



Ingersoll-Rand (India) Limited
Unit No. 31, 3rd Floor, 2nd Level, Kalpataru Square
Kondivita Lane, Off Andheri-Kurla Road, Andheri (East)
Mumbai-400059, Maharashtra, India
Office: +91 22 6154 0500
Fax: +91 22 2831 5302
www.ingersollrand.co.in

July 16, 2018

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

The Listing Department,
Ahmedabad Stock Exchange Limited,
Kamdheni Complex,
Opp Sahajanand College,
Panjarapole,
Ahmedabad- 380 015
Scrip Code : 26610

Dear Sir/ Madam,

**Subject : Notice of 96th Annual General Meeting/Postal Ballot/E-voting and
Annexure to the Notice**

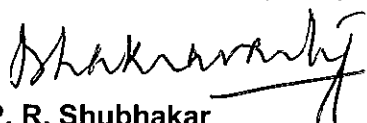
Attached please find the subject matter.

We shall be thankful if the members of the exchange are informed accordingly.

You are requested to kindly take the same on record.

Thanking you,

Very truly yours,
For **Ingersoll-Rand (India) Limited**


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

Encl: as above

Notice

Notice is hereby given that the 96th Annual General Meeting of Ingersoll – Rand (India) Limited (the “Company”) will be held on Friday, August 10, 2018 at 12.00 noon at Vivanta by Taj, 41/3, Mahatma Gandhi Road, Bengaluru - 560 001 to transact the following business :-

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at March 31, 2018 and Statement of Profit and Loss for the financial year ended on March 31, 2018 together with the reports of the Directors and the Auditors.
2. To declare dividend on equity shares of the Company for the financial year ended on March 31, 2018.
3. To appoint a Director in place of Ms. Jayantika Dave (DIN: 01585850), who retires by rotation and, being eligible, offers herself for reappointment and to consider, and, if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT Ms. Jayantika Dave, a director who retires by rotation, pursuant to Article 131 of the Articles of Association of the Company and Section 152 of the Companies Act, 2013, being eligible for reappointment, be and is hereby reappointed as a Director of the Company liable to retire by rotation.”

SPECIAL BUSINESS

4. Ratification of remuneration payable to Cost Auditor of the Company for Financial Year ending March 31, 2019

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

“RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and Companies (Cost Records and Audit) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Company hereby ratifies the remuneration of Rs. 200,000/- (Rupees Two Lakhs only) plus applicable taxes and reimbursement of out of pocket expenses actually incurred during the course of audit payable to M/s. Ashish Bhavsar & Associates, Cost Accountants (Firm Registration Number 000387), who were appointed as Cost Auditors by the Board of Directors to conduct audit of the cost records of the Company for the financial year ending March 31, 2019.

RESOLVED FURTHER THAT the Board of Directors (including a Committee thereof) be and is hereby authorised to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds, matters and things as may be necessary, proper or expedient for the purpose of implementing and giving effect to this resolution.”

NOTES: -

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, setting out the material facts in respect of business to be transacted at the Annual General Meeting (AGM), as set out under Item No. 4 above and the relevant details of the Director seeking re-appointment under Item No. 3 above as required under Regulation 26 and Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 (SEBI Listing Regulations) and as required under Secretarial Standards – 2 on General Meetings issued by the Institute of Company Secretaries of India is annexed hereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. Proxies, in order to be effective, must be duly filled, stamped, signed and should be deposited at the Registered Office of the Company not less than forty-eight hours before the commencement of the AGM. Proxies submitted on behalf of limited companies, societies, partnership firms etc. must be supported by an appropriate resolution/authority as applicable, issued on behalf of the appointing organisation.
3. Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of Members not exceeding fifty in number and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A Member holding more than ten percent of total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or Member. A proxy holder shall prove his identity at the time of attending the AGM.
4. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.

