

April 28, 2010

The Manager,
Corporate Relationship Department,
Bombay Stock Exchange Limited,
Phiroze Jeejeebhoy Towers
Dalal Street
MUMBAI - 400 001

Dear Sirs,

Re: Buy-back of equity shares of the Company

We refer to our letter dated March 24, 2009 on the subject.

We have been informed today by Ingersoll - Rand USA ("IR USA") that they have withdrawn the application made to the Takeover Panel seeking a special exemption from making an Open Offer.

Since the basic condition for proceeding with the buy-back viz. receipt of an appropriate exemption for IR USA from making an Open Offer, from the Takeover Panel, no longer exists, the Board of Directors in their meeting held today have decided that the buy-back proposal cannot be proceeded with.

You are requested to keep the members of the exchange informed of the decision of the Board.

Very truly yours,
For **INGERSOLL - RAND (INDIA) LIMITED**



P. R. SHUBHAKAR
General Manager - Corp. Finance
& Company Secretary

cc: The National Stock Exchange Limited
The Stock Exchange, Ahmedabad