Ingersoll Rand

Ingersoll - Rand (India) Limited

Plot No. 35, KIADB Industrial Area,
Bidadi,
Bangalore – 562 109, India
Tel : 080-2216 6000
Fax : 080-2216 6022

September 24, 2015

DGM – Corporate Relations
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001

The Listing Department
National Stock Exchange
Exchange Plaza, Plot No. C-1,
Block G, Bandra–Kurla Complex
Bandra (East)
Mumbai – 400 051

The Listing Department
Ahmedabad Stock Exchange Limited
Kamdhenu Complex,
Opp. Sahajanand College,
Panjrapole,
Ahmedabad – 380 015

Dear Sir,

Sub: Disclosure pertaining to 93rd Annual General Meeting of the Company
Ref: Clause 35A of the Listing Agreement

We are attaching herewith the compliance report under Clause 35A of the Listing Agreement in the prescribed format pertaining to the proceedings of the Company's 93rd Annual General Meeting held on Wednesday, 23rd September 2015 at 12.00 Noon at Bangalore.

The scrutinizer's report of e-voting, postal ballot and poll along with Consolidated Report is also attached.

You are requested to please take the same on record and confirm.

Yours faithfully,
For **Ingersoll – Rand (India) Limited**

P. R. Shubhakar
General Manager – Corp. Finance
& Company Secretary

Ingersoll-Rand (India) Limited * Bangalore *

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Name of the Company : **Ingersoll – Rand (India) Limited**

Date of Annual General Meeting : **23rd September 2015**

Total number of shareholders on record date : **22,400**

No. of shareholders present in the meeting
Either in person or through proxy
Promoters & Promoter Group: **NIL**
Public : **75 (73 in Person + 2 Proxy)**

No. of shareholders attended the meeting
Through video conferencing
Promoters & Promoter Group: **NIL**
Public : **NIL**
(Note: Video conferencing was not arranged for AGM)

Details of Agenda:

Item No.	Type of resolution	Resolution passed	Mode of voting (Show of hands /Poll /Postal Ballot/E-Voting
1	Ordinary	To receive, consider, approve and adopt the Audited Balance Sheet as at March 31, 2015 and Statement of Profit and Loss for the year ended on March 31, 2015 together with the reports of the Directors and Auditors thereon **(Passed unanimously)**	AGM Poll, Postal Ballot & E-Voting
2	Ordinary	To declare dividend on equity shares of the Company for the financial year ended on March 31, 2015 **(Passed unanimously)**	AGM Poll, Postal Ballot & E-Voting

Ingersoll-Rand (India) Limited * Bangalore *

ALL AGREEMENTS CONTINGENT UPON STRIKES, ACCIDENTS AND OTHER CONDITIONS BEYOND OUR CONTROL
ALL CONTRACTS ARE SUBJECT TO APPROVAL BY AN OFFICER OF THE COMPANY, QUOTATIONS ARE SUBJECT TO CHANGE WITHOUT NOTICE

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Item No.	Type of resolution	Resolution passed	Mode of voting (Show of hands /Poll /Postal Ballot/E-Voting
3	Ordinary	To ratify appointment of Price Waterhouse & Co Bangalore LLP, Chartered Accountants as statutory auditors to hold office from conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and authorizing the Board of Directors, based on recommendation of the Audit Committee, to fix the remuneration in connection with the audit of the accounts for the financial year ending on March 31, 2016 **(Passed with requisite majority)**	AGM Poll, Postal Ballot & E-Voting
4	Ordinary	To appoint Mr. Roman Steinhoff (DIN: 07079541) as a Director of the Company, liable to retire by rotation. **(Passed with requisite majority)**	AGM Poll, Postal Ballot & E-Voting
5	Ordinary	To appoint Ms. Jayantika Dave (DIN: 01585850) as a Director of the Company, liable to retire by rotation. **(Passed with requisite majority)**	AGM Poll, Postal Ballot & E-Voting
6	Ordinary	To appoint Mr. Venkatesh Valluri (DIN: 00047514) as a Director of the Company, liable to retire by rotation. **(Passed with requisite majority)**	AGM Poll, Postal Ballot & E-Voting
7	Ordinary	To approve remuneration payable to M/s. Ashish Bhavsar & Associates, Cost Accountants to conduct audit of the cost records of the Company for the financial year ending on March 31, 2016 **(Passed with requisite majority)**	AGM Poll, Postal Ballot & E-Voting

