

INGERSOLL – RAND (INDIA) LIMITED

(CIN: L05190KA1921PLC036321)

Registered office: First Floor, Subramanya Arcade, No.12/1, Bannerghatta Road,
Bengaluru – 560 029, Karnataka, IndiaWebsite: <https://www.irco.com/en-in/invest>; Phone: +91 80 4685 5100; Fax: +91 80 4169 4399

In accordance with the prevailing MCA Circulars on Postal Ballot process, the voting on the resolutions covered in the Notice will take place through remote e-voting only and no physical ballots will be circulated. Please refer to detailed instructions for remote e-voting explained in the Notice.

POSTAL BALLOT NOTICE

Notice pursuant to Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014

VOTING STARTS ON	VOTING ENDS ON
Monday, January 6, 2025, at 9.00 am (IST)	Tuesday, February 4, 2025, at 5.00 pm (IST)

Dear Members,

NOTICE is hereby given to the members of Ingersoll – Rand (India) Limited (the “**Company**”) pursuant to the provisions of Section 108, 110 and other applicable provisions of the Companies Act, 2013, (the “**Act**”) read together with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended (the “**Rules**”), General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 03/2022 dated May 5, 2022, 11/2022 dated December 28, 2022, 09/2023 dated September 25, 2023 and 09/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs, Government of India (the “**MCA Circulars**”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “**LODR Regulations**”), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (the “**SS-2**”) and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), that the Resolutions appended below are proposed to be passed as Ordinary Resolutions through Postal Ballot by way of voting through electronic means (the “**remote e-voting**” or the “**e-voting**”) only instead of submitting postal ballot forms. Accordingly, the postal ballot notice and instructions for remote e-voting are being sent only through electronic mode to those Members whose email address is registered with the Company / depository participant(s). The details of the procedure to cast the vote forms part of the ‘Notes’ to this Notice. An Explanatory Statement pertaining to the resolutions being proposed to the members, setting out the material facts and the reasons/rationale thereof form part of this Postal Ballot Notice (the “**Notice**” or the “**Postal Ballot Notice**”).

The Board of Directors of your Company vide resolution passed on November 12, 2024, have appointed Mr. Natesh K, Practicing Company Secretary (Membership No. FCS 6835; Certificate of Practice No. 7277) as the scrutinizer (the “**Scrutinizer**”) for conducting the Postal Ballot / remote e-voting process in a fair and transparent manner after receipt of their consent and willingness to be appointed as Scrutinizer for the said purpose.

The Company has engaged the services of National Securities Depository Limited (“**NSDL**”) for facilitating remote e-voting. The Company has made necessary arrangements with Link Intime India Private Limited, Registrar and Share Transfer Agent (“**RTA**”) to enable the Members to register their e-mail address. Those Members who have not yet registered their e-mail address are requested to register the same by following the procedure set out in this Postal Ballot Notice.

The remote e-voting period commences from 9.00 a.m. (IST) on Monday, January 6, 2025 and ends at 5.00 p.m. (IST) on Tuesday, February 4, 2025. Members desiring to exercise their vote through the remote e-voting process are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice not later than 5.00 pm (IST) on Tuesday, February 4, 2025. The remote e-voting facility will be disabled by NSDL immediately thereafter and will not be allowed beyond the said date and time.

The Scrutinizer will submit his report to the Chairman of the Company (the “**Chairman**”) or any other person authorized by the Chairman and the result of the voting by Postal Ballot will be announced not later than 48 hours from the conclusion of the remote e-voting. The Scrutinizer’s decision on the validity of votes cast will be final. The said results along with the Scrutinizer’s Report would be intimated to BSE Limited and National Stock Exchange of India Limited, where the equity shares of the Company are listed. Additionally, the results will also be uploaded on the Company’s website <https://www.irco.com/en-in/invest> and on the website of NSDL <https://www.evoting.nsdl.com>.

The resolutions passed by the Members through remote e-voting will be deemed to have been passed as if the same were passed at a general meeting convened in that regard. The resolution, if approved by requisite majority of Members by means of remote e-voting, shall be deemed to have been passed on the last date of remote e-voting i.e. on Tuesday, February 4, 2025.

Item No. 1:

Appointment of Mr. Gareth Robert Topping (DIN: 10823043) as a Director of the Company

To consider, and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

RESOLVED THAT pursuant to the provisions of Section 149, 152 and all other applicable provisions of the Companies Act, 2013 (the “**Act**”), the Companies (Appointment and Qualification of Directors) Rules, 2014 (the “**Rules**”) and applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (the “**LODR Regulations**”) (including any statutory modification or re-enactment thereof for the time being in force), recommendation of the Nomination and Remuneration Committee, Mr. Gareth Robert Topping (DIN: 10823043) who was appointed by the Board of Directors as an Additional Director of the Company effective November 12, 2024 in terms of Section 161 of the Act and Article 118 of the Articles of Association of the Company and who holds office up to the date of the next Annual General Meeting and who has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a member under the provisions of Section 160 of the Act proposing his candidature for the office of Director of the Company, being so eligible, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT the Board be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this Resolution.

