

Ingersoll - Rand (India) Limited

8<sup>th</sup> Floor, Tower D, IBC Knowledge Park, No. 4/1, Bannerghatta Main Road, Bengaluru – 560 09, India Tel : 080-2216 6000 Fax: 080-2216 6021

August 30, 2019

DGM – Corporate Relations BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, <u>Mumbai – 400 001</u> Scrip Code: 500210

The Listing Department Ahmedabad Stock Exchange Limited Kamdhenu Complex, Opp. Sahajanand College, Panjrapole, <u>Ahmedabad – 380 015</u> Scrip Code: 26610 The Listing Department National Stock Exchange of India Limited, Exchange Plaza, Plot No. C-1, Block G, Bandra–Kurla Complex Bandra (East), <u>Mumbai – 400 051</u> Scrip Code: INGERRAND EQ

Dear Sir,

Sub: Voting results of 97th Annual General Meeting of the Company

# <u>Ref: Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015</u>

We are attaching herewith the compliance report under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 in the prescribed format pertaining to the voting details of the Company's 97<sup>th</sup> Annual General Meeting held on Thursday, 29<sup>th</sup> August 2019 at 12.00 Noon at Bengaluru.

We would like to inform that all the Resolutions as set out in the Notice dated 16<sup>th</sup> May 2019 were passed with requisite majority by the shareholders. The details of votes cast by the shareholders are given in the Annexure.

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 Ingersoli – Rand (India) Limited

P. R. Shubhakar

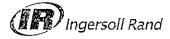
General Manager – Corp. Finance & Company Secretary

Cc: NSDL CDSL



CIN: L05190KA1921PLC036321 REGD.OFFICE: 8<sup>TH</sup> FLOOR, TOWER D, IBC KNOWLEDGE PARK, NO. 4/1, BANNERGHATTA MAIN ROAD, BENGALURU 560 029 Phone: +91 80 2216 6000 Fax; +91 80 2728 7482 Website: www.ingersolirand.co.in

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



Ingersoll - Rand (India) Limited | 8th Floor, Tower D, IBC Knowledge Park, 8<sup>th</sup> Floor, Tower D, TBC Mowledge No. 4/1, Bannerghatta Main Road, Bengaluru – 560 029, India Tel : 080-2216 6000 Fax: 080-2216 6021

Name of the Company	:	Ingersoll – Rand (India) Limited
Date of Annual General Meeting	:	29 <sup>th</sup> August 2019
Total number of shareholders on Record date	:	30,027
No. of shareholders present in the meeting Either in person or through proxy Promoters & Promoter Group Public	:	NIL 151 (all 151 in Person and none by proxy)
No. of shareholders attended the meeting		

meeting Through video conferencing Promoters & Promoter Group: NIL Public NIL : (Note: Video conferencing was not arranged for AGM)

#### Details of Agenda:

ltem 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, 2019 and Statement of Profit and Loss for the year ended on March 31, 2019 together with the reports of the Directors and Auditors thereon	E-Voting, Poll & Postal Ballot
		(Passed with requisite majority)	
2	Ordinary	To declare final dividend on equity shares of the Company for the financial year ended on March 31, 2019	E-Voting, Poll & Postal Ballot
		(Passed with requisite majority)	



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tem No.	Type of resolution		Mode of voting (Show of hands /Poll /Postal Ballot/E-Voting
3	Ordinary	To appoint Mr. Kumar St Clair Paul (DIN: 08363506) as a Director, liable to retire by rotation.	E-Voting, Poll & Postal Ballot
		(Passed with requisite majority)	
4	Ordinary	To appoint Mr. Anil Gopinathan (DIN: 08380238) as a Director, liable to retire by rotation.	E-Voting, Poll & Postal Ballot
		(Passed with requisite majority)	
5	Ordinary	To appoint Ms. Jayantika Dave (DIN: 01585850) as an Independent Director for a period of five years, not liable to retire by rotation.	E-Voting, Poll & Postal Ballot
		(Passed with requisite majority)	
6	Ordinary	To appoint Ms. Vijaya Sampath (DIN: 00641110) as an Independent Director for a period of five years, not liable to retire by rotation.	E-Voting, Poll & Postal Ballot
		(Passed with requisite majority)	
7	Ordinary	To approve payment of commission to Directors (who are neither in the whole time employment nor managing director) for a period of five years commencing from April 1, 2019.	E-Voting, Poll & Postal Ballot
		(Passed with requisite majority)	
8	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, 2020. (Passed with requisite majority)	Poll & Postal Ballot

CIN: L05198KA1921PLC036321 REGD.OFFICE: 8<sup>TH</sup> FLOOR. TOWER D, IBC KNOWLEDGE PARK, NO. 4/1, BANNERGHATTA MAIN ROAD, BENGALURU 560 029 Phone: +91 80 2216 6000 Fax: +91 80 2216 6021 Website: <u>www.ingersolirand.co.in</u>

