/s. Price Waterhouse & Co Bangalore LLP, Chartered Accountants, (Firm Registration No. 007567S/S200012), as Statutory Auditors of the Company to hold office from the conclusion of the 94th Annual General Meeting of the Company until the conclusion of the next 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
18	219	100

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(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
0	0	0

(iii) Invalid votes

Total number of Members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
2	0

e. **RESOLUTION : Item No. 5**

To consider reappointment and terms of remuneration of Mr. Amar Kaul, as the Manager of the Company, designated as "Vice President & General Manager – Air Solutions" for a period of one month from July 22, 2016.

(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
18	219	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
0	0	0

(iii) Invalid votes

Total number of Members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
2	0

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f. **RESOLUTION : Item No. 6**

Mr. Sekhar Natarajan (DIN : 01031445), in respect of whom the Company has received notice in writing under Section 160 of the Companies Act,2013 from members proposing his candidature for the office of Director, to be appointed as an independent director of the company to hold office for a term of 5 (five) consecutive years from July 27, 2016.

(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
17	199	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
0	0	0

(iii) Invalid votes

Total number of Members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
3	20

g. **RESOLUTION : Item No. 7**

Ratification of remuneration payable to M/s Ashish Bhavsar & Associates, Cost Accountant, Ahmedabad, for the audit of cost record of the Company for the financial year ending March 31, 2017.

(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
15	196	100

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(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
0	0	0

(iii) Invalid votes

Total number of Members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
5	23

5. A list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary/Director authorized by the Board of Directors for safe keeping.

Thanking you,

Yours faithfully,

Aditi Misra

ADITI MISRA

Place : Mumbai

Date : July 28, 2016

CONSOLIDATED SCRUTINISER'S REPORT

To

The Chairman

94th Annual General Meeting of the Equity Shareholders of Ingersoll-Rand (India) Limited

Held on July 27, 2016

At 12:00 noon at Vivanta by Taj, 41 / 3, Mahatma Gandhi Road, Bangalore – 560 001.

Sir,

1. 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, have been appointed as Scrutiniser by the Board of Directors of Ingersoll-Rand (India) Limited (the "**Company**") for the purpose of scrutinising:

- (i) the voting by electronic means including remote e-voting under the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014;
- (ii) the voting by post under the provisions of Section 110 read with Rule 22 of the Companies (Management and Administration) Rules, 2014; and
- (iii) the voting on poll under the provisions of Section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014,

in respect of the resolutions contained in the notice of the 94th Annual General Meeting ("**AGM**") of the Company.

2. The management of the Company is responsible for ensuring compliance with the requirements of the Companies Act, 2013 and rules relating to voting by electronic means, postal ballot and poll on the resolutions contained in the notice of the 94th AGM of the Company. My responsibility as a scrutiniser is restricted to making a consolidated scrutiniser's report of the votes cast "in favour of" or "against" the resolutions put for vote before the shareholders at the 94th AGM of the Company, based on the reports generated by TSR Darashaw Limited, the Registrar and Transfer Agents of the Company and electronic voting reports downloaded from the e-voting portal <https://www.evoting.nsdl.com/> of the National Securities Depository Limited.

3. I have issued a separate Scrutiniser's Report dated July 28, 2016 each on voting through postal ballot; voting by electronic means and voting on poll at the AGM. I submit herewith my consolidated scrutiniser's report on the results of the voting through postal ballot, voting by electronic means and voting on poll as under

RESOLUTION : Item No. 1

To receive, consider and adopt the Audited Balance Sheet as at March 31, 2016 and Statement of Profit and Loss for the financial year ended on March 31, 2016 together with the reports of the Directors and Auditors.