5. A Corporate Member intending to send its authorised representative to attend the AGM in terms of Section 113 of the Companies Act, 2013 is requested to send to the Company a certified copy of the relevant Board resolution together with the respective specimen signature(s) of those representative(s) authorized under the said resolution to attend and vote on its behalf at the AGM.
6. M/s. B S R & Co. LLP. Chartered Accountants (Firm Registration No. 101248W/W-100022) were appointed as the Statutory Auditors of the Company to hold office for a period of five (5) years commencing from 95th Annual General Meeting held on 3rd August 2017, subject to ratification by the members at every Annual General Meeting. However, pursuant to the notification of certain sections of the Companies (Amendment) Act, 2017, with effect from 7th May 2018 the requirement of ratification of the Statutory Auditors by members is no longer required. Taking into consideration this recent amendment, the annual ratification will not be required from this year onwards.
7. The Register of Members and the Share Transfer Books of the Company will remain closed from July 24, 2018 to July 27, 2018, both days inclusive, for the purpose of payment of final dividend, if declared at the AGM.
8. The Final Dividend on Equity Shares as recommended by the Board of Directors for the financial year ended on March 31, 2018 if approved by the Members at the AGM, will be paid :
 - (i) in respect of shares held in electronic form on the basis of beneficial ownership as per details furnished by the National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL), as at the end of business on July 23, 2018;
 - (ii) in respect of shares held in physical form to those Members whose names appear on the Register of Members of the Company after giving effect to all valid share transfers lodged with the Registrars and Share Transfer Agents on or before July 23, 2018. The Company will dispatch the dividend warrants from August 14, 2018.
9. Members holding shares in demat form are hereby informed that bank particulars registered with their respective Depository Participants, with whom they maintain their demat accounts, will be used by the Company for the payment of dividend. The Company or its Registrar and Share Transfer Agents cannot act on any request received directly from the members holding shares in demat form for any change of bank particulars. Such changes are to be intimated only to the Depository Participants of the members. Members holding shares in demat form are requested to intimate any change in their address and/or bank mandate immediately to their Depository Participants.
10. Members holding shares in physical form are requested to intimate any change of address and / or bank mandate to Company's Registrar and Share Transfer Agents at the earliest.
11. (i) Pursuant to Sections 124 and 125 of the Companies Act, 2013 read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (Rules), all unpaid or unclaimed dividends are required to be transferred by the Company to the Investor Education and Protection Fund (IEPF) established by the Central Government, after completion of seven (7) years. Further according to the Rules, shares in respect of which dividend has not been paid or claimed by the shareholders for seven (7) consecutive years or more shall also be transferred to the demat account created by the IEPF Authority. Accordingly, the Company would be transferring the unpaid or unclaimed dividend for Final Dividend 2010-11, Special Dividend 2011-12 and Interim Dividend 2011-12 on or before August 27, 2018, August 26, 2018 and November 22, 2018 respectively as well as the corresponding equity shares relating thereto.

Members are requested to ensure that they claim the dividends referred to above before these are transferred to the said Fund. Members are requested to make their claims to the Company / Registrar and Share Transfer Agents immediately. Members are also requested to furnish Bank Account No., name of the Bank, Branch, IFSC Code and Place with PIN Code No. where the account is maintained to prevent fraudulent encashment of dividend warrants.
- (ii) During the financial year 2017-18, the Company has transferred to IEPF unclaimed dividends and corresponding shares thereto as follows:

Particulars	Amount of dividend (Rs.)	No. of equity shares
Interim/Final dividend for the financial year 2009-10	2,28,693	2,900
Interim dividend for the financial year 2010-11	2,27,490	1,204

