

**FORM MGT-13**  
**Report of Scrutinizer**

(Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014)

To,  
The Chairman  
96<sup>th</sup> Annual General Meeting of the Equity Shareholders of Ingersoll-Rand (India) Limited,  
Held on August 10, 2018  
At 12:00 noon at Vivanta by Taj, 41/3, Mahatma Gandhi Road, Bengaluru – 560001.

Sir,

I, Sachita Shetty, Advocate with M/s. Crawford Bayley & Co., Advocates and Solicitors, appointed as Scrutinizer for the purpose of scrutinizing the poll taken on the below mentioned resolution(s) at the 96<sup>th</sup> Annual General Meeting of the equity shareholders of Ingersoll-Rand (India) Limited ("Company") held on August 10, 2018 at 12:00 p.m., 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 defective<sup>1</sup> 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 1**

To receive, consider and adopt the Audited Balance Sheet as at March 31, 2018 and Statement of Profit and Loss for the financial year ended on March 31, 2018 together with the reports of the Directors and the 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
53	1417	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

Number of members present and voting (in	Number of votes cast by them
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<sup>1</sup> 6 ballot forms were found invalid on account of difference in signatures or no votes cast therein.

person or by proxy)	
6	190

**b. RESOLUTION : Item 2**

To declare dividend on equity shares of the Company for the financial year ended on March 31, 2018

(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
53	1417	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

Number of members present and voting (in person or by proxy)	Number of votes cast by them
6	190

**c. RESOLUTION : Item 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
53	1417	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

Number of members present and voting (in person or by proxy)	Number of votes cast by them
6	190

**d. RESOLUTION : Item 4**

Ratification of remuneration payable to Messrs. Ashish Bhavsar & Associates, Cost Auditors for the audit of the cost record of the Company for the financial year ending March 31, 2019

(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
53	1417	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

Number of members present and voting (in person or by proxy)	Number of votes cast by them
6	190

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 for safe keeping.

Thanking you,

Yours truly,

  
Sachita Shetty

Place: Mumbai  
Date: August 12, 2018

## **SACHITA SHETTY**

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Bar Council of Maharashtra and India Roll No. MAH/2719/2009

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### **Scrutinizers' Report – e-voting, postal ballot and poll**

To,

The Chairman

96<sup>th</sup> Annual General Meeting of the Equity Shareholders of Ingersoll-Rand (India) Limited,

Held on August 10, 2018

At 12:00 noon at Vivanta by Taj, 41/3, Mahatma Gandhi Road, Bengaluru – 560001.

Sir,

1. I, Sachita Shetty, Advocate at M/s. Crawford Bayley & Co., Advocates and Solicitors, having office at State Buildings, 4<sup>th</sup> Floor, N.G.N. Vaidya Marg, Fort, Mumbai – 400023 have been appointed as Scrutinizer by the board of directors of Ingersoll-Rand (India) Limited ("Company") for the purpose of scrutinizing:
  - a. the voting by electronic means includes 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;
  - b. the voting by post under the provisions of section 110 of the Companies Act, 2013 read with rule 22 of the Companies (Management and Administration) Rules, 2014; and
  - c. 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 96<sup>th</sup> Annual General Meeting ("AGM") of the Company.
2. The management of the Company is responsible for ensuring compliance with the provisions of the Companies Act, 2013 and the rule relating to voting by electronic means, postal ballot and poll on the resolutions contained in the notice of the AGM of the Company. My responsibility is restricted to making a consolidated scrutinizer's report of the votes cast "in favour" or "against" the resolutions put for vote before the shareholders at the AGM of the Company, based on the reports generated by TSR Darashaw Limited, 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 Scrutinizer's Report dated August 11, 2018 on each on voting through postal ballot; voting by electronic means; and voting on poll at the AGM. I submit herewith my consolidated scrutinizer's report on the results of voting through postal ballot; voting by electronic means; and voting on poll at the AGM as follows:

**Resolution: Item 1**

To receive, consider and adopt the Audited Balance Sheet as at March 31, 2018 and Statement of Profit and Loss for the financial year ended on March 31, 2018 together with the reports of the Directors and the Auditors.