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			INGERSOLL-RA	ND (INDIA) L	IMITED					<u> </u>
	<u> </u>		Reso	lution No. 1						
coluti	on required: (Ordinary / Special)				ORDINARY	<u> </u>				
41		ested in the agenda/resolution?			No					
	ceive, consider and adopt the Au	dited Balance Sheet as at 31s	t March, 2019 a	and Statement	of Profit an	d Loss for the	financial year	ended on M	arch 31, 20	19 together
lore	cerve, consider and doopt are we	with t	ne reports of th	e Directo <u>rs an</u>	a the Audite	ors		-		
					% of			% of	% of	
			Total No. of	No. of votes	Votes	No. of Votes -	No. of Votes -	Votes in	Votes	Texalid Voto
	Promoter/Public	Mode of Voting	Shares Held	polled	Polled on	in favour i adainst	against	favour on against or votes votes	votes	Tuvanu votes
				<b>P P P P P P P P P P</b>	outstandi			nolled	nolled	
					no shares [3]=[(2)/			[6]=[(4)/		[8]
			[1]	[2]	(1)]*100	[4]	[5]	(2)]*100	(2)]*100	[8]
		E-Voting		23,360,000	100.00	23,360,000	-	100.00		-
		Poll		-	0.00	-	-	0.00	0.00	-
1	Promoter and Promoter Group	Postal Ballot (if applicable)	- 23,360,000	-	0.00	-	-	0.00	0.00	-
		Total	-1 1	23,360,000	100.00	23,360,000	-	100.00	0.00	
		E-Voting		1,097,771	51.76	1,097,771	-	100.00	0.00	-
		Poli			0.00	-	-	0.00	0.00	-
2	Public - Institutional holders	Postal Ballot (if applicable)	2,121,081	-	0.00		-	0.00	0.00	
		Total		1,097,771	51.76	1,097,771	-	100.00	0.00	
		E-Voting		6,445	0.11	6,444	1	99.98	0.02	-
		Poll		1,207	0.02	1,207		100.00	0.00	3
3	Public-Others	Postal Ballot (if applicable)	6,086,919	5,566	0.09			100.00	0.00	580
		Total	1	13,218	0.22	13,217	1	99.99	0.01	583
		E-Voting		24,464,216	77.50	/	1	100.00		
		Poll		1,207	0.00		-	100.00	0.00	
	Total	Postal Ballot (if applicable)	31,568,000	5,566	0.02	5,566	-	100.00		
		Total	1	24,470,989	77.52	24,470,988	1	100.00	0.00	583

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		INGERSO	DLL-RAND (IND	IA) LIMITED						
			Resolution No							
	in mentional (Ordinary / Special)				ORDINARY					
esolut	ion required: (Ordinary / Special) r promoter/ promoter group are interested in the a	genda/resolution?	· •		No					
/hethe							3010			
	To dec	lare final dividend on equity shares o	of the Company	for the financ	ial year end	ed on March 3	L, 2019			
					% of			% of	% of	
			Total No. of	No. of votes	Votes No.	No. of Votes -	No. of Votes -	Votes in	Votes	
	Promoter/Public	Mode of Voting	Total No. of Shares Held	polled	Polled on	ed on in favour	against			Invalid Vote
			Shares neio	ponea	outstandi	maroa	,	votes	votes	
					<u>na shares</u>			polled		
			[1]	[2]	[3]=[(2)/ (1)]*100	[4]	[5]		(2)]*100	[8]
		E-Voting		23,360,000	100.00	23,360,000	-	100.00		
		Poll		-	0.00	-	-	0.00		
1	Promoter and Promoter Group	Postal Ballot (if applicable)	23,360,000		0.00	-	-	0.00		
		Total	-	23,360,000	100.00	23,360,000	-	100.00		
		E-Voting		1,110,159	52.34	1,110,159	-	100.00		<u></u>
		Poll		-	0.00	-	-	0.00		
2	Public - Institutional holders	Postal Ballot (if applicable)	2,121,081		0.00	-	-	0.00	0.00	
		Total		1,110,159	52.34	1,110,159	-	100.00	0.00	
		E-Voting		6,445	0.11	6,444	1	99.98		
		Poll	1	1,207	0.02	1,207	-	100.00	0.00	
3	Public-Others	Postal Ballot (if applicable)	6,086,919	5,466	0.09	5,466		100.00	0.00	
		Total		13,118	0.22	13,117	1	99.99		683
		E-Voting	1	24,476,604	77.54	24,476,603	1	100.00	0.00	
		Poll	1	1,207	0.00	1,207	-	100.00	0.00	
	Total	Postal Ballot (if applicable)	31,568,000	5,466	0.02	5,466	-	100.00	0.00	
		Total	-1	24,483,277	77.56	24,483,276	1	100.00	0.00	683