Sr. No.	Category	Mode of Voting	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	E-Voting	23360000	23360000	100	23360000	0	100	0
		Poll	23360000	0	0	0	0	0	0
		Postal Ballot (if applicable)	23360000	0	0	0	0	0	0
		Total	23360000	23360000	100	23360000	0	100	0
2	Public - Institutions	E-Voting	2776902	1268067	45.66	1268067	0	100	0
		Poll	2776902	0	0	0	0	0	0
		Postal Ballot (if applicable)	2776902	0	0	0	0	0	0
		Total	2776902	1268067	45.66	1268067	0	100	0
3	Public-Non-Institutions	E-Voting	5431098	12200	0.22	12200	0	100	0
		Poll	5431098	219	0	219	0	100	0
		Postal Ballot (if applicable)	5431098	6145	0.11	5845	300	95.12	4.88
		Total	5431098	18564	0.34	18264	300	98.38	1.62
Total	Total	E-Voting	31568000	24640267	78.05	24640267	0	100	0
		Poll	31568000	219	0	219	0	100	0
		Postal Ballot (if applicable)	31568000	6145	0.02	5845	300	95.12	4.88
		Total	31568000	24646631	78.07	24646331	300	100	0

RESOLUTION : Item No. 2

To declare a dividend on equity shares of the Company for the financial year ended on March 31, 2016.

Sr. No.	Promoter/Public	Mode of Voting	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]	$[3]=\frac{[2]}{J} \times 100$	[4]	[5]	$[6]=\frac{[4]}{100} \times 100$	$[7]=\frac{[5]}{J} \times 100$
1	Promoter and Promoter Group	E-Voting	23360000	23360000	100	23360000	0	100	0
		Poll	23360000	0	0	0	0	0	0
		Postal Ballot (if applicable)	23360000	0	0	0	0	0	0
		Total	23360000	23360000	100	23360000	0	100	0
2	Public - Institutions	E-Voting	2776902	1798151	64.75	1798151	0	100	0
		Poll	2776902	0	0	0	0	0	0
		Postal Ballot (if applicable)	2776902	0	0	0	0	0	0
		Total	2776902	1798151	64.75	1798151	0	100	0
3	Public-Non-Institutions	E-Voting	5431098	12100	0.22	12100	0	100	0
		Poll	5431098	219	0	219	0	100	0
		Postal Ballot (if applicable)	5431098	6145	0.11	5845	300	95.12	4.88
		Total	5431098	18464	0.34	18164	300	98.38	1.62
Total	Total	E-Voting	31568000	25170251	79.73	25170251	0	100	0
		Poll	31568000	219	0	219	0	100	0
		Postal Ballot (if applicable)	31568000	6145	0.02	5845	300	95.12	4.88
		Total	31568000	25176615	79.75	25176315	300	100	0

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To appoint a Director in place of Ms. Jayantika Dave (DIN 01585850), who retires by rotation, and, being eligible, offers herself for reappointment.

	Promoter/Public	Mode of Voting	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]	$[6]=\frac{[4]}{[5]} \times 100$	$[7]=\frac{[5]}{[4]} \times 100$
1	Promoter and Promoter Group	E-Voting	23360000	23360000	100	23360000	0	100	0
		Poll	23360000	0	0	0	0	0	0
		Postal Ballot (if applicable)	23360000	0	0	0	0	0	0
		Total	23360000	23360000	100	23360000	0	100	0
2	Public - Institutions	E-Voting	2776902	1798151	64.75	1582053	216098	87.98	12.02
		Poll	2776902	0	0	0	0	0	0
		Postal Ballot (if applicable)	2776902	0	0	0	0	0	0
		Total	2776902	1798151	64.75	1582053	216098	87.98	12.02
3	Public-Non-Institutions	E-Voting	5431098	11140	0.21	3304	7836	29.66	70.34
		Poll	5431098	219	0	219	0	100	0
		Postal Ballot (if applicable)	5431098	6140	0.11	5840	300	95.11	4.89
		Total	5431098	17499	0.32	9363	8136	53.51	46.49
Total	Total	E-Voting	31568000	25169291	79.73	24945357	223934	99.11	0.89
		Poll	31568000	219	0	219	0	100	0
		Postal Ballot (if applicable)	31568000	6140	0.02	5840	300	95.11	4.89
		Total	31568000	25175650	79.75	24951416	224234	99.11	0.89

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RESOLUTION : Item No. 4

To appoint M/s. Price Waterhouse & Co Bangalore LLP, Chartered Accountants, (Firm Registration No. 007567S/S200012), as Statutory Auditors of the Company to hold office from the conclusion of the 94th Annual General Meeting of the Company until the conclusion of the next Annual General Meeting.