Item No. 2:**Appointment of Mr. Sunil Khanduja (DIN: 10041581) as Managing Director and fixing his remuneration**

To consider, and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

RESOLVED THAT in supersession of the resolution passed by postal ballot on January 21, 2024 appointing Mr. Sunil Khanduja as Whole-time Director of the Company for a period of 5 years with effect from November 8, 2023 and pursuant to the recommendation of the Nomination and Remuneration Committee, approval of the Board of Directors of the Company (the “**Board**”) and pursuant to Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 (the “**Act**”), read with Schedule V to the Companies Act, 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (the “**Rules**”), Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “**LODR Regulations**”) (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the members be and is hereby accorded to the appointment of Mr. Sunil Khanduja (DIN: 10041581) as the Managing Director of the Company, for a period of 5 (five years), from November 12, 2024 on such terms and conditions including the remuneration payable to him as will be recorded in the Agreement to be entered into by and between the Company and Mr. Sunil Khanduja, salient features of which are set out in the Explanatory Statement annexed to the Notice.

RESOLVED FURTHER THAT the Board (including a Committee thereof) be and is hereby authorised to enhance, enlarge, alter or vary the scope and terms of remuneration payable to Mr. Sunil Khanduja and other terms and conditions of his appointment from time to time, provided that any revision in remuneration shall not exceed the statutory limits prescribed by Section 197 or any other applicable provisions of the Act subject to receipt of requisite approvals, if necessary.

RESOLVED FURTHER THAT in the event of absence or inadequacy of profit in any financial year during his tenure as Managing Director, Mr. Sunil Khanduja be paid the remuneration according to the terms and conditions as recorded in explanatory statement as minimum remuneration for that year subject to receipt of requisite approvals, where necessary.

RESOLVED FURTHER THAT the Board (including a Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things and give such directions, as it may in its absolute discretion deem necessary, proper and expedient to give effect to this resolution and settle any question that may arise in this regard.

**By Order of the Board of Directors
For Ingersoll – Rand (India) Limited**

**P. R. Shubhakar
Chief Financial Officer & Company Secretary**

Registered office:
First Floor, Subramanya Arcade,
No.12/1, Bannerghatta Road,
Bengaluru – 560 029, Karnataka, India
Email: p_r_shubhakar@irco.com

Bengaluru, November 12, 2024

Notes:

1. An explanatory statement pursuant to Section 102 of the Act, setting out all material facts relating to the resolutions in this Notice are appended herein below for your information and consideration and the same should be considered as part of this Notice.
2. This Postal Ballot Notice is also available on the Company's website at www.irco.com/en-in/invest and on the website of the Stock Exchanges i.e. BSE Limited at: www.bseindia.com and National Stock Exchange of India Limited at: www.nseindia.com and on the website of NSDL at <https://www.evoting.nsdl.com>.
3. The Postal Ballot Notice is being sent by e-mail to all the members of the Company, whose names appear in the Register of Members/Register of Beneficial Owners maintained by the Depositories, National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on December 30, 2024, (the "Cut-Off Date") and who have registered their e-mail addresses, in respect of electronic holdings, with the Depository through the concerned Depository Participants and in respect of physical holdings, with the Registrar and Share Transfer Agent of the Company, Link Intime India Private Limited ("RTA"), in accordance with the provisions of the Act, read with the Rules made thereunder and the framework provided under the MCA circulars.
4. In case of joint holders, the Member whose name appears as the first holder in order of the names as per the Register of Members of the Company or the list of Beneficial Owners provided by the Depositories, will be entitled to vote through remote e-voting.
5. In compliance with the provisions of Sections 108 and 110 and other applicable provisions of the Act, the Rules and Regulation 44 of the LODR Regulations as amended from time to time and MCA Circulars as amended from time to time, the Company is pleased to offer remote e-voting facility to all the Members of the Company to cast their votes. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would take place through remote e-voting system only.
6. All material documents referred to in the explanatory statement will be available for inspection at the Registered Office of the Company during office hours on all working days from the date of dispatch until the last date for receipt of votes by remote e-voting. Alternately, Members may also send their requests to Pramod.Hegde@irco.com from their registered e-mail address mentioning their names, folio numbers, DP ID and Client ID during the voting period of the postal ballot.
7. The Company has engaged NSDL for facilitating remote e-voting to enable the Members to cast their votes electronically instead of dispatching Postal Ballot Form for this Postal Ballot. The remote e-voting facility is available at the link <https://www.evoting.nsdl.com>
8. In accordance with the MCA Circulars, the Members are requested to take note of the following:

Members holding shares of the Company in electronic form can verify/update their email address and mobile number with their respective Depository Participants ("DPs"). Members can also temporarily update their email address and mobile number with RTA, by following the procedure given below:

- Visit the link: https://tcpl.linkintime.co.in/EmailReg/Email_Register.html
- Select the company name: Ingersoll-Rand (India) Limited
- Enter DP ID & client ID (in case shares are held in electronic form)/physical folio no. (in case

- shares are held in physical form) and Permanent Account Number (“PAN”)
- In case of shares which are held in physical form, if PAN is not available in the records, please enter any one of the share certificate numbers in respect of the shares held by you.
- Enter the email address and mobile number.
- System will check the authenticity of the DP ID & client ID/physical folio no. and PAN/ share certificate number, as the case may be and send the one-time password (“OTP”) to the said mobile number and email address for validation.
- Enter the OTP received by SMS and email to complete the validation process. (Please note that the OTP will be valid for 5 minutes only).
- In case the shares are held in physical form and PAN is not available, the system will prompt you to upload the self- attested copy of your PAN.
- System will confirm the email address for the limited purpose of serving this Postal Ballot Notice and the e-voting instructions along with the user ID and password.