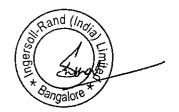
			Resolution	NDIA) LIMITE						
and shift.			Resolution	<u></u>	ORDINARY	,	·			
solutio	on required: (Ordinary / Special) - promoter/ promoter group are interested in	the ageoda/resolution?			No					
nemer		To appoint Mr Kumar St Clair Paul	(DIN: 0836350	6) as a Directe	or liabile to	retire by rotat	ion			
	Promoter/Public	Mode of Voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstandi ng shares	No. of Votes in favour	No. of Votes against	% of Votes in favour on votes polled	% of Votes against on votes polled	Invalid Vote
			[1]	[2]	[3]=[(2)/ (1)]*100	[4]	[5]	(2)]*100		[8]
		E-Voting		23,360,000	100.00	23,360,000	-	100.00	0.00	-
		Poll	-	-	0.00	-	-	0.00	0.00	
1		Postal Ballot (if applicable)	23,360,000	-	0.00	-	-	0.00	0.00	-
		Total		23,360,000	100.00		-	100.00	0.00	-
		E-Voting		1,110,159	52.34	954,928	155,231	86.02	13.98	
		Poll	2,121,081	-	0.00	-	<u> </u>	0.00	0.00	-
2	Public - Institutional holders	Postal Ballot (if applicable)	2,121,001	-	0.00	-	-	0.00	0.00	-
		Total		1,110,159	52.34		155,231	86.02	13.98	
		E-Voting		6,395	0.11	6,164	231	96.39	3.61	- 3
		Poli	6,086,919	1,207	0.02	1,197	10	99.17 100.00		680
3	Public-Others	Postal Ballot (if applicable)		5,466	0.09	5,466	- 241	98.16	1.84	683
		Total		13,068	0.21	12,827	155,462	98.16	0.64	
		E-Voting	4	24,476,554	77.54	24,321,092	155,462	99.38	0.83	3
	Total	Poll	31,568,000	1,207	0.00	5,466		100.00	0.00	680
	TOLAI	Postal Ballot (if applicable) Total	-	5,466 24,483,227	77.56		155,472	99.36	0.64	683

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			L-RAND (INDI#							
			Resolution No.	1						
Resoluti	on required: (Ordinary / Special)				ORDINARY	·				
Whethe	promoter/ promoter group are interested in the agen	da/resolution?			No					
		o appoint Mr Anil Gopinathan (DIN:	08380238) as	a Director, liat	ole to retire	by rotation				
	Promoter/Public	Mode of Voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstandi in favour against			votes	% of Votes against on votes nolled	Invalid Votes
			[1]	[2]	na shares. [3]=[(2)/ (1)]*100	[4]	[5]	(2)1*100	[7]=[(5)/ (2)]*100	[8]
		E-Voting		23,360,000	100.00	23,360,000	-	100.00		
		Poll	23,360,000	-	0.00	-	-	0.00		
1	Promoter and Promoter Group	Postal Ballot (if applicable)	23,300,000	-	0.00			0.00		
		Total		23,360,000	100.00	23,360,000	-	100.00		
		E-Voting		1,110,159	52.34	956,623	153,536	86.17	13.83	
		Poll	2,121,081		0.00	-	~	0.00		
2	Public - Institutional holders	Postal Ballot (if applicable)	2,121,001		0.00	-	-	0.00		
		Total		1,110,159	52.34	956,623	153,536	86.17	13.83	
		E-Voting		6,405	0.11	6,292	113	98.24	1.76	
		Poll	6,086,919	1,207	0.02	1,207	*	100.00		
3	Public-Others	Postal Ballot (if applicable)	0,000,515	5,466	0.09		-	100.00		
		Total		13,078	0.21	12,965	113	99.14		
		E-Voting		24,476,564	77.54		153,649	99.37	0.63	
		Poll	31,568,000	1,207	0.00		-	100.00		
	Total	Postal Ballot (if applicable)		5,466	0.02		-	100.00	0.00	
		Total		24,483,237	77.56	24,329,588	153,649	99.37	0.63	683



		ING	ERSOLL-RAND (		EV		-			
_			Resolutio	n <u>No. 5</u>						
esoluti	ion required: (Ordinary / Special)			1.1	ORDINARY					
hethe	r promoter/ promoter group are interested	in the agenda/resolution?			No					
	To appoint Ms lav:	intika Dave (DIN: 01585850) as a	n Independent	Director for a	period of fiv	e years, not lia	able to retire b	y rotation		
<del>_</del> _	Promoter/Public	Mode of Voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstandi ng shares	No. of Votes - in favour	No. of Votes against	% of Votes in	% of Votes against on votes polled	Invalid Vote
		·	[1]	[2]	[3]=[(2)/ (1)]*100	[4]	[5]	[6]=[(4)/	[7]=[(5)/ (2)]*100	[o]
		E-Voting		23,360,000	100.00	23,360,000	-	100.00		1
		Poll		-	0,00	~	-	0.00		
1	Promoter and Promoter Group	Postal Ballot (if applicable)	23,360,000	-	0.00	-	-	0.00		
		Total	·	23,360,000	100.00	23,360,000	-	100.00		
		E-Voting	-	1,110,159	52.34	952,731	157,428	85.82	14.18	
		Poli	-	-	0.00	-	-	0.00	0.00	
2	Public - Institutional holders	Postal Ballot (if applicable)	2,121,081	-	0.00		-	0.00		
		Total	-	1,110,159	52.34	952,731	157,428	85.82	14.18	-
		E-Voting		6,405	0.11	6,208	197	96.92	3.08	
		Poll	6,086,919	1,207	0.02	1,087	120	90.06	9.94	
3	Public-Others	Postal Ballot (if applicable)		5,466	0.09	5,466	-	100.00	0.00	
		Total		13,078	0.21	12,761	317	97.58	2.42	683
		E-Voting		24,476,564	77.54	24,318,939	157.625	99.36	0.64	
		Poll	31,568,000	1,207	0.00		120	90.06	9.94	3
	Total	Postal Ballot (if applicable)		5,466	0.02	5,466		100.00	0.00	
		Total		24,483,237	77.56	24,325,492	157,745	99.36	0.64	083

