

March 16, 2016

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,
Kamdhenu Complex, Opp. Sahajanand College,
Panjarapole, Ahmedabad- 380 015
Scrip Code: 26610

Dear Sir/Madam,

Subject: Postal Ballot Notice dated February 4, 2016 sent to Members of the Company

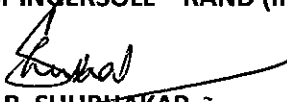
We would like to inform you that on 15th March 2016, we have completed dispatch (through courier/registered post/air mail) of Postal Ballot Notice along with postal ballot form to all our members (considering cut-off date as 4th March, 2016). In respect of members holding shares in demat form and who have updated their e-mail id with the Depositories, the Postal Ballot Notice has been sent through e-mail. The postal ballot notice has also been uploaded on the website of the Company. Public notice has also been inserted in the newspaper on 16th March 2016.

The Postal Ballot Notice is towards seeking approval from the Members for changing the situation of the Registered Office of the Company.

The e-voting is open from 18th March 2016 (9.00 a.m.) and will continue until 16th April 2016 (5.00 p.m.). The results will be declared on 21st April, 2016 and will be communicated to the stock exchanges apart from being displayed on the website of the Company.

Attached, is a Postal Ballot Notice, postal ballot form and specimen of e-mails sent by NSDL to our members for your records. Please keep the members of the exchange informed accordingly.

Very truly yours,
For INGERSOLL – RAND (INDIA) LIMITED


P. R. SHUBHAKAR

General Manager – Corp. Finance and Company Secretary

Encl: as above



INGERSOLL-RAND (INDIA) LIMITED

CIN: L05190KA1921PLC036321

Regd. Office: Plot No. 35, KIADB Industrial Area,
Bidadi, Bangalore 562 109

Phone: +91 80 2216 6000; Fax: +91 80 2728 7482; Website: www.ingersollrand.co.in

POSTAL BALLOT NOTICE

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

Dear Member(s),

NOTICE is hereby given pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013, (the “**Act**”), read with the Companies (Management and Administration) Rules, 2014, (the “**Rules**”), including any statutory modification or re-enactment thereof for the time being in force, and pursuant to other applicable laws and regulations, that the resolution appended below for changing the situation of registered office of the Company is proposed to be passed by the Members through postal ballot / electronic voting (e-voting). The explanatory statement pertaining to the proposed resolution setting out the material facts and the reasons thereof is annexed hereto with a Postal Ballot Form for your consideration.

In compliance with the provisions of Section 110 of the Act read with the Rules and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is also offering e-voting option to all the Members. For this purpose, the Company has made an arrangement with National Securities Depository Limited (“**NSDL**”) for facilitating e-voting as an alternate for the Members to enable them to cast their vote electronically instead of voting through Postal Ballot.

A Member desirous of exercising his/her vote by postal ballot is requested to carefully read the instructions printed in the Postal Ballot Form and return the same duly completed in the enclosed self-addressed Business Reply Envelope. Postage will be borne and paid by the Company. Postal Ballot Form(s), if sent by courier or by registered post / speed post at the expense of the Member(s) will also be accepted. The Postal Ballot Form(s) may also be deposited personally at the address given on the self-addressed Business Reply Envelope. The duly completed Postal Ballot Form(s) should reach the Scrutinizer not later than 5.00 pm on April 16, 2016 to be eligible for being considered, failing which it will be strictly considered that no reply has been received from the Member.

A Member desirous of opting for e-voting as per the facilities arranged by the Company is requested to read the instructions in the Notes under the section titled ‘Voting through electronic means’. References to postal ballot(s) in this Notice of Postal Ballot include votes received electronically.

The Board of Directors of the Company has appointed Ms. Aditi Misra, Crawford Bayley & Co., Advocates and Solicitors, Mumbai as the Scrutinizer for conducting the postal ballot and e-voting process in a fair and transparent manner.

The Scrutinizer will submit her report to the Chairman or any Director of the Company or Company Secretary after completion of scrutiny of the postal ballot (including e-voting). The result of the postal ballot shall be declared on April 21, 2016 and communicated to the Stock Exchanges, Depository, Registrar and Share Transfer Agent and shall be displayed on the Company’s website.