Alternatively, Members may send an email request to csg-unit@linkintime.co.in along with the scanned copy of their request letter duly filled and signed by the Member (first member if held jointly), providing the email address, mobile number, self-attested copy of PAN and client master copy in case shares are held in electronic form or copy of the share certificate in case shares are held in physical form, to enable RTA to temporarily register their email address and mobile number.

However, Members holding shares in electronic form will have to once again register their email address and mobile number with their DPs, to permanently update the said information.

In case of any queries, in this regard, Members are requested to write to RTA at csg-unit@linkintime.co.in or contact RTA at +91 810 811 8484

9. Those Members who have already registered their e-mail address are requested to keep their e-mail addresses validated with their DP/Company’s RTA to enable servicing of notices / documents / Annual Reports etc. electronically to their e-mail address. Members may follow the process detailed below for registration of email ID:

Type of Holder	Process to be followed	
Physical	For availing the following investor services, send a written request in the prescribed forms to the RTA of the Company, Link Intime India Private Limited either by email to csg-unit@linkintime.co.in or by post to C101, 1 st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai 400 083	
	Form for availing investor services to register PAN, email address, bank details and other KYC details or changes / update thereof for securities held in physical mode	Form ISR – 1
	Update of signature of securities holder	Form ISR – 2
	For nomination as provided in the Rules 19 (1) of Companies (Share capital and debenture) Rules, 2014	Form SH-13
	Declaration to opt out	Form ISR – 3
	Cancellation of nomination by the holder(s) (along with ISR-3) / Change of Nominee	Form SH-14
	Form for requesting issue of Duplicate Certificate and other service requests for shares / debentures / bonds etc., held in physical form	ISR – 4

	The forms for updating the above details are available https://linkintime.co.in ➔ Investor Services➔ Downloads➔ Forms➔ Formats for KYC.
Demat	Please contact your DP and register your email address and bank account details in your demat account, as per the process advised by your DP.

10. SEBI has mandated the submission of PAN, KYC details and nomination by holders of physical securities and linking PAN with Aadhaar. Shareholders are requested to submit their PAN, KYC and nomination details to the Company's registrars Link Intime India Private Limited at <https://linkintime.co.in> ➔ Investor Services➔ Downloads➔ Forms➔ Formats for KYC. The forms for updating the same are available.
11. Members holding shares in electronic form are therefore, requested to submit their PAN to their depository participant(s). In case a holder of physical securities has failed to furnish these details or link their PAN with Aadhaar, RTA is obligated to freeze such folios. The securities in the frozen folios shall be eligible to receive payments (including dividend) and lodge grievances only after furnishing the complete documents. If the securities continue to remain frozen as on **April 1, 2025**, the RTA / the Company shall refer such securities to the administering authority under the Benami Transactions (Prohibitions) Act, 1988, and / or the Prevention of Money Laundering Act, 2002.

E-Voting:

- In compliance with Regulation 44 of the LODR Regulations and Section 108 of the Act, read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended and the relevant MCA Circulars, the Company is pleased to provide facility of e-voting to enable its Members to cast their votes electronically in respect of the resolution as set out in this Postal Ballot Notice.
- The remote e-voting period commences from Monday, January 6, 2025, at 9.00 am (IST) and ends on Tuesday, February 4, 2025, at 5.00 pm (IST). The remote e-voting module will be disabled thereafter, and voting shall not be allowed beyond the aforementioned date and time. During this period, the Members of the Company, holding shares either in physical form or in dematerialized form, as on the Cut-Off Date i.e. Monday, December 30, 2024, may cast their vote electronically in the manner and process set out in this Notice. Once the vote on the resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.
- The voting rights of the Members shall be in proportion to the equity shares held by them in the paid-up equity share capital of the Company as on Cut-Off Date i.e. Monday, December 30, 2024.
- The Cut-Off Date is for determining the eligibility to receive this Notice and to vote by electronic means. Only a person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-Off Date i.e. Monday, December 30, 2024, shall be entitled to avail the facility of remote e-voting. A person who is not a Member as on the Cut-Off Date should treat this Notice for information purpose only.

The instructions for e-voting are as follows:

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to the NSDL e-voting system

Step 2: Cast your vote electronically on NSDL e-voting system.





Step 1: Access to the NSDL e-voting system

(A) Login method for e-voting and voting for individual shareholders holding securities in demat mode.