Ingersoll-Rand (India) Limited * Bangalore *

Ingersoll - Rand (India) Limited
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Item No.	Type of resolution	Resolution passed	Mode of voting (Show of hands /Poll /Postal Ballot/E-Voting
8	Special	To approve the transactions entered into by the Company pursuant to Export Agreement, Import Agreement and Services Agreement for the financial year 2014-15 for (i) export of finished goods to (ii) import of components from and (iii) rendering of services to and availing of services from Ingersoll Rand Company, USA **(Passed with requisite majority)**	AGM Poll, Postal Ballot & E-Voting
9	Special	To approve the transactions entered into by the Company pursuant to Export Agreement, Import Agreement and Services Agreement for the financial year 2014-15 for (i) export of finished goods to (ii) import of components from and (iii) rendering of services to and availing of services from Ingersoll Rand International Limited, Ireland **(Passed with requisite majority)**	AGM Poll, Postal Ballot & E-Voting

Ingersoll-Rand (India) Limited * Bangalore *

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ALL CONTRACTS ARE SUBJECT TO APPROVAL BY AN OFFICER OF THE COMPANY, QUOTATIONS ARE SUBJECT TO CHANGE WITHOUT NOTICE

INGERSOLL-RAND (INDIA) LIMITED

Adoption of the Audited Balance Sheet as at March 31,2015 and Statement of Profit and Loss for the year ended on March 31,2015 together with the reports of the Directors and the Auditors thereon

ORDINARY BUSINESS (ORDINARY RESOLUTION)

Details for reporting as per Clause 35A of listing agreement based on result of Ballot / E-voting / Poll

Resolution No. 1

	Promoter/Public	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	23,360,000	23,360,000	100.00%	23,360,000	-	100.00%	0.00%
2	Public - Institutional holders	2,843,321	2,291,029	80.58%	2,291,029	-	100.00%	0.00%
3	Public-Others	5,364,679	51,875	0.97%	51,875	-	100.00%	0.00%
	Grand Totals	31,568,000	25,702,904	81.42%	25,702,904	-	100.00%	0.00%

INGERSOLL-RAND (INDIA) LIMITED

Declare dividend on equity shares of the Company for the financial year ended March 31,2015
ORDINARY BUSINESS (ORDINARY RESOLUTION)

Details for reporting as per Clause 35A of listing agreement based on result of Ballot / E-voting / Poll

Resolution No. 2

	Promoter/Public	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	23,360,000	23,360,000	100.00%	23,360,000	-	100.00%	0.00%
2	Public - Institutional holders	2,843,321	2,821,113	99.22%	2,821,113	-	100.00%	0.00%
3	Public-Others	5,364,679	51,775	0.97%	51,775	-	100.00%	0.00%
	Grand Totals	31,568,000	26,232,888	83.10%	26,232,888	-	100.00%	0.00%

INGERSOLL-RAND (INDIA) LIMITED

Ratification of appointment of M/s Price Waterhouse & Co Bangalore LLP, Chartered Accountants (Firm Registration No. 007567S/S-200012) as Statutory Auditors of the Company to hold office from the conclusion of the 93rd Annual General Meeting of the Company until the conclusion of the next Annual General Meeting

ORDINARY BUSINESS (ORDINARY RESOLUTION)

Details for reporting as per Clause 35A of listing agreement based on result of Ballot / E-voting / Poll

Resolution No. 3

	Promoter/Public	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	23,360,000	23,360,000	100.00%	23,360,000	-	100.00%	0.00%
2	Public - Institutional holders	2,843,321	2,821,113	99.22%	2,291,029	530,084	81.21%	18.79%
3	Public-Others	5,364,679	51,775	0.97%	51,771	4	99.99%	0.01%
	Grand Totals	31,568,000	26,232,888	83.10%	25,702,800	530,088	97.98%	2.02%

Ingersoll-Rand (India) Limited
Bangalore

INGERSOLL-RAND (INDIA) LIMITED

Appointment of Mr. Roman Steinhoff (DIN No.07079541) as Director of the Company, liable to retire by rotation
SPECIAL BUSINESS (ORDINARY RESOLUTION)

Details for reporting as per Clause 35A of listing agreement based on result of Ballot / E-voting / Poll

Resolution No. 4

	Promoter/Public	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	23,360,000	23,360,000	100.00%	23,360,000	-	100.00%	0.00%
2	Public - Institutional holders	2,843,321	2,821,113	99.22%	2,818,228	2,885	99.90%	0.10%
3	Public-Others	5,364,679	51,775	0.97%	44,542	7,233	86.03%	13.97%
	Grand Totals	31,568,000	26,232,888	83.10%	26,222,770	10,118	99.96%	0.04%