RESOLUTION:

Approval for changing the situation of Registered Office of the Company:

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

RESOLVED THAT pursuant to the provisions of Section 12 and other applicable provisions, if any, of the Companies Act, 2013 read with the relevant Rules thereunder, and subject to permissions, sanctions, or approvals as may be required, the consent of the Members of the Company be and is hereby accorded for changing the registered office of the Company from “Plot No. 35, KIADB Industrial Area, Bidadi, Bangalore 562 109” to any place within the local limits of the city of Bangalore within the State of Karnataka with effect from April 25, 2016.

RESOLVED FURTHER THAT Mr. P. R. Shubhakar, General Manager – Corp. Finance and Company Secretary be and is hereby authorised to file the requisite e-forms with the Registrar of Companies, Karnataka, being notice for change in situation of the registered office of the Company and to take all such steps and to do all such acts, deeds, matters and things as may be necessary, relevant, usual, customary, expedient or incidental thereto from time to time.

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

Place: Mumbai
Date: February 4, 2016

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

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ('the Act') stating the material facts and reasons for the proposed resolution is annexed herewith.
2. The Notice of Postal Ballot is being sent to the Members whose names appear on the Register of Members / List of beneficial owners as received from National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on March 4, 2016. The Notice of Postal Ballot is being sent to Members in electronic form to the email addresses registered with their Depository Participant (in case of electronic shareholding) / the Company's Registrar and Share Transfer Agents (in case of physical shareholding). For Members whose email IDs are not registered, physical copies of the Notice of Postal Ballot are being sent by permitted mode along with postage prepaid self-addressed Business Reply Envelope.
3. A Member whose name appears on the Register of Members / List of Beneficial Owners as on March 4, 2016 will be considered for the purposes of voting.
4. A resolution which is assented to by the requisite majority of the Members by means of postal ballot shall be deemed to have been duly passed at a general meeting of the Members convened in that behalf.
5. A Member can opt for only one mode of voting i.e. either by physical ballot or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through Postal Ballot Forms will be treated as invalid.
6. In case a Member is desirous of obtaining a printed Postal Ballot Form or a duplicate, he or she may send an e-mail to csg-unit@tsrдарshaw.com. The Registrar and Share Transfer Agents shall forward the same along with postage prepaid self-addressed Business Reply Envelope to the Member.
7. Voting rights shall be reckoned on the paid-up value of the shares registered in the name of the Members as on March 4, 2016.
8. In compliance with Sections 108 and 110 of the Act and the Rules made thereunder, the Company has provided the facility to the Members to exercise their votes electronically and vote on the resolution by e-voting arranged through NSDL. The instructions for e-voting are annexed to this Notice.
9. A Member cannot exercise his vote by proxy on postal ballot.
10. A Member desirous of exercising his/her vote by physical postal ballot is requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed and signed, in the enclosed postage prepaid self-addressed Business Reply Envelope to the Scrutinizer, so that it reaches the Scrutinizer not later than 5.00 pm on April 16, 2016. However, envelopes containing postal ballots, if sent by courier or registered/speed post at the expense of the Members will also be accepted. If any postal ballot is received after 5.00 pm on April 16, 2016, it will be treated as if no reply has been received from the Member.
11. The Scrutinizer will submit her report to the Chairman or any Director of the Company or Company Secretary after completion of scrutiny, and the result of the voting by postal ballot will be declared by the Chairman or in his absence,

by any Director of the Company or Company Secretary on April 21, 2016 at the registered office of the Company and will also be displayed on the website of the Company, besides being communicated to the Stock Exchanges, Depository, Registrar and Share Transfer Agents on the said date.

12. The resolution, if passed by requisite majority, shall be deemed to have been passed on the last date specified by the Company for receipt of duly completed postal ballot forms or for e-voting.
13. The result of the voting with details of the number of votes cast for and against the resolution, invalid votes and the final result as to whether the resolution has been carried or not shall be declared on April 21, 2016, at 12.30 p.m. at Plot No. 35, KIADB Industrial Area, Bidadi, Bangalore 562 109.