In terms of the SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, on the e-voting facility provided by listed companies and as part of increasing the efficiency of the voting process, the e-voting process has been enabled to all individual shareholders holding securities in demat mode to vote through their demat account maintained with depositories and depository participants. Shareholders are advised to update their mobile number and email ID in their demat accounts to access e-voting facility.

Login method for individual shareholders holding securities in demat mode is given below:

Type of Shareholders	Login method
Individual shareholders holding securities in demat mode with NSDL	<p>I. NSDL IDeAS Facility</p> <p>If you are already registered for the NSDL IDeAS facility,</p> <ol style="list-style-type: none"> 1. Please visit the e-Services website of NSDL. Open the web browser by typing the following URL: https://eservices.nsdl.com/ either on a personal computer or mobile phone. 2. Once the homepage of e-Services is launched, click on the “Beneficial Owner” icon under “Login”, available under the “IDeAS” section. 3. A new screen will open. You will have to enter your user ID and password. After successful authentication, you will be able to see e-voting services. 4. Click on “Access to e-voting” under e-voting services and you will be able to see the e-voting page. 5. Click on options available against company name or e-voting service provider – NSDL and you will be redirected to the NSDL e-voting website for casting your vote during the e-voting period <p>If the user is not registered for IDeAS e-Services,</p> <ol style="list-style-type: none"> 1. The option to register is available at https://eservices.nsdl.com/. 2. Select “Register Online for IDeAS” or click on https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Upon successful registration, please follow steps given in points 1-5 above. <p>II. E-voting website of NSDL</p> <ol style="list-style-type: none"> 1. Visit the e-voting website of NSDL. Open web browser by typing the following https://www.evoting.nsdl.com/ either on a personal computer or mobile phone. 2. Once the homepage of e-voting system is launched, click on the “Login” icon, available under the “Shareholder / Member” section.

	<ol style="list-style-type: none"> 3. A new screen will open. You will have to enter your User ID (i.e. your 16-digit demat account number held with NSDL), Password / OTP and a verification code as shown on the screen. 4. After successful authentication, you will be redirected to the NSDL Depository site wherein you can see the e-voting page. Click on options available against company name or e-voting service provider – NSDL and you will be redirected to the e-voting website of NSDL for casting your vote during the e-voting period. 5. Shareholders / Members can also download NSDL Mobile App 'NSDL Speede' facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center;"> <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around;">  App Store  Google Play </div> <div style="display: flex; justify-content: space-around; margin-top: 10px;">   </div> </div>
--	--

Type of Shareholders	Login method
Individual shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing Myeasi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-voting page of the e-voting service provider for casting your vote during the e-voting period. Additionally, there is also link provided to access the system of all e-voting Service Providers, so that the user can visit the e-voting service providers' website directly. 3. If the user is not registered for Easi / Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN No. from a e-voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-voting option where the e-voting is in progress and also able to directly access the system of all e-voting Service Providers.

Individual shareholders (holding securities in demat mode) logging in through their depository participants	<ol style="list-style-type: none"> 1. You can also log in using the login credentials of your demat account through your depository participant registered with NSDL / CDSL for the e-voting facility. 2. Once logged in, you will be able to see the e-voting option. Once you click on the e-voting option, you will be redirected to the NSDL / CDSL depository site after successful authentication, wherein you can see the e-voting feature. 3. Click on the options available against company name or e-voting service provider-NSDL and you will be redirected to the e-voting website of NSDL for casting your vote during the e-voting period
--	--

Important note: Members who are unable to retrieve User ID / Password are advised to use “Forgot User ID” and “Forgot Password” options available on the above-mentioned website.

Helpdesk for individual shareholders holding securities in demat mode for any technical issues related to login through depository i.e. NSDL and CDSL:

Login Type	Helpdesk Details
Individual shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call the number: 022 - 4886 7000 and 022 - 2499 7000
Individual shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free number: 1800 22 55 33

(B) Login method for e-voting other than individual shareholders holding securities in demat mode and shareholders holding securities in physical mode

1. Visit the e-voting website of NSDL. Open the web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a personal computer or on a mobile phone.
2. Once the homepage of the e-voting system is launched, click on the icon ‘Login’, available under ‘Shareholder / Member’.
3. A new screen will open. You will have to enter your User ID, Password / OTP and a verification code as shown on the screen.
4. Alternatively, if you are registered for NSDL e-services i.e. IDeAS, you can log in at <https://eservices.nsdl.com/> with your existing IDeAS login. Once you log in to NSDL e-services using your login credentials, click on e-voting and you can proceed to Step 2 i.e. Cast your vote electronically on NSDL e-voting system.
5. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
(a) For Members who hold shares in demat account with NSDL	8-character DP ID followed by 8-digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your User ID is IN300***12*****.