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- (iii) The shares transferred to the IEPF can be claimed by the concerned members from the IEPF Authority after complying with the procedure prescribed under the Rules.
12. Pursuant to Section 72 of the Companies Act, 2013, Members holding shares in dematerialized form may file nomination in the prescribed Form SH-13 (in duplicate) with the respective DPs and in respect of shares held in physical form, such nomination may be filed with the Company's Registrar and Share Transfer Agents.
13. The Securities and Exchange Board of India (SEBI) has mandated submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their DPs with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Registrar and Share Transfer Agents of the Company.
14. The Ministry of Corporate Affairs, New Delhi (MCA) has taken Green Initiative in Corporate Governance allowing paperless compliance by companies through electronic mode. Accordingly, your Company has sent the electronic copy of this Annual Report along with Attendance Slip and Proxy Form to the e-mail addresses of the members registered with the Company. Members who have not registered their e-mail address so far are requested to register the same at the earliest. For members who have not registered their email ids, physical copies of the aforementioned documents are being sent in the permitted mode. Members of the Company who have registered their e-mail address are also entitled to receive the aforementioned documents in physical form, upon request. Please note that the said documents would also be available on the Company's website www.ingersollrand.co.in from where it can be downloaded by the members. In case you desire to receive the abovementioned documents in physical form, you are requested to send an e-mail to the Company's Registrar and Share Transfer Agents to csg-unit@tsrdarashaw.com mentioning your folio / DP ID and Client ID.
15. Members who wish to attend the AGM are requested to bring attendance slip sent herewith duly filled in and the copy of the Annual Report. Copies of Annual Report will not be distributed at the AGM.
16. Members are requested to affix their signature at the place provided on the attendance slip annexed to the proxy form and handover the slip at the entrance to the place of the AGM. The identity/signature of the Members holding shares in dematerialized form are liable for verification with the specimen signatures furnished by NSDL/CDSL. Such Members are advised to bring the Depository Participant (DP ID) and account number (Client ID) to the AGM for recording of attendance at the AGM.
17. Members desirous of obtaining any information concerning the accounts and operations of the Company are requested to address their questions to the Secretary of the Company so as to reach at least seven (7) days before the date of the AGM so that the information required may be made available at the AGM, to the best extent possible.
18. E- VOTING (Voting through electronic means)
- I. In compliance with the provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of SEBI Listing Regulations, the Company is pleased to provide to members the facility to exercise their right to vote on the resolutions proposed to be passed at this 96th AGM by electronic means and the business may be transacted through e-Voting Services provided by NSDL. The instructions for e-Voting are as under:-
- A. In case a Member receives an e-mail from NSDL (for Members whose e-mail addresses are registered with the Company/DPs):
- Open e-mail and open PDF file viz. "Ingersoll Rand India e-Voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for e-Voting. Please note that the password is an initial password.
 - Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com>
 - Click on Shareholder – Login.
 - Put user ID and password as initial password/ PIN noted in step (i) above. Click Login.
 - Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password.
 - It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

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- vii. Home page of e-Voting opens. Click on e-Voting: Active Voting Cycles.
 - viii. Select "EVEN" of Ingersoll-Rand (India) Limited.
 - ix. Now you are ready for e-Voting as Cast Vote Page opens.
 - x. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - xi. Upon confirmation, the message "Vote cast successfully" will be displayed.
 - xii. Once you have voted on the resolution, you will not be allowed to modify your vote.
 - xiii. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
 - xiv. Institutional holders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG format) of the relevant Board Resolution/Authority Letter etc. together with attested specimen signature of the duly authorised signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to evoting@irco.com with a copy marked to evoting@nsdl.co.in.
- B. In case a Member receives a physical copy of the Notice of the AGM (for Members whose e-mail addresses are not registered with the Company/ DPs or upon request):
- i. Initial password is provided at the bottom of the Attendance Slip for the AGM: EVEN (E-Voting Event Number) USER ID PASSWORD.
 - ii. Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
- II. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and e-Voting user manual for Members available at Downloads section of www.evoting@nsdl.com
- III. If you are already registered with NSDL for e-Voting, then you can use your existing user ID and password/ PIN for casting your vote.
- IV. You can also update your mobile number and e-mail address in the user profile details of the folio which may be used for sending future communication(s).
- V. The e-Voting period commences on August 7, 2018 (9.00 am IST) and ends on August 9, 2018 (5.00 pm IST). During this period, members of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date of August 3, 2018, may cast their vote electronically. The e-Voting module shall be disabled by NSDL for voting after August 9, 2018 (5.00 pm IST). Once the vote on a resolution is cast by the Member, the Member shall not be permitted to change it subsequently.
- VI. Any person who acquires shares of the Company and becomes a member of the Company after dispatch of Notice of the AGM and holds shares as on the cut-off date i.e. August 3, 2018 may obtain a User ID and Password by sending a request at evoting@nsdl.co.in.
- VII. A person whose name is recorded in the Register of Members or in the beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-Voting as well as voting at the AGM through polling paper.
- VIII. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only.
- IX. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date of August 3, 2018.
- X. Ms. Sachita Shetty, Advocate, Crawford Bayley & Co., has been appointed as the Scrutinizer to scrutinize the e-Voting process in a fair and transparent manner.
- XI. The Scrutinizer shall, immediately after the conclusion of the e-Voting period, unblock the votes in the presence of at least 2 (two) witnesses not in the employment of the Company and make, not later than three (3) days of the conclusion of the AGM, a consolidated Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company or a person authorized by him in writing who shall countersign the same.
- XII. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.ingersollrand.co.in and on the website of NSDL immediately after the declaration of results by the Chairman or a person authorized by him in writing. The results will also be communicated to BSE Limited, National Stock Exchange of India Limited and Ahmedabad Stock Exchange Limited, where the shares of the Company are listed.
- XIII. Members who do not have access to e-Voting facility may send duly completed Ballot Form (enclosed with the Annual Report) so as to reach the Scrutinizer appointed by the Board of Directors of the Company at Unit: Ingersoll – Rand (India) Limited, TSR Darashaw