Voting through electronic means:-

In compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Sections 108, 110 and other applicable provisions of the Act read with the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide e-voting facility to all its Members to enable them to cast their votes electronically instead of dispatching the physical Postal Ballot Form by post. The Company has engaged the services of NSDL for the purpose of providing e-voting facility to all its Members.

The instructions for e-voting are as follows:-

1. A Member whose email address is registered with the Company / Depository Participant(s) will receive an email from NSDL informing him or her of his or her User-ID and Password. Once the Member receives the email, he or she will need to go through the following steps to complete the e-voting process:
 - i. Open email and open PDF file titled "Ingersoll Rand India e-Voting.pdf" using your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password.
 - ii. Launch internet browser and type the following URL: <https://www.evoting.nsdl.com>
 - iii. Click on Shareholder – Login
 - iv. Enter user ID and password (the initial password noted in step (i) above). Click on Login.
 - v. The Password change menu appears. Change the password to a password of your choice. The new password should have a minimum of 8 digits/characters or combination thereof. It is strongly recommended that you do not share your password with any other person and take utmost care to keep your password confidential.
 - vi. The Home page of e-voting will open. Click on e-Voting: Active Voting Cycles.
 - vii. Select "EVEN" (E-Voting Event Number) of Ingersoll-Rand (India) Limited
 - viii. Now you are ready for e-voting as Cast Vote page opens
 - ix. Cast your vote by selecting the option of your choice and click on "Submit". Remember to "Confirm" when prompted.
 - x. Upon confirmation, the message "Vote cast successfully" will be displayed.
 - xi. Once you have voted on the resolution, you will not be allowed to modify your vote.
 - xii. Institutional holders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG format) of the relevant resolution of the Board of Directors/Authority Letter etc. together with attested specimen signature of the authorised signatory(ies) who is/are authorized to vote, to the Scrutinizer via e-mail to evoting@irco.com with a copy marked to evoting@nsdl.co.in
2. For a Member whose email IDs is not registered with the Company / Depository Participant(s) and who receive the physical Postal Ballot Forms, the following instruction may be noted:
 - i. The initial password is provided at Sl. No. 7 of the Postal Ballot Form.
 - ii. Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above in order to successfully cast your vote.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) and e-voting user manual for Members available at "Downloads" section of www.evoting@nsdl.com
4. 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 Password" option available on the site to reset the password.
5. 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.
6. The e-voting period commences on March 18, 2016 (9.00 am IST) and ends on April 16, 2016 (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 March 4, 2016, may cast their votes electronically. The e-voting module shall be disabled by NSDL for voting after April 16, 2016 (5.00 pm IST). Once the vote on a resolution is cast by a Member, he or she shall not be allowed to change it subsequently.
7. The voting rights of Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the relevant date i.e. March 4, 2016.

EXPLANATORY STATEMENT PURSUANT TO PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013

As the Members are aware, the registered office of the Company is presently situate at Plot No. 35, KIADB Industrial Area, Bidadi, Bangalore 562 109 which is about 35 kilometers from the city of Bangalore.

It is now proposed to change the situation of the registered office of the Company from Bidadi to the city of Bangalore.

It is considered that from a business perspective, it would be prudent to change the registered office from Bidadi to the city of Bangalore. Accordingly, the Board of Directors, at its meeting held on February 4, 2016, has decided, subject to necessary approvals, to change the situation of the registered office from Bidadi to Bangalore.

As per the provisions of Section 12 (5) of the Companies Act, 2013 (the "**Act**"), except on the authority of a special resolution passed by a company, the registered office of a company shall not be changed outside the local limits of any city, town or village where such office is situated. Further, as per the provisions of Section 110 of the Act read with Companies (Management and Administration) Rules, 2014, such special resolution is required to be assented to by requisite majority of the Members by means of postal ballot.

Bidadi is outside the local limits of the city of Bangalore. As such, changing the registered office from Bidadi to the city of Bangalore would result in a change in the local limits of the town of Bidadi within which the registered office of the Company is presently situate. In view of the extant provisions on changing of a registered office of a company, changing the registered office of the Company from Bidadi to Bangalore requires approval of the Members by way of a special resolution. With the assent of the Members, the registered office of the Company is proposed to be shifted to 8th Floor, Tower D, IBC Knowledge Park, Bannerghatta Main Road, Bangalore 560 029 within the State of Karnataka with effect from April 25, 2016.