(b) For Members who hold shares in demat account with CDSL	16-digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your User ID is 12*****
(c) For Members holding shares in physical form	EVEN Number followed by Folio Number registered with the Company For example, if your Folio Number is 001*** and EVEN is 132553, then your User ID is 132553001***

6. Password details for shareholders other than individual shareholders are given below:
 - (a) If you are already registered for e-voting, then you can use your existing password to log in and cast your vote.
 - (b) If you are using NSDL e-voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' for the system to prompt you to change your password.
 - (c) How to retrieve your 'initial password'?
If your email ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your email ID by NSDL. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit Client ID for your NSDL account, or the last 8 digits of your Client ID for CDSL account, or Folio Number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
7. If you are unable to retrieve or have not received the 'Initial password' or have forgotten your password:
 - (a) Click on 'Forgot User Details / Password?' (If you hold shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - (b) Physical User Reset Password (If you hold shares in physical mode) option available on www.evoting.nsdl.com.
 - (c) If you are still unable to get the password by the above two options, you can send a request to evoting@nsdl.co.in mentioning your demat account number / Folio Number, your PAN, your name and your registered address.
 - (d) Members can also use the OTP (One Time Password)-based login for casting their vote on the e-voting system of NSDL.
8. After entering your password, tick on "Agree with Terms and Conditions" by selecting on the check box.
9. Now, you will have to click on the 'Login' button.
10. After you click on the 'Login' button, the homepage of e-voting will open.

Step 2: Cast your vote electronically on NSDL e-voting system.

1. After successfully logging in following Step 1, you will be able to see the EVEN of all companies in which you hold shares and whose voting cycle is in active status.
2. Select the EVEN of Ingersoll-Rand (India) Limited, which is 132553.
3. Now you are ready for e-voting as the voting page opens.
4. Cast your vote by selecting the appropriate options i.e. assent or dissent, verify / modify the number of shares for which you wish to cast your vote and click on the 'Submit' and 'Confirm' buttons when prompted.

5. Upon confirmation, the message, 'Vote cast successfully', will be displayed.
6. You can also take a printout of the votes cast by you by clicking on the 'Print' option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

Process for procuring user ID and password for e-voting for those shareholders whose email IDs are not registered with the depositories / Company.

1. Shareholders may send a request to evoting@nsdl.co.in for procuring user ID and password for e-voting.
2. If shares are held in physical mode, please provide Folio Number, name of Member, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), Aadhaar (self-attested scanned copy of Aadhaar Card).
3. In case shares are held in demat mode, please provide DP ID and Client ID (16-digit DP ID + Client ID or 16-digit beneficiary ID), name of Member, client master or copy of consolidated account statement, PAN (self-attested scanned copy of PAN card), Aadhaar (self-attested scanned copy of Aadhaar Card).
4. If you are an individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at Step 1 (A) i.e. Login method for e-voting and voting during the meeting for individual shareholders holding securities in demat mode.

General guidelines for e-voting

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send a scanned copy (PDF/JPG format) of the relevant Board resolution / authorization letter etc. with attested specimen signature of the duly authorized signatory (ies) who are authorized to vote, to the RTA by e-mail to csg-unit@linkintime.co.in with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended that you do not share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details / Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for shareholders and the e-voting user manual for shareholders available in the download section of www.evoting.nsdl.com or call the number: 022- 4886 7000 and 022 - 2499 7000, or send a request to evoting@nsdl.co.in, or contact Ms. Prajakta Pawle, Manager, National Securities Depository Ltd., at the designated email ID: evoting@nsdl.co.in to get your grievances on e-voting addressed.
4. You may also send an e-mail to the Company at Pramod.Hegde@irco.com for queries / information. Shareholders also can contact the Company on telephone number +91 80 4685 5100 from Monday to Friday between 09.30 a.m. and 04.30 p.m.

Information at a glance:

Particulars	Notes
Cut-Off Date to determine eligible members to vote on the resolution	Monday, December 30, 2024
Voting start time and date	Monday, January 6, 2025, at 9.00 am (IST)
Voting end time and date	Tuesday, February 4, 2025, at 5.00 pm (IST)
Date on which the resolution is deemed to be passed	Tuesday, February 4, 2025
Name, address and contact details of Registrar and Share Transfer Agent	Contact Name: Ms. Vidya Brahme Senior Associate Vice President Link Intime India Private Limited Address: C101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai 400 083, India email: csg-unit@linkintime.co.in Contact number: +91 810 811 8484
Name, address and contact details of e-voting service provider	Contact Name: Ms. Prajakta Pawle, Manager National Securities Depository Limited 4th Floor, A Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400 013, India email: evoting@nsdl.co.in Contact number: 022 - 4886 7000 and 022 - 2499 7000
NSDL e-voting website address	https://www.evoting.nsdl.com/

EXPLANATORY STATEMENT PURSUANT TO PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013 (THE “ACT”)

ITEM NO. 1: APPOINTMENT OF MR. GARETH ROBERT TOPPING (DIN: 10823043) AS A DIRECTOR OF THE COMPANY

On the recommendation of the Nomination and Remuneration Committee, the Board of Directors (the “Board”) at their meeting held on November 12, 2024 have appointed Mr. Gareth Robert Topping (DIN: 10823043), as an Additional Director of the Company (in the category of Non-Executive and Non-Independent) effective November 12, 2024. As per the provisions of Section 161 of the Act, Mr. Gareth Robert Topping holds office as Additional Director only up to the date of the next Annual General Meeting of the Company.