Limited, 6-10, Haji Moosa Patrawala Industrial Estate, 20, Dr. E. Moses Road, Mahalaxmi, Mumbai 400 011, in the enclosed postage pre-paid self-addressed envelope, not later than August 9, 2018 (5.00 pm IST). Ballot Forms deposited in person or sent by post or courier at the expense of the member will also be accepted. Any change of address of Members or queries relating to their shares may also be addressed to the Registrar and Share Transfer Agents at the aforesaid address.

Members have the option to request for physical copy of the Ballot Form by sending an e-mail to csg-unit@tsrdarashaw.com by mentioning their Folio/DP ID and Client ID No. However, the duly completed Ballot Form should reach the Scrutinizer not later than August 9, 2018, (5.00 pm IST). Ballot Forms received after this date will be treated as invalid. A Member can opt for only one method of voting i.e. either through e-Voting or by Ballot. If a Member casts votes by both modes, then voting done through e-Voting shall prevail and Ballot shall be treated as invalid.

19. All documents referred to in this Notice and accompanying explanatory statement are open for inspection at the registered office of the Company on all working days of the company between 10.00 am IST

and 1.00 pm IST upto the date of the AGM and at the venue of the AGM for the duration of this AGM.

20. With a view to serving the members better and of administrative convenience, an attempt would be made to consolidate multiple folios. Members who hold shares in identical and in the same order of names in more than one folio are requested to write to the Company's Registrar and Share Transfer Agent M/s TSR Darashaw Limited to consolidate their holdings in one folio.

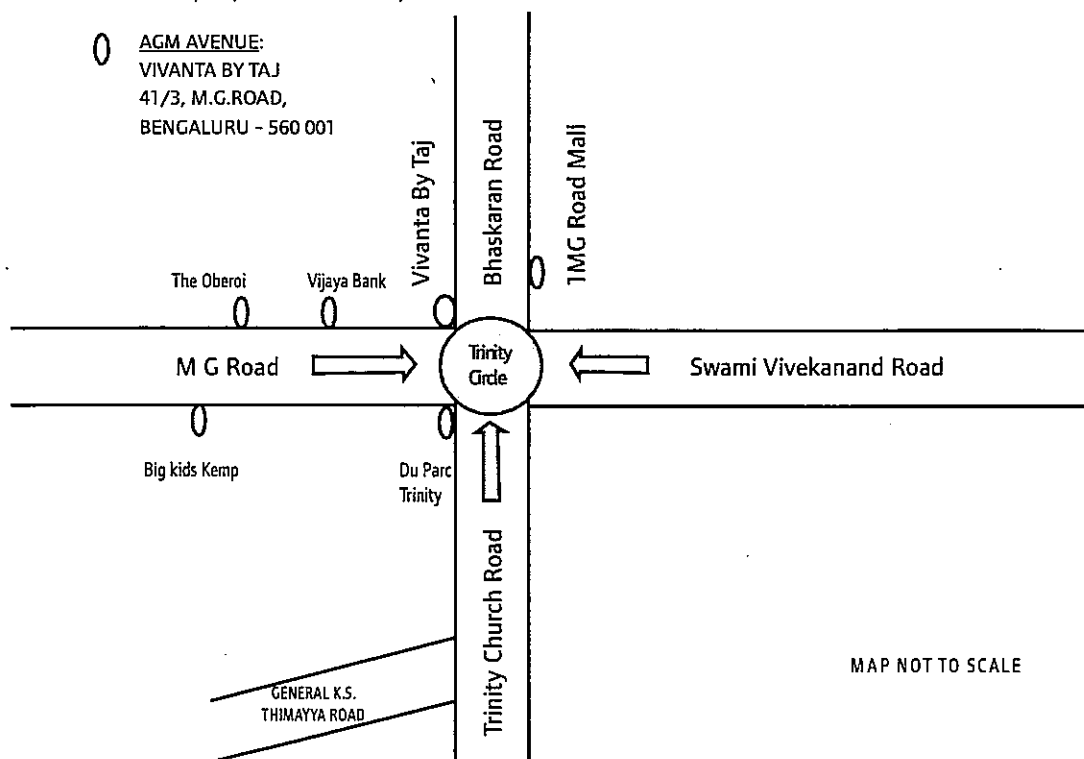
By Order of the Board of Directors,
For INGERSOLL – RAND (INDIA) LIMITED