The Board of Directors commend the resolution as a special resolution for approval by the Members.

None of the Directors, Key Managerial Personnel and their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

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

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

Place: Mumbai
Date: February 4, 2016

INGERSOLL-RAND (INDIA) LIMITED

CIN : L05190KA1921PLC036321

Registered Office : Plot No. 35, KIADB Industrial Area, Bidadi, Bangalore – 562 109, India
Tel. : 080- 2216 6000 Fax : 080-2728 7482 Website : www.ingersollrand.co.in

POSTAL BALLOT FORM

1. Name & Registered Address :
of the sole/first named
shareholder

2. Name(s) of the :
joint holder(s)
(if any)

3. Registered Folio No./
DP ID No./ Client ID No.* :
*(Applicable to investors
holding shares in
dematerialized form)

4. Number of share(s) held :

5. E-voting Event Number (EVEN) :

6. User ID :

7. Password :

8. I/We, hereby exercise my/our vote(s) in respect of the under mentioned resolution to be passed through Postal Ballot as stated in the Postal Ballot Notice dated February 4, 2016, by conveying my/our assent or dissent to the said resolution by placing the tick(✓) mark in the appropriate box below :-

Resolution No.	Resolution	No. of Shares held	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1	Special Resolution to grant approval for changing the situation of Registered Office of the Company as detailed in Postal Ballot Notice dated February 4, 2016 read together with the explanatory statement annexed to the notice.			

Place:

Date:

Signature of the Shareholder(s)

Notes :

- If the voting rights are exercised electronically, there is no need to use this form.
- Please read carefully the instructions printed overleaf before exercising your vote.

INSTRUCTIONS

- I This Ballot Form is provided for the benefit of Members who do not have access to e-voting facility.
- ii. A member can opt for only one mode 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 physical Ballot shall be treated as invalid.
- iii For detailed instructions on e-Voting, please refer to the notes appended to the Postal Ballot Notice dated February 4, 2016.
- iv. The Scrutinizer will collate the votes downloaded from the e-voting system and votes received through post to declare the final result for the Resolution forming part of the Notice dated February 4, 2016.

PROCESS AND MANNER FOR MEMBERS OPTING FOR VOTING USING THE PHYSICAL BALLOT FORM ARE AS UNDER:

1. Please complete and sign the Ballot Form (no other form or photocopy thereof is permitted) and send it so as to reach the Scrutinizer appointed by the Board of Directors of the Company. For this purpose, a self-addressed prepaid business reply envelope is enclosed and postage will be paid by the Company, if posted in India. Ballot Forms deposited in person or sent by post or courier at the expense of the member will also be accepted.
2. The Ballot Form should be signed by the Member as per specimen signature registered with the Company/Depositories. In case, shares are jointly held, this Form should be completed and signed by the first named member and in his/her absence, by the next named member. Holders of Power of Attorney (POA) on behalf of member may vote on the Ballot mentioning the registration No. of the POA registered with the Company or enclosing an attested copy of POA. The exercise of vote by Ballot is not permitted through proxy.
3. In case of shares held by companies, trusts, societies, etc., the duly completed Ballot form should be accompanied by a certified copy of the Board Resolution/Authority and preferably with attested specimen signature(s) of the duly authorized signatory(ies) giving requisite authority to the person voting on the Ballot Form.
4. Votes should be cast in case of each resolution, either in favour or against by putting the tick (✓) mark in the column provided in the Ballot.
5. The voting rights of the shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on March 4, 2016 ("Cut off Date") as per the Register of Members of the Company and as informed to the Company by the Depositories in case of Beneficial Owners.
6. Duly completed Ballot Form should reach the Scrutinizer not later than the close of working hours (5.00 p.m. IST) on April 16, 2016. Ballot Forms received after that date and time will be strictly treated as if reply from such member has not been received. The Members are requested to send the duly completed Ballot Forms well before April 16, 2016 (5:00 p.m IST) providing sufficient time for postal transit.
7. A Member may request for a duplicate Ballot form, if so required. However, duly filled in and signed duplicate Form should reach the Scrutinizer not later than the date and time specified in serial no. 6 above.
8. Unsigned, incomplete, improperly or incorrectly tick marked Ballot Form will be rejected.
9. The Scrutinizer's decision on the validity of a Ballot Form or any other related matter shall be final.
10. The results of the voting shall be declared on April 21, 2016 at 12.30 p.m. at Plot No. 35, KIADB Industrial Area, Bidadi, Bangalore - 562 109. The results will also be displayed on the website of the Company and communicated to the Stock Exchanges where the equity share of the Company is listed, viz. The Bombay Stock Exchange Limited, The National Stock Exchange of India Limited and The Ahmedabad Stock Exchange.