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			Resolution I	No. 6						
esoluti	on required: (Ordinary / Special)				ORDINARY	, 				
/hether	r promoter/ promoter group are interested in t	he agenda/resolution?			No					
		Sampath (DIN: 00641110) as an	Independent D	irector for a pe	riod of five	years, not liat	le to retire by	rotation		
-					% of			% of	% of	
					Votes		No. of Votes	Votes in	Votes	
	Promoter/Public	Mode of Voting	Total No. of Shares Held	No. of votes	Polled on	nn	against		ur on against on Ir	Invalid Votes
	, (oniotal)	-	Shares Held	poned	outstandi		ugunise	votes	votes	
					ng shares			nolled		<del></del>
			[1]	[2]	[3]=[(2)/ (1)]*100	[4]	· [5]	$(2)^{+}(4)^{-}$	[7]=[(5)/ (2)]*100	[8]
		E-Voting		23,360,000	100.00	23,360,000	-	100.00		-
		Poll	-		0.00	<u> </u>		0.00	0.00	-
1	Promoter and Promoter Group	Postal Ballot (if applicable)	23,360,000		0.00			0.00	0.00	-
-	· · · · · · · · · · · · · · · · · · ·	Total		23,360,000	100.00		-	100.00	0.00	-
		E-Voting		1,110,159	52.34		1,695	99.85	0.15	-
		Poll	-		0.00	-		0.00	0.00	-
2	Public - Institutional holders	Postal Ballot (if applicable)	2,121,081		0.00			0.00	0.00	-
-		Total	-	1,110,159	52.34	1,108,464	1,695	99.85	0.15	-
-		E-Voting		6,405	0,11	6,304	101	98.42	1.58	-
		Poli	-	1,207	0.02	1,207	-	100.00	0.00	3
3	Public-Others	Postal Ballot (if applicable)	6,086,919	5,466	0.09	5,466	· -	100.00	0.00	680
-		Total	-	13,078	0.21	12,977	101	99.23	0.77	683
		E-Voting		24,476,564	77.54	24,474,768	1,796	99,99	0.01	
		Poll	-	1,207	0.00	1,207	÷	100.00	0.00	3
	Total	Postal Ballot (if applicable)	31,568,000	5,466	0.02	5,466	-	100.00	0.00	680
	otal	Total		24,483,237	77.56	24,481,441	1,796	99.99	0.01	683

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			Resolution	No. 7						
lutio	n required: (Ordinary / Special)				ORDINARY		:		<u> </u>	
thor	promoter/ promoter group are interested in	the agenda/resolution?			No					
To	approve payment of commission to dire	ectors (who are neither in the wh	ole time employ	ment nor man	aging direct	or) for a perio	d of five years	commencin		1, 2019
	Promoter/Public	Mode of Voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstandi ng shares	No. of Votes - in favour	No. of Votes against	votes	votes polled	Invalid Votes
			[1]	[2]	[3]=[(2)/ (1)]*100	[4]	[5]	[6]=[(4)/ (2)]*100	(2)]*100	[8]
-		E-Voting		23,360,000	100.00	23,360,000	-	100.00	0.00	-
		Poll	32 260 000	-	0.00			0.00	0.00	-
1	omoter and Promoter Group	Postal Ballot (if applicable)	23,360,000	-	0.00	-	-	0.00		-
		Total	1	23,360,000	100.00	23,360,000		100.00	0.00	-
		E-Voting		1,110,159	52.34		-	100.00	0.00	
		Poll	2,121,081	-	0.00	-	-	0.00	0.00	
2	Public - Institutional holders	Postal Ballot (if applicable)	2,121,001		0.00	-		0.00	0.00	
		Total		1,110,159	52.34	1,110,159	167	97.38	2.62	
_		E-Voting		6,380	0.10		1112	97.38	9.28	3
_		Poll	6,086,919	1,207	0.02	1,095		100.00	0.00	780
3	Public-Others	Postal Ballot (if applicable)		5,366	0.09	5,366 12,674	279	97.85	2.15	783
		Total		12,953	0.21	24,476,372	167	100.00	0.00	-
		E-Voting	_	24,476,539	0,00	1,095	117	90.72	9.28	3
	Total	Poll	31,568,000	5,366	0.00	5,366	-	100.00	0.00	780
		Postal Ballot (if applicable)		24,483,112	77.56		279	100.00	0.00	783