	Promoter/Public	Mode of Voting	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	E-Voting	23360000	23360000	100	23360000	0	100	0
		Poll	23360000	0	0	0	0	0	0
		Postal Ballot (if applicable)	23360000	0	0	0	0	0	0
		Total	23360000	23360000	100	23360000	0	100	0
2	Public - Institutions	E-Voting	2776902	1798151	64.75	1798151	0	100	0
		Poll	2776902	0	0	0	0	0	0
		Postal Ballot (if applicable)	2776902	0	0	0	0	0	0
		Total	2776902	1798151	64.75	1798151	0	100	0
3	Public-Non-Institutions	E-Voting	5431098	11790	0.22	4679	7111	39.69	60.31
		Poll	5431098	219	0	219	0	100	0
		Postal Ballot (if applicable)	5431098	6135	0.11	5835	300	95.11	4.89
		Total	5431098	18144	0.33	10733	7411	59.15	40.85
Total	Total	E-Voting	31568000	25169941	79.73	25162830	7111	99.97	0.03
		Poll	31568000	219	0	219	0	100	0
		Postal Ballot (if applicable)	31568000	6135	0.02	5835	300	95.11	4.89
		Total	31568000	25176295	79.75	25168884	7411	99.97	0.03

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RESOLUTION : Item No. 5

To consider reappointment and terms of remuneration of Mr. Amar Kaul, as the Manager of the Company, designated as "Vice President & General Manager - Air Solutions" for a period of one month from July 22, 2016.

	Promoter/Public	Mode of Voting	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	E-Voting	23360000	23360000	100	23360000	0	100	0
		Poll	23360000	0	0	0	0	0	0
		Postal Ballot (if applicable)	23360000	0	0	0	0	0	0
		Total	23360000	23360000	100	23360000	0	100	0
2	Public - Institutions	E-Voting	2776902	1798151	64.75	1592963	205188	88.59	11.41
		Poll	2776902	0	0	0	0	0	0
		Postal Ballot (if applicable)	2776902	0	0	0	0	0	0
		Total	2776902	1798151	64.75	1592963	205188	88.59	11.41
3	Public-Non-Institutions	E-Voting	5431098	10810	0.2	4739	6071	43.84	56.16
		Poll	5431098	219	0	219	0	100	0
		Postal Ballot (if applicable)	5431098	6130	0.11	5827	303	95.06	4.94
		Total	5431098	17159	0.32	10785	6374	62.85	37.15
Total	Total	E-Voting	31568000	25168961	79.73	24957702	211259	99.16	0.84
		Poll	31568000	219	0	219	0	100	0
		Postal Ballot (if applicable)	31568000	6130	0.02	5827	303	95.06	4.94
		Total	31568000	25175310	79.75	24963748	211562	99.16	0.84

RESOLUTION : Item No. 6

Mr. Sekhar Natarajan (DIN : 01031445), in respect of whom the Company has received notice in writing under Section 160 of the Companies Act, 2013 from Members proposing his candidature for the office of Director, to be appointed as an independent director of the company to hold office for a term of 5 (five) consecutive years from July 27, 2016.

	Promoter/Public	Mode of Voting	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]	$[3] = \frac{[(2)/(1)] * 100}{100}$	[4]	[5]	$[6] = \frac{[(4)/(2)] * 100}{100}$	$[7] = \frac{[(5)/(2)] * 100}{100}$
1	Promoter and Promoter Group	E-Voting	23360000	23360000	100	23360000	0	100	0
		Poll	23360000	0	0	0	0	0	0
		Postal Ballot (if applicable)	23360000	0	0	0	0	0	0
		Total	23360000	23360000	100	23360000	0	100	0
2	Public - Institutions	E-Voting	2776902	1798151	64.75	1798151	0	100	0
		Poll	2776902	0	0	0	0	0	0
		Postal Ballot (if applicable)	2776902	0	0	0	0	0	0
		Total	2776902	1798151	64.75	1798151	0	100	0
3	Public-Non-Institutions	E-Voting	5431098	12040	0.22	4204	7836	34.92	65.08
		Poll	5431098	199	0	199	0	100	0
		Postal Ballot (if applicable)	5431098	5830	0.11	5530	300	94.85	5.15
		Total	5431098	18069	0.33	9933	8136	54.97	45.03
	Total	E-Voting	31568000	25170191	79.73	25162355	7836	99.97	0.03
		Poll	31568000	199	0	199	0	100	0
		Postal Ballot (if applicable)	31568000	5830	0.02	5530	300	94.85	5.15
		Total	31568000	25176220	79.75	25168084	8136	99.97	0.03

RESOLUTION : Item No. 7

Ratification of remuneration payable to M/s Ashish Bhavsar & Associates, Cost Accountant, Ahmedabad, for the audit of cost record of the Company for the financial year ending March 31, 2017.