Ingersoll-Rand (India) Limited * Bangalore *

INGERSOLL-RAND (INDIA) LIMITED

Appointment of Ms. Jayantika Dave (DIN No.01585850) as Director of the Company, liable to retire by rotation
SPECIAL BUSINESS (ORDINARY RESOLUTION)

Details for reporting as per Clause 35A of listing agreement based on result of Ballot / E-voting / Poll

Resolution No. 5

	Promoter/Public	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	23,360,000	23,360,000	100.00%	23,360,000	-	100.00%	0.00%
2	Public - Institutional holders	2,843,321	2,821,113	99.22%	2,818,228	2,885	99.90%	0.10%
3	Public-Others	5,364,679	51,775	0.97%	43,920	7,855	84.83%	15.17%
	Grand Totals	31,568,000	26,232,888	83.10%	26,222,148	10,740	99.96%	0.04%

INGERSOLL-RAND (INDIA) LIMITED

Appointment of Mr. Venkatesh Valluri (DIN No.00047514) as Director of the Company, liable to retire by rotation
SPECIAL BUSINESS (ORDINARY RESOLUTION)

Details for reporting as per Clause 35A of listing agreement based on result of Ballot / E-voting / Poll

Resolution No. 6

	Promoter/Public	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	23,360,000	23,360,000	100.00%	23,360,000	-	100.00%	0.00%
2	Public - Institutional holders	2,843,321	2,821,113	99.22%	2,818,228	2,885	99.90%	0.10%
3	Public-Others	5,364,679	51,768	0.96%	44,480	7,288	85.92%	14.08%
	Grand Totals	31,568,000	26,232,881	83.10%	26,222,708	10,173	99.96%	0.04%

INGERSOLL-RAND (INDIA) LIMITED

Ratification of remuneration payable to M/s. Ashish Bhavsar & Associates, Cost Accountants, Ahmedabad, for audit of cost records of the Company for the financial year ending March 31, 2016
SPECIAL BUSINESS (ORDINARY RESOLUTION)

Details for reporting as per Clause 35A of listing agreement based on result of Ballot / E-voting / Poll

Resolution No. 7

	Promoter/Public	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	23,360,000	23,360,000	100.00%	23,360,000	-	100.00%	0.00%
2	Public - Institutional holders	2,843,321	2,821,113	99.22%	2,821,113	-	100.00%	0.00%
3	Public-Others	5,364,679	50,900	0.95%	50,775	125	99.75%	0.25%
	Grand Totals	31,568,000	26,232,013	83.10%	26,231,888	125	100.00%	0.00%

Ingersoll-Rand (India) Limited * Bangalore *

INGERSOLL-RAND (INDIA) LIMITED

Ratification of the export, import and service transactions entered into during the financial year 2014-15 with Ingersoll Rand Company, USA as detailed in Notice dated May 12, 2015
SPECIAL BUSINESS (SPECIAL RESOLUTION)

Details for reporting as per Clause 35A of listing agreement based on result of Ballot / E-voting / Poll

Resolution No. 8

	Promoter/Public	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	23,360,000	-	0.00%	-	-	#DIV/0!	#DIV/0!
2	Public - Institutional holders	2,843,321	2,526,154	88.85%	2,526,154	-	100.00%	0.00%
3	Public-Others	5,364,679	51,075	0.95%	43,971	7,104	86.09%	13.91%
	Grand Totals	31,568,000	2,577,229	8.16%	2,570,125	7,104	99.72%	0.28%

Ingersoll-Rand (India) Limited * Bangalore *

INGERSOLL-RAND (INDIA) LIMITED

Ratification of the export, import and service transactions entered into during the financial year 2014-15 with Ingersoll Rand International Limited, Ireland as detailed in Notice dated May 12, 2015

SPECIAL BUSINESS (SPECIAL RESOLUTION)

Details for reporting as per Clause 35A of listing agreement based on result of Ballot / E-voting / Poll

Resolution No. 9

	Promoter/Public	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	23,360,000	-	0.00%	-	-	#DIV/0!	#DIV/0!
2	Public - Institutional holders	2,843,321	2,526,154	88.85%	2,526,154	-	100.00%	0.00%
3	Public-Others	5,364,679	51,625	0.96%	44,521	7,104	86.24%	13.76%
	Grand Totals	31,568,000	2,577,779	8.17%	2,570,675	7,104	99.72%	0.28%