As per Regulation 17(1C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015, as amended, (the “SEBI Listing Regulations”), the consent of the shareholders for appointment of a Director on the Board is to be obtained at the next general meeting or within a period of three months from the date of appointment, whichever is earlier. Accordingly, the approval of the Members is being sought by means of an ordinary resolution passed through remote e-voting with respect to the above appointment.

The Company has received a notice in writing from a Member under section 160 of the Act proposing the candidature of Mr. Gareth Robert Topping for the office of Director of the Company.

The Company has received consent from Mr. Gareth Robert Topping, in writing, to act as Director of the Company and a declaration that he is not disqualified under Section 164(2) of the Act. Mr. Gareth Robert Topping is not debarred from holding the office of Director pursuant to any Order issued by the Securities and Exchange Board of India (SEBI) or any other authority.

Disclosures and details of terms and conditions of appointment of Mr. Gareth Robert Topping as Non-Executive Non-Independent Director, as stipulated under Regulation 36(3) of the SEBI Listing Regulations and the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India is as under:

Name of the Director	Mr. Gareth Robert Topping
Director Identification Number (DIN)	10823043
Age	39 years
Qualification	a) Bachelor of Engineering (Hons.) in Mechanical Engineering b) Master of Business Administration (MBA)
Brief Profile and Nature of expertise / experience	<p>Mr. Gareth Robert Topping ("Gareth"), is aged about 39 years. He holds a Bachelor of Engineering (Hons.) in Mechanical Engineering and has completed Master of Business Administration (MBA) from the University of Sunderland.</p> <p>Gareth began his career in year 2002 as a Technical Apprentice at Walker Filtration and advanced through multiple roles across various functions gaining comprehensive experience in product design, testing and customer engagement. He had direct interactions with customers which allowed him to understand their needs and in contributing significantly to the development of business.</p> <p>In year 2013, Gareth was promoted as Manufacturing Manager, with responsibilities for production, process optimization and quality control. Over his stint of 11 years with Walker Filtration, Gareth developed a strong foundation in operations, project management and business growth strategies.</p> <p>In year 2014, Gareth joined Gardner Denver UK as Manager - Sales for Vacuum and Blowers. He led OEM, project and distribution sales teams, implementing strategies to enhance growth and strengthen the brand. Two years later in year 2016, Gareth was promoted as Sales Director. By year 2018, Gareth had assumed full responsibility for profitability for the vacuum and pumps business in UK region, overseeing its strategic and operational performance.</p>

	<p>After Gardner Denver merged with Ingersoll Rand in year 2020, Gareth was appointed Vice President for the Vacuum and Low-Pressure portfolio comprising different brands and managing multiple manufacturing sites across Canada, France, Germany and Italy.</p> <p>In year 2023, Gareth was handed over the responsibilities as head of Process Flow Technology for entire EMEIA region, where he was successful in business growth to a significant extent and also led successful mergers and acquisitions.</p> <p>Since July 2024, Gareth has taken over as Vice President and General Manager for Compression Systems and Services, EMEIA, leading a regional team across geographies to drive business growth, operational excellence and strategic alignment.</p> <p>Throughout his career, Gareth has maintained a results-driven approach, focusing on long-term value creation for customers and shareholders. Gareth has always prioritized customer satisfaction, viewing it as the ultimate measure of success. His leadership philosophy is anchored in strategic vision, accountability and a deep commitment to fostering innovation and collaboration to ensure sustained organizational growth and stakeholder value.</p>
No. of shares held in the Company (Including as a beneficial owner)	Nil
Terms and conditions of appointment/reappointment	Appointed as Director effective November 12, 2024 in the category of Non-Executive and Non-Independent, liable to retire by rotation
Remuneration last drawn	Not Applicable
Remuneration sought to be paid	Nil
Date of first appointment on the Board	November 12, 2024.
Number of Board meetings attended during the year	One
Relationship with other Directors, and other Key Managerial Personnel of the Company	Mr. Gareth Robert Topping is not related, directly or indirectly, to any Directors or Key Managerial Personnel of the Company.
Directorships held in other companies as on the date of the Postal Ballot Notice	Nil
Memberships / Chairmanships of committees held in other companies	Nil
Listed entities from which director resigned in the past three years	Nil

The Board is of the view that Mr. Gareth Robert Topping's knowledge and experience will benefit and add value to the operations of the Company.

None of the other Directors, Key Managerial Personnel (KMP) of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 1 of the Notice.

Mr. Gareth Robert Topping is interested in the resolution set out at Item no. 1 of this Notice as it relates to his appointment.

The Board recommends the Ordinary Resolution set forth at Item No. 1 of the Notice for approval of the members.

ITEM NO. 2: APPOINTMENT OF MR. SUNIL KHANDUJA (DIN: 10041581) AS MANAGING DIRECTOR AND FIXING HIS REMUNERATION

The shareholders, by way of a resolution passed through postal ballot on January 21, 2024, had approved the appointment of Mr. Sunil Khanduja as a Whole-Time Director of the Company for a five-year term with effect from November 8, 2023. The terms of his appointment, including remuneration, were approved by shareholders in accordance with Sections 196, 197, 203, and Schedule V of the Companies Act, 2013, along with other applicable provisions.