		ING	ERSOLL-RAND		IED					
			Resolution	01 NO. 8	ORDINARY					
soluti	tion required: (Ordinary / Special)				No	· •		-		
ethe	er promoter/ promoter group are interest	ed in the agenda/resolution?	·······			wasanda of th	o Company for	the financi	al ending on	March 31
'o ap	pprove remuneration payable to M/s.	. Ashish Bhavsar & Associates, C	ost Accountant 20	is to conduct a	ualt of cost	. records or th	e company to	the mane.	ar chang on	
_		······	20.	1	% of		r .	% of	% of	
	Promoter/Public	Mode of Voting	Total No. of Shares Held	No. of votes polled	Votes Polled on outstandi	No. of Votes in favour	No. of Votes against	Votes in favour on votes polled	Votes against on votes polled	Invalid Votes
			[1]	[2]	n <u>o shares</u> [3]=[(2)/ (1)]*100	[4]	[5]	[6]=[(4)/ (2)]*100	[7]=[(5)/ (2)]*100_	[8]
		E-Voting		23,360,000	100.00	23,360,000	-	100.00	0.00	
		Poll	-	-	0.00			0.00	0.00	
1	Description and Description Croup	Postal Ballot (if applicable)	23,360,000	-	0.00		-	0.00	0.00	
				23,360,000	100.00	23,360,000	-	100.00	0.00	
		E-Voting		1,110,159	52.34	1,110,159		100.00	0.00	<u> </u>
		Poll	2,121,081	-	0.00		-	0.00	0.00	
2	Public - Institutional holders	Postal Ballot (if applicable)	2,121,001	-	0.00			0.00	0.00	a
		Total		1,110,159	52.34	1,110,159	-	100.00	0.00	
-		E-Voting		6,405	0.11	6,395	10	99.84	0.16	
		Poll	6.086,919	1,207	0.02	1,097	110	90.89	9.11	7
3	Public-Others	Postal Ballot (if applicable)	0,000,919	5,366	0.09	5,366		100.00		7
		Total		12,978	0.21	12,858	120	99.08	0.92	/
		E-Voting	1	24,476,564	77.54	24,476,554	10	100.00	9.11	
		Poll	31,568,000	1,207	0.00	1,097	: 110	100.00		7
	Total	Postal Ballot (if applicable)		5,366	0.02	5,366		100.00	0.00	78
		Total		24,483,137	77.56	24,483,017	120	100.00	0.00	76





# Scrutinizer's Report on E-Voting

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014]

To The Chairman,

97th Annual General Meeting of the Equity Shareholders of Ingersoll-Rand (India) Limited

Held on 29th day of August, 2019

At 12.00 noon at Vivanta by Taj, 41/3, Mahatma Gandhi Road, Bengaluru - 560001.

Dear Sir,

The e-voting period for the 97<sup>th</sup> Annual General Meeting ("AGM") of Ingersoll-Rand (India) Limited ("the Company") commenced at 9.00 A.M. (IST) on August 26, 2019 and ended at 5.00 P.M. (IST) on August 28, 2019.

After the conclusion of the voting at the AGM of the Company, in my capacity as Scrutinizer, I unlocked the votes cast under the e-voting program in the presence of 2 witnesses, and based on an examination / download of the relevant contents of NSDL's e-voting portal <u>https://www.evoting.nsdl.com/</u> and examination of other documents, certify the results of the e-voting as under:

SI. No.	Items of business transacted at the AGM		No. of votes	cast
		For	Against	Abstained/Invalid
1.	Adoption of Financial Statements	24464215	1	-
2.	Declaration of dividend	24476603	1	-
3.	Appointment of Mr. Kumar St	24321092	155462	-
	Clair Paul as a Director			
4.	Appointment of Mr. Anil Gopinathan as a Director	24322915	153649	-
5.	Appointment of Ms. Jayantika Dave as an Independent Director	24318939	157625	-
6.	Appointment of Ms. Vijaya Sampath as an Independent Director	24474768	1796	•



# 287, 9th Main, 26th Cross, BSK 2nd Stage, Bangalore - 560 070. Phone : (O) : 2671 2017, Mobile : 097409 55771 e-mail : nateshcs@gmail.com

7.   A	approval of pay	ment of	24476372	167	-
r	emuneration to direc	tors other			
ť	han whole time dire	ectors and			
n	nanaging directors	of the			
	Company				
	latification of remun			10	-
ł	Cost Auditor of the Co		1		
t	he financial ending on	March 31,			
2	020				

Thanking you,

Yours faithfully,

 $\cap$ K. NATESH B.Sc., L.L.B., F.C.S., Company Secretary C.P. No. 7277 F.C.S. 6835

Place: Bangalore Date: 29.08.2019

# CS NATESH K. B.Sc., LLB. FCS Company Secretaty

# Scrutinizer's Report on ballot forms received by post [Pursuant to Section 110 of the Companies Act, 2013 and Rule 21 of the Companies (Management and Administration) Rules, 2014]

То

The Chairman,

97th Annual General Meeting of the Equity Shareholders of Ingersoll-Rand (India) Limited

Held on 29th day of August, 2019

At 12.00 noon at Vivanta by Taj, 41/3, Mahatma Gandhi Road, Bengaluru - 560001.