Subject : e-Voting for Ingersoll-Rand (India) Limited-Postal Ballot

Dear Shareholder,

Notice is hereby given pursuant to the provisions of Section 110 of the Companies Act, 2013 (“the Act”) read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (“the Rules”), **Ingersoll-Rand (India) Limited** (“the Company”), of which you are a shareholder, is pleased to provide e-Voting facility to its Members through the e-Voting platform of NSDL. In this regard, your Demat Account/Folio Number has been enrolled by the Company for your participation in e-Voting on the Special Resolution placed by the Company on the e-Voting system, in respect of matter relating to Changing the situation of Registered office of the Company as detailed in Postal Ballot Notice dated February 4, 2016 read together with the Explanatory Statement annexed to the Notice.

The Postal Ballot Notice along with the Explanatory Statement, instructions and manner of e-Voting process and the Postal Ballot Form can be downloaded from the link <https://www.evoting.nsdl.com> or <https://www.ingersollrand.co.in>

The process and manner in which e-Voting is to be carried out is given below :

1. Open the attached PDF file “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 for e-voting. Please note that the password is an initial password. You will not receive this PDF file if you are already registered with NSDL for e-voting.
2. Open the internet browser and type the following URL:
<https://www.evoting.nsdl.com>
3. Click on Shareholder - Login.
4. If you are already registered with NSDL for e-voting then you can use your existing user ID and password.
5. If you are logging in for the first time, please enter the user ID and password provided in the attached PDF file as initial password.
6. The Password Change Menu will appear on your screen. Change to a new password of your choice, making sure that it contains a minimum of 8 digits or characters or a combination of both. Please take utmost care to keep your password confidential.
7. Once the e-voting home page opens, click on e-voting> Active Voting Cycles.
8. Select “EVEN” (E-Voting Event Number) of Ingersoll-Rand (India) Limited which is 103843. Now you are ready for e-voting as Cast Vote page opens.
9. Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
10. Upon confirmation the message “Vote cast successfully” will be displayed.
11. Once the vote on the resolution is cast, the Member shall not be allowed to change it subsequently.

12. Institutional shareholders (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 authorized signatory(ies) who is/are authorized to vote, to the Scrutinizer through e-mail to evoting@irco.com with a copy marked to evoting@nsdl.co.in.

It is strongly recommended not to share your Password with any other person and take utmost care to keep your Password confidential. Please note that **login to 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 'Forgot Password' option available on the site to re-set the same.

It may be noted that shareholders can opt for only one mode of voting i.e. either by Physical Ballot or e-Voting. In case of receipt of vote by both the modes, voting done through e-Voting shall prevail and voting done by Physical Ballot shall be treated as invalid.

In case of any queries you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-Voting user manual for Shareholders available at the “downloads” section of <https://www.evoting.nsdl.com> or contact NSDL by email at evoting@nsdl.co.in or call on: 1800 222 990.

Please note that you can use this login exclusively for voting on the Resolutions placed by the companies of which you are a shareholder.

Please note that if you have opened 3-in-1 account with ICICI Group i.e. bank account and demat account with ICICI Bank Limited and trading account with ICICI Securities Limited, you can access e-Voting website of NSDL through their website viz.; www.icicidirect.com for the purpose of casting your votes electronically by using your existing user ID and password used for accessing the website www.icicidirect.com. Please note that in case you are not able to login through the ICICI direct website, you can also access the e-Voting system of NSDL by using your existing user ID and password for the e-Voting system of NSDL.

Assuring you of our best services,

Regards,
e-Voting support desk
National Securities Depository Limited (www.nsdl.co.in)