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

Mumbai, May 10, 2018

Registered Office:
8th Floor, Tower D, IBC Knowledge Park,
No. 4/1, Bannerghatta Main Road,
Bengaluru – 560 029
CIN: L05190KA1921PLC036321
Website: www.ingersollrand.co.in

"ROUTE MAP TO THE VENUE OF THE ANNUAL GENERAL MEETING OF THE COMPANY TO BE HELD ON AUGUST 10, 2018 AT VIVANTA BY TAJ, 41/3. M. G. ROAD, BENGALURU-560 001"



Annexure to the Notice

EXPLANATORY STATEMENT IN RESPECT OF SPECIAL BUSINESS PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013

As required by Section 102 of the Companies Act, 2013 ("Act"), the following explanatory statement sets out all material facts relating to the business mentioned under Item No. 4 of the accompanying notice :-

Item No. 4

The Board of Directors of the Company (the 'Board'), on the recommendation of the Audit Committee, has approved the appointment of M/s. Ashish Bhavsar & Associates, Cost Accountants (Firm Registration Number 000387), as Cost Auditor to conduct the audit of the cost records of the Company as per the Companies (Cost Records and Audit) Rules, 2014 for the financial year ending on March 31, 2019. M/s. Ashish Bhavsar & Associates, Cost Accountants, have submitted a letter confirming their eligibility for appointment as cost auditor.

The Board has, subject to the ratification by the Members at this Annual General Meeting, determined the remuneration of the cost auditor at Rs. 200,000/- plus reimbursement of out of pocket expenses actually incurred by them in connection with the cost audit.

In accordance with the provisions of Section 148 of the Act read with Rule 14 of the Companies (Audit and Auditors)

Rules, 2014, the remuneration payable to the cost auditor is required to be ratified by the members of the Company. Accordingly, consent of the members is sought as referred to in the resolution at Item No. 4 of the Notice for the payment of remuneration amounting to Rs. 200,000/- plus applicable taxes and out of pocket expenses for the financial year ending on March 31, 2019.

None of the Directors or Key Managerial Personnel of the Company and/or their respective relatives is, in any way, interested or concerned, financially or otherwise, in the resolution set out at Item No. 4 of the Notice.

By Order of the Board of Directors,
For INGERSOLL – RAND (INDIA) LIMITED

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

Mumbai, May 10, 2018

Registered Office:
8th Floor, Tower D, IBC Knowledge Park,
No. 4/1, Bannerghatta Main Road,
Bengaluru – 560 029
CIN: L05190KA1921PLC036321
Website: www.ingersollrand.co.in

ANNEXURE TO AGM NOTICE

DETAILS OF DIRECTOR SEEKING APPOINTMENT AT THE FORTHCOMING ANNUAL GENERAL MEETING [PURSUANT TO REGULATION 36 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015]

Name of the Director	Ms. Jayantika Dave
Director Identification Number	01585850
Date of Birth / Age	24th January 1955 / 63 years
Date of appointment as Director	12th September 2014
Qualification	Post Graduate in Management (HR & Marketing)
Brief profile and nature of expertise in specific functional areas	Ms. Jayantika Dave has more than three decades of experience in various capacities in Human Resources functions with different IT and Technology firms. She has worked as Vice President – Human Resources for Ingersoll Rand group in India between October 2009 and January 2015. Prior to joining Ingersoll Rand group in 2009, she served as Director, Human Resources, Agilent Technologies Private Limited. She is also a certified Executive Coach from ICF, a certified assessor for Intercultural Development Inventory (IDI), for Myers Briggs Type Indicator (MBTI), and for Personality & Profiles Inventory (PAPI).
Directorships held in other listed companies in India	Nil
Memberships / Chairmanships of committees held in other listed companies in India	Nil
Shareholding in the Company	Nil

Details of Memberships/Chairmanship of Audit Committee and Stakeholders' Relationship Committee are provided.

Directorships in foreign companies, membership in governing councils, chambers and other bodies, partnership in firms etc. are not provided

Aforesaid Director is not related to any other Director.