Dear Sir,

I, Natesh K., Company Secretary in whole-time practice, having office at No. 287, 26th Cross, 9th Main, Banashankari 2nd Stage, Bangalore – 560070, have been appointed as Scrutinizer by the Board of Directors of Ingersoll-Rand (India) Limited ("the Company") in respect of the below mentioned resolution(s) passed at the 97th Annual General Meeting of the Company held on 29th day of August, 2019 at 12.00 noon at Vivanta by Taj, 41/3, Mahatma Gandhi Road, Bengaluru – 560001.

The shareholders holding shares of the Company as on the cut-off date of August 22, 2019 were entitled to vote on the proposed resolutions as set out in items 1-8 in the notice of the 97<sup>th</sup> Annual General Meeting ("AGM") of the Company. The Company completed the dispatch of the ballot forms on July 31, 2019.

Votes cast through ballot forms received up to 5.00 P.M. (IST) on August 28, 2019 were considered. The ballot forms received were reconciled with the records maintained with the Registrar and Transfer Agents of the Company. The total number of shareholders who cast the votes by post were 37 (Thirty-Seven) and the total number of shares held by them as on the cut-off date is 6,146. The ballot papers received by post which were incomplete and/ or were otherwise found defective have been treated as invalid.

Sl. No.	Items of business transacted at the AGM		No. of votes	5 cast
		For	Against	Abstained/Invalid
1.	Adoption of Financial Statements	5566		580
2.	Declaration of dividend	5466		
3.	Appointment of Mr. Kumar St	1		680
	-rromanent of Mil. Kullar St	5466	-	680



	Clair Paul as a Director			T
4.	Appointment of Mr. Anil Gopinathan as a Director	5466	-	680
5.	Appointment of Ms. Jayantika Dave as an Independent Director	5466	-	680
6.	Appointment of Ms. Vijaya Sampath as an Independent Director	5466	-	680
7.	Approval of payment of remuneration to directors other than whole time directors and managing directors of the Company	5366	-	780
8.	Ratification of remuneration to Cost Auditor of the Company for the financial ending on March 31, 2020	5366		780

Thanking you,

Yours faithfully,

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K. FERRET ESH B.Sc. Line, F.C.S., Company Secretary C.P. No. 7277 F.C.S. 6835 ۰.

Place: Bangalore Date: 29.08.2019

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# CS NATESH K. B.Sc., LLB, FCS Company Secretaty

# Scrutinizer's Report on e-voting, postal ballot and poll

#### To The Chairman,

97<sup>th</sup> Annual General Meeting of the Equity Shareholders of Ingersoll-Rand (India) Limited

Held on 29th day of August, 2019

At 12.00 noon at Vivanta by Taj, 41/3, Mahatma Gandhi Road, Bengaluru - 560001.

Dear Sir,

I, Natesh K., Company Secretary in whole-time practice, having office at No. 287, 26<sup>th</sup> Cross, 9<sup>th</sup> Main, Banashankari 2<sup>nd</sup> Stage, Bangalore – 560070, have been appointed as Scrutinizer by the Board of Directors of Ingersoll-Rand (India) Limited ("the Company") for the purpose of scrutinizing:

- a) the voting by electronic means includes remote e-voting under the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014;
- b) the voting by post under the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014; and
- c) the voting on poll under the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014.

in respect of the below mentioned resolution(s) passed at the 97<sup>th</sup> Annual General Meeting of the Company held on 29<sup>th</sup> day of August, 2019 at 12.00 noon at Vivanta by Taj, 41/3, Mahatma Gandhi Road, Bengaluru – 560001.

The management of the Company is responsible for ensuring compliance with the provisions of the Companies Act, 2013 and the rules thereunder relating to voting by electronic means, postal ballot and poll on the resolutions contained in the notice of the Annual General Meeting of the Company. My responsibility is restricted to making a consolidated scrutinizer's report of the votes cast "in favour" or "against" the resolutions put for vote before the shareholders at the Annual General Meeting of the Company, based on the reports generated by TSR Darashaw Limited, Registrar and Transfer Agents of the

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# 287, 9th Main. 26th Cross, BSK 2nd Stuge, Bangalore - 560 070. Phone : (O) : 2671 2017, Mobile : 097409 55771 e-mail : nateshcs@gmail.com Company and electronic voting reports downloaded from the e-voting portal <u>https://www.evoting.nsdl.com/</u> of the National Securities Depository Limited (NSDL).

I have issued a separate Scrutinizer's Report dated August 29, 2019 on each, on voting through postal ballot, voting by electronic means and voting on poll at the Annual General Meeting. I submit herewith my consolidated Scrutinizer's Report on the results of on voting through postal ballot, voting by electronic means and voting on poll at the Annual General Meeting in *Annexure – 1* enclosed herewith.

Based on the foregoing, the resolutions in items 1 to 8 of the notice to the Annual General Meeting have been passed with the requisite majority.

The postal ballot and all other papers relating to postal ballot, poll and the register and all papers relating to voting by electronic means are under my safe custody and will be handed over to the Company Secretary for preserving safely, after the Chairman considers, approves and signs the minutes of the Annual General Meeting.