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]	$[6]=\frac{[4]}{[2]}\times 100$	$[7]=\frac{[5]}{[2]}\times 100$
1. Promoter and Promoter Group	E-Voting		23360000	100.00	23360000	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	23360000	23360000	100.00	23360000	0	100.00	0.00
2. Public Institutions	E-Voting		425655	22.54	425655	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	1888733	425655	22.54	425655	0	100.00	0.00
3. Public – Non Institutions	E-Voting		11278	0.18	11247	31	99.73	0.27
	Poll		1417	0.02	1417	0	100.00	0.00
	Postal Ballot (if applicable)		4201	0.07	4201	0	100.00	0.00
	Total	6319267	16896	0.27	16865	31	99.82	0.18
TOTAL	E-Voting		23796933	75.38	23796902	31	100.00	0.00
	Poll		1417	0.00	1417	0	100.00	0.00
	Postal Ballot (if applicable)		4201	0.01	4201	0	100.00	0.00
	Total	31568000	23802551	75.40	23802520	31	100.00	0.00

**RESOLUTION : Item 2**

To declare dividend on equity shares of the Company for the financial year ended on March 31, 2018.

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]=[2]/(1)*100	[4]	[5]	[6]=[4]/(2)*100	[7]=[5]/(2)*100
1. Promoter and Promoter Group	E-Voting	23360000	23360000	100.00	23360000	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		23360000	100.00	23360000	0	100.00	0.00
2. Public Institutions	E-Voting	1888733	425655	22.54	425655	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		425655	22.54	425655	0	100.00	0.00
3. Public – Non Institutions	E-Voting	6319267	11628	0.18	11597	31	99.73	0.27
	Poll		1417	0.02	1417	0	100.00	0.00
	Postal Ballot (if applicable)		4201	0.07	4201	0	100.00	0.00
	Total		17246	0.27	17215	31	99.82	0.18
TOTAL	E-Voting	31568000	23797283	75.38	23797252	31	100.00	0.00
	Poll		1417	0.00	1417	0	100.00	0.00
	Postal Ballot (if applicable)		4201	0.01	4201	0	100.00	0.00
	Total		23802901	75.40	23802870	31	100.00	0.00

**RESOLUTION : Item 3**

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]	$[3]=\frac{[2]}{[1]}*100$	[4]	[5]	$[6]=\frac{[4]}{[2]}*100$	$[7]=\frac{[5]}{[2]}*100$
1. Promoter and Promoter Group	E-Voting		23360000	100.00	23360000	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	23360000	23360000	100.00	23360000	0	100.00	0.00
2. Public Institutions	E-Voting		425655	22.54	425655	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	1888733	425655	22.54	425655	0	100.00	0.00
3. Public – Non Institutions	E-Voting		11628	0.18	6773	4855	58.25	41.75
	Poll		1417	0.02	1417	0	100.00	0.00
	Postal Ballot (if applicable)		4201	0.07	4201	0	100.00	0.00
	Total	6319267	17246	0.27	12391	4855	71.85	28.15
TOTAL	E-Voting		23797283	75.38	23792428	4855	99.98	0.02
	Poll		1417	0.00	1417	0	100.00	0.00
	Postal Ballot (if applicable)		4201	0.01	4201	0	100.00	0.00
	Total	31568000	23802901	75.40	23798046	4855	99.98	0.02

**RESOLUTION : Item 4**

Ratification of remuneration payable to Messrs. Ashish Bhavsar & Associates, Cost Auditors for the audit of the cost record of the Company for the financial year ending March 31, 2019

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	100.00	23360000	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	23360000	23360000	100.00	23360000	0	100.00	0.00
2. Public Institutions	E-Voting		425655	22.54	425655	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	1888733	425655	22.54	425655	0	100.00	0.00
3. Public – Non Institutions	E-Voting		11628	0.18	11507	121	98.96	1.04
	Poll		1417	0.02	1417	0	100.00	0.00
	Postal Ballot (if applicable)		4201	0.07	4201	0	100.00	0.00
	Total	6319267	17246	0.27	17125	121	99.30	0.70
TOTAL	E-Voting		23797283	75.38	23797162	121	100.00	0.00
	Poll		1417	0.00	1417	0	100.00	0.00
	Postal Ballot (if applicable)		4201	0.01	4201	0	100.00	0.00
	Total	31568000	23802901	75.40	23802780	121	100.00	0.00



Based on the foregoing, the Resolution Nos. (1) to (4) 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 AGM.