Based on the roles and responsibilities of Mr. Sunil Khanduja which encompassed the whole operations of the Company, the Board deemed it fit to redesignate and appoint Mr. Sunil Khanduja as the Managing Director of the Company. Therefore, based on the recommendation of the Nomination and Remuneration Committee and subject to the approval of the Members, the Board at their meeting held on November 12, 2024, approved the appointment of Mr. Sunil Khanduja as the Managing Director of the Company for a period of 5 years effective November 12, 2024 to November 11, 2029.

The earlier approval from the Members was for the appointment of Mr. Sunil Khanduja as a Whole-time Director of the Company. Since Mr. Sunil Khanduja has now been appointed as the Managing Director of the Company, this resolution seeks shareholders' approval for the said appointment as the Managing Director of the Company, its terms and conditions including the remuneration payable to him.

The remuneration payable to Mr. Sunil Khanduja is in accordance with the recommendation made by the Nomination and Remuneration Committee. It is proposed to enter into an Agreement with Mr. Sunil Khanduja in relation to his appointment and for the remuneration payable to him effective from November 12, 2024. The main terms and conditions of appointment of Mr. Sunil Khanduja (hereinafter referred to as "Managing Director") as set out in the Draft Principal Agreement are given below:

1. Mr. Sunil Khanduja shall be Managing Director for a period of 5 years from November 12, 2024 up to November 11, 2029 subject to the employment being previously determined in accordance with the provisions of the draft agreement.
2. During his employment the Managing Director shall devote his full time and attention to the business of the Company and shall use his best endeavours to promote the Company's interest and welfare.

3. The Managing Director shall exercise and perform such powers and duties subject to the superintendence, control and direction of the Board as may be entrusted to him by the Board from time to time and subject thereto, shall have the general control of the business of the Company with power to appoint remunerate officers, clerks and employees and to enter into contracts on behalf of the Company in the ordinary course of business and to do and perform all other acts, matters, deeds and things, he may consider necessary or proper or in the best interest of the Company.

The Company shall pay remuneration to the Managing Director during the continuance of the Agreement in consideration of the performance of his duties as below:

I. (a) Basic Salary:

Basic salary of Rs. 54,00,004/- (Rupees fifty-four lakh and four only) per annum;

(b) Allowances:

Flexi Benefit Allowances aggregating to Rs. 80,99,996/- (Rupees eighty lakhs ninety-nine thousand nine hundred and ninety-six only) per annum, which the Managing Director is permitted to avail in the form of house rent allowance, leave travel allowance, special allowance etc. as per Company's policies subject to provisions of Income Tax Act/Rules.

c) Annual Bonus/Incentive:

Annual Bonus/ Incentive at such rate of the net profits of the Company/such amount as the Board may decide from time to time, subject to a maximum of Rs. 81,00,000 (Rupees eighty-one lakhs only).

d) Car Allowance:

Fixed car allowance of Rs. 7,90,000/- (Rupees seven lakhs ninety thousand only) per annum

II. In addition to monthly compensation and commission as per (I) above, the MD shall be entitled to the following perquisites/benefits:

a) Medical Benefit: The benefit of the Company's Group Medical Benefit Scheme or any other Scheme for the time being in force for medical services/benefits, for the MD and his family.

b) Personal Accident Insurance: Personal Accident Insurance for a maximum sum assured of Rs. 4,05,00,000/- (Rupees four crores five lakhs only)

c) Provident Fund: The Company shall contribute to Provident Fund as per the Company's rules for the time being in force.

d) Gratuity: The contribution to gratuity shall be made to an approved fund at the rate of one-half month's salary for each completed year of service, without any maximum limit.

III. The Company shall pay or reimburse to the Managing Director, the actual travelling, entertainment and other expenses reasonably incurred by him in or about the business of the Company.

- IV. The Managing Director will be entitled to earned/privilege leave on full pay and allowances and encashment of unavailed earned/privilege leave in accordance with the Rules of the Company. The Managing Director will also be entitled to avail sick/casual leave on full pay and allowances as per Company's rules, subject to the further condition that unavailed sick/casual leave will not be allowed to be encashed.
 - V. Minimum Remuneration: In any financial year commencing from April 01, 2024 during the tenure of Managing Director, if the Company has no profits or its profits are inadequate, the Company will pay the aforesaid remuneration to him as minimum remuneration for that financial year subject to receipt of requisite approvals, where necessary.
4. Other conditions of appointment of Managing Director:
- i. He shall not engage himself directly or indirectly in any other employment or in any occupation or business that competes with the business of the company. It shall, however, be permissible for the Managing Director to hold directorship of any other Company within Ingersoll Rand Group or of any other Company outside Ingersoll Rand Group but not competing with the business of the Company, and the holding of any such directorship shall not be deemed to be a contravention of this clause.
 - ii. He shall not, either during the continuance of this agreement at any time thereafter divulge or disclose any confidential information or knowledge obtained by him during his employment as to the business or affairs of the Company or as to any trade secrets or secret processes of the Company and the Managing Director, during the continuance of his employment hereunder, shall also use his best endeavours to prevent any other person from doing so.
 - iii. He shall not become concerned or interested, directly or indirectly, in any selling agency of the Company without the prior approval of the Central Government.
 - iv. His employment shall forthwith determine if he becomes insolvent or makes any composition or arrangement with his creditors or shall cease to be a Director of the Company. The Managing Director shall ipso facto cease to be a Director of the Company on this Agreement being terminated or for any reason, he ceases to be a Managing Director of the Company.
 - v. In case the Managing Director dies during the course of his employment hereunder, the Company shall pay to his nominee the salary and other emoluments payable hereunder for the then current month.
 - vi. The Managing Director shall not, as long as he functions as such, be entitled to any fees for attending meetings of the Board or a Committee thereof.
 - vii. Either party is entitled to terminate the Agreement by giving two calendar months' notice in writing to the other party.
 - viii. The Company to have the right to terminate this agreement with immediate effect, if the MD be guilty of such inattention to or negligence in the conduct of the business or of any other act or omission inconsistent with his duties as MD or any breach of the Agreement as in the opinion of the Board, renders his termination.