Thanking you,

Yours faithfully

K. NATESH 8.Sc., L.L.B., F.C.S., Company Secretary

C.P. No. 7277 F.C.S. 6835

> Place: Bangalore Date: 29.08.2019

### Annexure - 1

# Resolution: Ordinary Resolution Item 1 - Adoption of Financial Statements

SI. No.	Promoter/ Public	Mode of voting	Total no. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes in favour		No. of votes igainst	% of votes in favour on votes polled	% of votes against on votes polled
	[		[1]	[2]	[3]=[(2)/(1)]*100	[4]	1	[5]	[6]=[(4)/(2)]*100	[7]=[(5)/(2)]*100
	Promoter and	E-voting	23360000	23360000	100	23360000			100	0
1.	Promoter	Postal		0	0	0	-		0	0
	Group	ballot Poll	-	0	0	0			0	0
	Public	E-voting	2121081	1097771	51.76	1097771	-		100	0
2.	Institutions	Postal		0	0	0	-		0	0
		ballot	_	0	0	0	-		0	0
		Poll	6086919	6445	0.11	6444	1		99,98	0.02
3.	Public - Non Institutions	E-voting Postal batlot	0000919	1207	0.02	1207			100	0
		Poll		5566	0.09	5566			100	0
		E-voting	31568000	24464216	77.4968	24464215	1		99.9999	0.0001
TOT	AL	Postal		1207	0.0038	1207	-		100	0
		ballot Poli		5566	0.02	5566	-		100	0



# Resolution: Ordinary Resolution Item 2 - Declaration of dividend

SI. No.	Promoter/ Public	Mode of voting	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
	<u> </u>		[1]	[2]	[3]=[(2)/(1)]*100	[4]	[5]	[6]=[(4)/(2)]*100	[7]=[(5)/(2)]*100
	Promoter and	E-voting	23360000	23360000	100	23360000	-	100	0
1.	Promoter	Postal	-	0	0	0	-	0	0
	Group	ballot	-	0	0	0	-	0	0
		Poll	2121001	1110159	52.34	1110159	-	100	0
2.	Public Institutions	E-voting Postal	2121081	0	0	0	-	0	0
		ballot Poll	-	0	0	0	-	0	0
3.	Public - Non	E-voting	6086919	6445	0.11	6444	1	99.98	0.02
э.	Institutions	Postal ballot		1207	0.02	1207	-	100	0
		Poll		5466	0.09	5466	-	100	0
	<u> </u>		31568000	24476604	77.5361	24476603	1	99.9999	0.0001
тот.	AL	E-voting Postal	51300000	1207	0.0038	1207	-	100	0
		ballot Poll	-	5466	0.02	5466	-	100	0



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Item 3 - Appointment of Mr. Kumar St Clair Paul as a Director

SI. No.	Promoter/ Public	Mode of voting	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
	<u> </u>	<u> </u>	[1]	[2]	[3]=[(2)/(1)]*100	[4]	[5]	[6]=[(4)/(2)]*100	[7]=[(5)/(2)]*100
		Luchas	23360000	23360000	100	23360000	-	100	0
1.	Promoter and Promoter	E-voting Postal		0	0	0	-	0	0
	Group	ballot	-	0	0	0	-	0	0
		Poll			52,34	954928	155231	86.02	13.98
2.	Public	E-voting	2121081	1110159		0		0	0
	Institutions	Postal		0	0	U	-	Ů	
		ballot				0		0	0
		Poll		0	0			96,39	3.61
3.	Public - Non	E-voting	6086919	6395	0.11	6164	231	99.17	0.83
	Institutions	Postal		1207	0.02	1197	10	99.17	0.05
		ballot						100	0
		Poll		5466	0.09	5466		100	
TOT	Δ1	E-voting	31568000	24476554	77.5359	24321092	155462	99.3648	0.6352
101		Postal	-	1207	0.0038	1197	10	99.17	0.83
		ballot				E166		100	0
		Poll		5466	0.02	5466		100	1 -



# Resolution: Ordinary Resolution Item 4 - Appointment of Mr. Anil Gopinathan as a Director

Sl. No.	Promoter/ Public	Mode of voting	Total no. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes in favour	No. o votes again	favour on votes	% of votes against on votes polled
			[1]	[2]	[3]=[(2)/(1)]*100	[4]	[5]	[6]=[(4)/(2)]*100	[7]=[(5)/(2)]*100
	1	The second second	23360000	23360000	100	23360000	-	100	0
1.	Promoter and Promoter	E-voting Postal		0	0	0	-	0	0
	Group	ballot			0	0	-	0	0
		Poll		0		956623	153536	86.17	13.83
2.	Public	E-voting	2121081	1110159	52.34	0		0	0
	Institutions	Postal		0	0	0		, v	
		ballot	_	0	0	0	-	0	0
		Poll	6086919	6405	0.11	6292	113	98.24	1.76
3.	Public - Non Institutions	E-voting Postal	~ ~ ~ ~ ~ ~ ~ ~ ~ ~ ~ ~ ~ ~ ~ ~ ~ ~ ~ ~	1207	0.02	1207	-	100	0
		ballot	-4	5466	0.09	5466		100	0
		Poll	075 (0000	24476564	77.5359	24322915	153649	99.3723	0.6277
тот	AL.	E-voting Postal	31568000	1207	0.0038	1207	-	100	0
		ballot Poll	_	5466	0.02	5406		100	0