	Promoter/Public	Mode of Voting	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]	$[6]=\frac{[4]}{[5]}*100$	$[7]=\frac{[5]}{[4]}*100$
1	Promoter and Promoter Group	E-Voting	23360000	23360000	100	23360000	0	100	0
		Poll	23360000	0	0	0	0	0	0
		Postal Ballot (if applicable)	23360000	0	0	0	0	0	0
	Total	23360000	23360000	100	23360000	0	100	0	
2	Public - Institutions	E-Voting	2776902	1798151	64.75	1798151	0	100	0
		Poll	2776902	0	0	0	0	0	0
		Postal Ballot (if applicable)	2776902	0	0	0	0	0	0
	Total	2776902	1798151	64.75	1798151	0	100	0	
3	Public-Non-Institutions	E-Voting	5431098	12040	0.22	11940	100	99.17	0.83
		Poll	5431098	196	0	196	0	100	0
		Postal Ballot (if applicable)	5431098	5830	0.11	5530	300	94.85	5.15
	Total	5431098	18066	0.33	17666	400	97.79	2.21	
Total	Total	E-Voting	31568000	25170191	79.73	25170091	100	100	0
		Poll	31568000	196	0	196	0	100	0
		Postal Ballot (if applicable)	31568000	5830	0.02	5530	300	94.85	5.15
	Total	31568000	25176217	79.75	25175817	400	100	0	

Based on the foregoing, the Resolution No. (s) 1 to 7 shall be deemed to have been passed with the requisite majority.

4. The postal ballot and all other papers relating to postal ballot, poll and the register and all other papers relating to voting by electronic means are under my safe custody and will be handed over to the Company Secretary for preserving safely after the Chairman considers, approves and signs the minutes of the 94th AGM.

Thanking you,

Yours faithfully,

Aditi Misra

ADITI MISRA

Place : Mumbai

Date : July 28, 2016

ADITI MISRA

State Bank Buildings, 4th floor,
N.G.N. Vaidya Marg
Fort, Mumbai 400 023.
Telephone: - +91 22 2266 8000
Email: - aditi.misra@crawfordbayley.com

Scrutiniser's Report on ballot forms received by post

To,

The Chairman
94th Annual General Meeting of the Equity Shareholders of Ingersoll-Rand (India) Limited
Held on July 27, 2016
At 12:00 noon at Vivanta by Taj, 41 / 3, Mahatma Gandhi Road, Bangalore – 560 001.

Sir,

I, Aditi Misra, Advocate with M/s. Crawford Bayley & Co., Advocates and Solicitors, have been appointed as Scrutiniser 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 94th Annual General Meeting ("AGM") of Ingersoll-Rand (India) Limited (the "Company") held on July 27, 2016.

The shareholders of the Company holding shares as on the cut - off date of July 20, 2016 were entitled to vote on the proposed resolutions as set out in item nos. 1 to 7 in the notice of the 94th AGM of the Company. The Company completed dispatch of ballot forms on July 2, 2016.

Votes cast through ballot forms received upto July 26, 2016 (5 : 00 p.m. IST) were considered as specified in the forms. The ballot forms received were reconciled with the records maintained by the Registrar and Transfer Agents of the Company. The total number of shareholders who cast votes by post is 37 and the total number of shares held by them as on the cut-off date is 6294. The ballot papers received by post which were incomplete and / or which were otherwise found defective have been treated as invalid¹.

