

FORM NO. MGT-13

Report of Scrutinizer

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

To,

Chairman

93rd Annual General Meeting of the Equity Shareholders of Ingersoll-Rand (India) Limited

Held on September 23, 2015

At 12:00 noon at Eagleton – The Golf Resort, 30th km., Bangalore – Mysore Highway, Shyanamangala Cross, Bidadi Industrial Area, Bangalore 562 109.

Dear Sir,

I, Aditi Misra, Advocate with M/s. Crawford Bayley & Co., Advocates and Solicitors, Mumbai, appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolutions, at the 93rd Annual General Meeting of the Equity Shareholders of Ingersoll-Rand (India) Limited, held on September 23, 2015 at 12:00 noon at Eagleton – The Golf Resort, 30th km., Bangalore – Mysore Highway, Shyanamangala Cross, Bidadi Industrial Area, Bangalore - 562 109, 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 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 No. 1**

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.

(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
6	89357	100

(ii) Voted **against** the resolution

AM

Number of Members	Number of votes cast by	% of total number of valid
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present and voting (in person or by proxy)	them	votes cast
NIL	NIL	NIL

(iii) Invalid votes

Total number of Members (in person or by proxy) whose vote were declared invalid	Total number of votes cast by them
NIL	NIL

b. RESOLUTION : Item No. 2

Declaration of dividend on equity shares of the Company for the financial year ended March 31, 2015.

(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
6	89357	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
NIL	NIL	NIL

(iii) Invalid votes

Total number of Members (in person or by proxy) whose vote were declared invalid	Total number of votes cast by them
NIL	NIL

c. RESOLUTION : Item No. 3

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 until the conclusion of the next Annual General Meeting.

(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
6	89357	100

AM

(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
NIL	NIL	NIL

(iii) Invalid votes

Total number of Members (in person or by proxy) whose vote were declared invalid	Total number of votes cast by them
NIL	NIL

d. **RESOLUTION : Item No. 4**

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

(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
6	89357	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
NIL	NIL	NIL

(iii) Invalid votes

Total number of Members (in person or by proxy) whose vote were declared invalid	Total number of votes cast by them
NIL	NIL

e. **RESOLUTION : Item No. 5**

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

(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

Am

person or by proxy)		
6	89357	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
NIL	NIL	NIL

(iii) Invalid votes

Total number of Members (in person or by proxy) whose vote were declared invalid	Total number of votes cast by them
NIL	NIL

f. RESOLUTION : Item No. 6

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

(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
6	89357	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
NIL	NIL	NIL

(iii) Invalid votes

Total number of Members (in person or by proxy) whose vote were declared invalid	Total number of votes cast by them
NIL	NIL

g. RESOLUTION : Item No. 7

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.

(i) Voted **in favour** of the resolution

Am

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
6	89357	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
NIL	NIL	NIL

(iii) **Invalid votes**

Total number of Members (in person or by proxy) whose vote were declared invalid	Total number of votes cast by them
NIL	NIL

h. RESOLUTION : Item No. 8

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.

(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
6	89357	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
NIL	NIL	NIL

(iii) **Invalid votes**

Total number of Members (in person or by proxy) whose vote were declared invalid	Total number of votes cast by them
NIL	NIL

i. RESOLUTION : : Item No. 9

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.

Am

(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
6	89357	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
NIL	NIL	NIL

(iii) Invalid votes

Total number of Members (in person or by proxy) whose vote were declared invalid	Total number of votes cast by them
NIL	NIL

5. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.

Not Applicable

6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary authorized by the Board for safe keeping.

Thanking you,

Yours faithfully,

Place : Mumbai
Dated : September 24, 2015

Aditi Misra
ADITI MISRA