

May 25, 2023

**DGM – Corporate Relations,
BSE Limited**
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001
Scrip Code - 500210

**The Listing Department
National Stock Exchange of India Limited**
Exchange Plaza, Plot No. C – 1,
Block G, Bandra – Kurla Complex, Bandra (East),
Mumbai – 400 051
Scrip Symbol – INGERRAND EQ

Dear Sir/Madam,

Subject: Annual Secretarial Compliance Report for the year ended March 31, 2023

Please find enclosed Annual Secretarial Compliance Report for the year ended March 31, 2023 pursuant to Regulation 24A(2) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

You are requested to take the same on your records.

Thanking you,

Very truly yours,
For Ingersoll – Rand (India) Limited


P. R. Shubhakar
Chief Financial Officer & Company Secretary



Encl.: As above

**SECRETARIAL COMPLIANCE REPORT OF INGERSOLL-RAND (INDIA) LIMITED
FOR THE YEAR ENDED 31ST MARCH 2023**

I have examined:

- (a) all the documents and records made available to me and explanations provided by **Ingersoll-Rand (India) Limited** ("the listed entity"),
- (b) the filings/ submissions made by the listed entity with the stock exchanges,
- (c) the website of the listed entity,
- (d) all the other document(s)/ filing(s), as may be relevant and relied upon the same for issuing this certificate,

for the year ended 31st March 2023 ("Review Period") in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, and guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder, and the Regulations, circulars, and guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/guidelines issued thereunder, have been examined, include: -

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended from time to time;

- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018, as amended from time to time;
- (e) Securities and Exchange Board of India (Share based Employee Benefits) Regulations, 2014, as amended from time to time;
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, as amended from time to time;
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2015, as amended from time to time;
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time;
- (i) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with clients;

based on the above examination, I hereby report that during the Review Period:

- (a) The listed entity has complied with the applicable provisions of the above Regulations and circulars/ guidelines issued thereunder.
- (b) The listed entity has maintained proper records, wherever applicable, under the provisions of the above Regulations and circulars/ guidelines issued thereunder in so far as it appears from my examination of those records.
- (c) There were no actions taken against the listed entity/its promoters/directors/ material subsidiaries either by SEBI or by Stock Exchanges (*including under the Standard Operating Procedures issued by SEBI through various circulars*) under the aforesaid Acts/Regulations and circulars/ guidelines issued thereunder in so far as it appears from my examination of those records.
- (d) The reporting of actions by the listed entity with the observations, if any, made in previous reports does not arise during the Review Period.

The additional affirmations by Practicing Company Secretary (PCS) in Annual Secretarial Compliance Report (ASCR) in terms of the BSE Circular Reference No. 20230410-41 dated: April 10, 2023, are given hereunder:

| Sl. No. | Particulars | Compliance Status (Yes/No) | Observations/Remarks by PCS |
|---------|---|----------------------------|-----------------------------|
| 1. | <p><u>Secretarial Standards:</u></p> <p>The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI)</p> | Yes | Nil |
| 2. | <p><u>Adoption and timely updation of the Policies:</u></p> <ul style="list-style-type: none"> • All applicable policies under SEBI Regulations are adopted with the approval of board of directors as required by the listed entity. • All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations/circulars/guidelines issued by SEBI | Yes | Nil |
| 3. | <p><u>Maintenance and disclosures on Website:</u></p> <ul style="list-style-type: none"> • The Listed entity is maintaining a functional website. • Timely dissemination of the documents/ information under a separate section on the website. • Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website. | Yes | Nil |

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|----|--|-----|-----|
| 4. | <u>Disqualification of Director:</u> None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013 | Yes | Nil |
| 5. | <u>To examine details related to Subsidiaries of listed entities:</u> (a) Identification of material subsidiary companies (b) Requirements with respect to disclosure of material as well as other subsidiaries | Yes | Nil |
| 6. | <u>Preservation of Documents:</u> The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015. | Yes | Nil |
| 7. | <u>Performance Evaluation:</u> The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations | Yes | Nil |
| 8. | <u>Related Party Transactions:</u> (a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions (b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit committee. | Yes | Nil |

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|-----|---|-----|-----|
| 9. | <u>Disclosure of events or information:</u> The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder. | Yes | Nil |
| 10. | <u>Prohibition of Insider Trading:</u> The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015. | Yes | Nil |
| 11. | <u>Actions taken by SEBI or Stock Exchange(s), if any:</u> No Actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder | Yes | Nil |
| 12. | <u>Additional Non-compliances, if any:</u> I have not observed any other additional non-compliance for any other applicable SEBI regulations/circulars/guidance notes etc. | Yes | Nil |

NATESH

KALIDEVAPUR

Digitally signed by
NATESH KALIDEVAPUR

Date: 2023.05.19
17:49:43 +05'30'

Natesh K

Company Secretary in Whole-time Practice
FCS 6835, C.P. No. 7277

Place: Bangalore

Date: 19.05.2023

UDIN: F006835E000339343