Disclosures and details of terms and conditions of appointment of Mr. Sunil Khanduja as the Managing Director of the Company, as stipulated under Regulation 36(3) of the SEBI Listing Regulations and the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India is as under:

Name of the Director	Mr. Sunil Khanduja
Director Identification Number (DIN)	10041581
Age	46 Years
Qualification	a) Bachelor of Sciences in Engineering Technology b) Master of Business Administration
Brief Profile and Nature of expertise / experience	<p>Mr. Sunil Khanduja (“Sunil”) has more than two decades of experience in driving and managing multiple domestic and global business operations covering diversified industries. He has a wide range of expertise in operations and supply chain strategies supporting business growth, strong record of transforming various manufacturing and supply chain operations by implementing Lean manufacturing best practices and standardization of processes.</p> <p>He also has extensive experiences in driving and delivering brown field and green field projects.</p> <p>Sunil started his career at Echlin India Limited as a Trainee in 1998. He moved to Motherson Sumi Systems Limited in year 2000 joined Minda Group in year 2006.</p> <p>Sunil joined Ingersoll Rand group in 2013 as a Plant Leader at Sahibabad factory of Ingersoll Rand Technologies & Services Pvt. Ltd.</p> <p>Sunil joined Ingersoll Rand (India) Limited in June 2018 as Plant Leader at Naroda factory. He led the operations at Naroda Plant and was appointed as Whole-time Director, designated as Director – Operations on November 8, 2023. He is also leading the team involved in setting up the new green field manufacturing plant of the Company at Sanand, Gujarat.</p>
No. of shares held in the Company (Including as a beneficial owner)	Nil
Terms and conditions of appointment/reappointment	Please refer to details mentioned in the earlier part of this note.
Remuneration last drawn	Please refer to details mentioned in earlier part of this note.
Remuneration sought to be paid	
Date of first appointment on the Board	November 08, 2023

Number of Board meetings attended during the year	3
Relationship with other Directors, and other Key Managerial Personnel of the Company	Mr. Sunil Khanduja is not related, directly or indirectly, to any Directors or Key Managerial Personnel of the Company.
Directorships held in other companies as on the date of the Postal Ballot Notice	Nil
Memberships / Chairmanships of committees held in other companies	Nil
Listed entities from which director resigned in the past three years	Nil

In the resolution placed before the Members at Item No. 2 it is also proposed to authorise the Board to pay to Mr. Sunil Khanduja the aforementioned remuneration in the event of loss or inadequacy of profits in any financial year, commencing from April 01, 2024 during the tenure of his appointment subject to receipt of requisite approvals, where necessary. He has been drawing the aforementioned salary w.e.f April 1, 2024 due to his employment with the Company. It is also proposed to authorise the Board to alter, modify or vary the terms and conditions of the said appointment of Mr. Sunil Khanduja and also to enhance, modify, amend, alter or vary the remuneration payable to him subject to the provisions of Sections 196 and 197 of the Act and subject to receipt of requisite approvals, if necessary.

In compliance with the provisions of Sections 196, 197 and other applicable provisions of the Act, read with Schedule V to the Act, the terms of appointment and remuneration of the Managing Director as specified above are now being placed before the Members for their approval. Your Directors consider that the remuneration and perquisites proposed to be paid to Mr. Sunil Khanduja are commensurate with his duties and responsibilities.

None of the other Directors or Key Managerial Personnel of the Company and/or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the resolutions set out at Item No. 2 of this Notice.

Mr. Sunil Khanduja is interested in the resolution set out at Item No. 2 of this Notice as it relates to his appointment.

The Board recommends the Ordinary Resolution set forth at Item No. 2 of the Notice for approval by the Members.

**By Order of the Board of Directors
For Ingersoll – Rand (India) Limited**

P. R. Shubhakar
Chief Financial Officer & Company Secretary
Registered office:
First Floor, Subramanya Arcade,
No.12/1, Bannerghatta Road,
Bengaluru – 560 029, Karnataka, India
Email: p_r_shubhakar@irco.com

Bengaluru, November 12, 2024