Thanking you,  
Yours truly,

  
Sachita Shetty

Place: Mumbai  
Date: August 12, 2018

## SACHITA SHETTY

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Bar Council of Maharashtra and India Roll No. MAH/2719/2009

### Scrutinizers' Report on ballot forms received by post

(Pursuant to section 110 of the Companies Act, 2013 read with rule 21 of the Companies (Management and Administration) Rules, 2014, as amended)

To,

The Chairman

96<sup>th</sup> Annual General Meeting of the Equity Shareholders of Ingersoll-Rand (India) Limited,

Held on August 10, 2018

At 12:00 noon at Vivanta by Taj, 41/3, Mahatma Gandhi Road, Bengaluru – 560001.

Sir,

I, Sachita Shetty, Advocate at M/s. Crawford Bayley & Co., Advocates and Solicitors, having office at State Buildings, 4<sup>th</sup> Floor, N.G.N. Vaidya Marg, Fort, Mumbai – 400023 have been appointed as Scrutinizer by the board of directors of Ingersoll-Rand (India) Limited ("Company") in respect of the below mentioned resolutions passed at the 96<sup>th</sup> Annual General Meeting of the Company held on August 10, 2018.

The shareholders holding shares of the Company as on the cut-off date of June 23, 2017 were entitled to vote on the proposed resolutions as set out in items 1-4 in the notice of the 96<sup>th</sup> Annual General Meeting of the Company. The Company completed the dispatch of the ballot forms on July 14, 2018.

Votes cast through ballot forms received upto August 09, 2018 (5:00 p.m.) were considered as specified in the forms. The ballot forms received were reconciled with the records maintained with the Registrar and Transfer Agents of the Company. The total number of shareholders who cast the votes by post were 28 and the total number of shares held by them as on the cut-off date is 4382. The ballot papers received by post which were incomplete and/or were otherwise found defective have been treated as invalid.

Sr. No.	Subject Matter as set out in (AGM Notice	No. of votes (Shares)		
		For	Against	Abstained/invalid
1.	To receive, consider and adopt the Audited Balance Sheet as at March 31, 2018 and Statement of Profit and Loss for the financial year ended on March 31, 2018 together with the reports of the Directors and the Auditors.	4201	0	183
2.	To declare dividend on equity shares of the Company for the financial year ended on March 31, 2018	4201	0	183

3.	To declare dividend on equity shares of the Company for the financial year ended on March 31, 2018.	4201	0	183
4.	Ratification of remuneration payable to Messrs. Ashish Bhavsar & Associates, Cost Auditors for the audit of the cost record of the Company for the financial year ending March 31, 2019	4201	0	183

Yours truly,



Sachita Shetty

Place: Mumbai

Date: August 12, 2018

## SACHITA SHETTY

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Bar Council of Maharashtra and India Roll No. MAH/2719/2009

### Scrutinizers' Report on E-Voting

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

To,

The Chairman

96<sup>th</sup> Annual General Meeting of the Equity Shareholders of Ingersoll-Rand (India) Limited,  
Held on August 11, 2018

At 12:00 noon at Vivanta by Taj, 41/3, Mahatma Gandhi Road, Bengaluru – 560001.

Sir,

The e-voting period for the 96<sup>th</sup> Annual General Meeting ("AGM") of Ingersoll Rand (India) Limited ("Company") commenced at 09:00 a.m. on August 07, 2018 and ended at 05:00 p.m. on August 09, 2018.

After conclusion of the voting at the AGM of the Company, in my capacity as scrutinizer, I unlocked 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 the e-voting as under:

Sr. No.	Subject Matter as set out in (AGM Notice	No. of votes (Shares)		
		For	Against	Abstained/invalid
1.	To receive, consider and adopt the Audited Balance Sheet as at March 31, 2018 and Statement of Profit and Loss for the financial year ended on March 31, 2018 together with the reports of the Directors and the Auditors.	23796902	31	0
2.	To declare dividend on equity shares of the Company for the financial year ended on March 31, 2018	23797252	31	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.	23792428	4855	0
4.	Ratification of remuneration payable	23797162	121	0

	to Messrs. Ashish Bhavsar & Associates, Cost Auditors for the audit of the cost record of the Company for the financial year ending March 31, 2019			
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Yours truly,



Sachita Shetty

Place: Mumbai

Date: August 12, 2018