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

S. No.	Subject Matter (as set out in the Notice to the 94 th AGM)	Number of votes (shares)		
		For	Against	Abstained / Invalid
1.	To receive, consider and adopt the Audited Balance Sheet as at March 31, 2016 and Statement of Profit and Loss for the financial year ended on March 31, 2016 together with the reports of the Directors and Auditors.	5845	300	0

¹ Including cases showing disparity in shareholding as on the cut-off date, July 20, 2016

S. No.	Subject Matter (as set out in the Notice to the 94 th AGM)	Number of votes (shares)		
		For	Against	Abstained / Invalid
2.	To declare a dividend on equity shares of the Company for the financial year ended on March 31, 2016.	5845	300	0
3.	To appoint a Director in place of Ms. Jayantika Dave (DIN 01585850), who retires by rotation, and, being eligible, offers herself for reappointment.	5840	300	0
4.	To appoint M/s. Price Waterhouse & Co Bangalore LLP, Chartered Accountants, (Firm Registration No. 007567S/S200012), as Statutory Auditors of the Company to hold office from the conclusion of the 94th Annual General Meeting of the Company until the conclusion of the next Annual General Meeting.	5835	300	0
5.	To consider reappointment and terms of remuneration of Mr. Amar Kaul, as the Manager of the Company, designated as "Vice President & General Manager – Air Solutions" for a period of one month from July 22, 2016.	5827	303	0
6.	Mr. Sekhar Natarajan (DIN : 01031445), in respect of whom the Company has received notice in writing under Section 160 of the Companies Act, 2013 from members proposing his candidature for the office of Director, to be appointed as an independent director of the company to hold office for a term of 5 (five) consecutive years from July 27, 2016.	5530	300	295
7.	Ratification of remuneration payable to M/s Ashish Bhavsar & Associates, Cost Accountant, Ahmedabad, for the audit of cost record of the Company for the financial year ending March 31, 2017.	5530	300	295

Yours faithfully,

Aditi Misra

ADITI MISRA

Place : Mumbai
Date : July 28, 2016

Scrutiniser'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, as amended]

To,

The Chairman

94th Annual General Meeting of the Equity Shareholders of Ingersoll-Rand (India) Limited

Held on July 27, 2016

At 12:00 noon at Vivanta by Taj, 41 / 3, Mahatma Gandhi Road, Bangalore – 560 001.

Sir,

The e-voting period for the 94th Annual General Meeting ("AGM") of the Company commenced at 9 : 00 am IST on July 24, 2016 and ended at 5 : 00 pm IST on July 26, 2016.

After the conclusion of voting at the AGM, in my capacity as Scrutiniser, 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 :

S. No.	Subject Matter (as set out in the Notice to the 94 th AGM)	Number of votes (shares)		
		For	Against	Abstained / Invalid
1.	To receive, consider and adopt the Audited Balance Sheet as at March 31, 2016 and Statement of Profit and Loss for the financial year ended on March 31, 2016 together with the reports of the Directors and Auditors.	24640267	0	0
2.	To declare a dividend on equity shares of the Company for the financial year ended on March 31, 2016.	25170251	0	0
3.	To appoint a Director in place of Ms. Jayantika Dave (DIN 01585850), who retires by rotation, and, being eligible, offers herself for reappointment.	24945357	223934	0

S. No.	Subject Matter (as set out in the Notice to the 94 th AGM)	Number of votes (shares)		
		For	Against	Abstained / Invalid
4.	To appoint M/s. Price Waterhouse & Co Bangalore LLP, Chartered Accountants, (Firm Registration No. 007567S/S200012), as Statutory Auditors of the Company to hold office from the conclusion of the 94th Annual General Meeting of the Company until the conclusion of the next Annual General Meeting.	25162830	7111	0
5.	To consider reappointment and terms of remuneration of Mr. Amar Kaul, as the Manager of the Company, designated as "Vice President & General Manager – Air Solutions" for a period of one month from July 22, 2016.	24957702	211259	0
6.	Mr. Sekhar Natarajan (DIN : 01031445) in respect of whom the Company has received notice in writing under Section 160 of the Companies Act,2013 from members proposing his candidature for the office of Director, to be appointed as an independent director of the company to hold office for a term of 5 (five) consecutive years from July 27, 2016.	25162355	7836	0
7.	Ratification of remuneration payable to M/s Ashish Bhavsar & Associates, Cost Accountant, Ahmedabad, for the audit of cost record of the Company for the financial year ending March 31, 2017.	25170091	100	0

Yours faithfully,

Aditi Misra

ADITI MISRA

Place : Mumbai

Date : July 28, 2016