Item 5 - Appointment of Ms. Jayantika Dave as an Independent Director

Sl. No.	Promoter/ Public	Mode of voting	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
		<u> </u>	[1]	[2]	[3]=[(2)/(1)]*100	[4]	[5]	[6]=[(4)/(2)]*100	[7]=[(5)/(2)]*100
1.	Promoter and	E-voting	23360000	23360000	100	23360000	-	100	0
•••	Promoter Group	Postal ballot		0	0	0	-	0	0
	Group	Poll	-	0	0	0	-	0	0
2.	Public	E-voting	2121081	1110159	52.34	952731	157428	85.82	14.18
<i>-</i> .	Institutions	Postal ballot		0	0	0	-	0	0
		Poll	4	0	0	0		0	0
3.	Public - Non	E-voting	6086919	6405	0.11	6208	197	96.92	3.08
× <sup>7</sup> ,	Institutions	Postal ballot		1207	0.02	1087	120	90.06	9.94
		Poll	+	5466	0.09	5466	-	100	0
тот	 A 1	E-voting	31568000	24476564	77.5359	24318939	157625	99.3560	0.6439
1017	ri L	Postal ballot		1207	0.0038	1087	120	90.06	9.94
		Poll	-	5466	0.02	5466	-	100	0



Item 6 - Appointment of Ms. Vijaya Sampath as an Independent Director

Sl. No.	Promoter/ Public	Mode of voting	Total no. of shares held	No. of votes poiled	% 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	E-voting	23360000	23360000	100	23360000	-	100	0
	Promoter Group	Postal ballot		0	0	0	-	0	0
		Poll		0	0	0	-	0	0
2.	Public	E-voting	2121081	1110159	52.34	1108464	1695	99.85	0.15
	Institutions	Postal ballot		0	0	0	-	0	0
		Poll		0	0	0	-	0	0
3.	Public - Non	E-voting	6086919	6405	0.11	6304	101	98.42	1.58
	Institutions	Póstal ballot		1207	0.02	1207	-	100	0
		Poll	1	5466	0.09	5466	-	100	0
TOT	\L	E-voting	31568000	24476564	77.5359	24474768	1796	99.9927	0.0073
		Postal ballot		1207	0.0038	1207	-	100	0
		Poll		5466	0.02	5466	-	100	0



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Item 7 - Approval of payment of remuneration to directors other than whole time directors and managing directors of the Company

Sl. No.	Promoter/ Public	Mode of voting	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	<u> </u>	[1]	[2]	[3]=[(2)/(1)]*100	[4]	[5]	[6]=[(4)/(2)]*100	[7]=[(5)/(2)]*100
1.	Promoter and	E-voting	23360000	23360000	100	23360000	-	100	0
3.	Promoter Group	Postal ballot	-	0	0	0	-	0	0
	Group	Poli	4	0	0	0	-	0	0
2.	Public	E-voting	2121081	1110159	52.34	1110159	-	100	0
<u> </u>	Institutions	Postal ballot		0	0	0	-	0	0
		Poli	-	0	0	0	-	0	0
3.	Public - Non	E-voting	6086919	6380	0.10	6213	167	97.38	2.62
э.	Institutions	Postal ballot		1207	0.02	1095	112	90.72	9.28
		Poll	-	5366	0.09	5366	-	100	0
TOT	 A T	E-voting	31568000	24476539	77.5359	24476372	167	99.9993	0.0007
101	rs.L.	Postal ballot	-	1207	0.0038	1095	112	90.72	9.28
		Poll	-	5366	0.02	5366	-	100	0



Item 8 - Ratification of remuneration to Cost Auditor of the Company for the financial ending on March 31, 2020

Sl. No.	Promoter/ Public	Mode of voting	Total no. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes in favour		No. of vote <del>s</del> gainst	% of votes in favour on votes polled	% of votes against on votes polled
	<u> </u>	<u> </u>	[1]	[2]	[3]=[(2)/(1)]*100	[4]		[5]	[6]=[(4)/(2)]*100	[7]=[(5)/(2)]*100
1.	Promoter and	E-voting	23360000	23360000	100	23360000	-		100	0
1.	Promoter	Postal		0	0	0	-		0	0
	Group	ballot				0			0	0
		Poll		0	0	-			100	0
2.	Public	E-voting	2121081	1110159	52.34	1110159	-			0
	Institutions	Postal		0	0	0	-		0	U
		ballot			0	0			0	0
		Poll		0		6395	10		99.84	0.16
3.	Public – Non	E-voting	6086919	6405	0.11		110		99.08	0.92
	Institutions	Postal		1207	0.02	1097	110		97.00	
		ballot							100	0
		Poll	1	5366	0.09	5366	-		100	
TOT	A I	E-voting	31568000	24476564	77,5359	24476554	10		99.9999	0.0001
101	nL	Postal		1207	0.0038	1097	110		90.89	9.11
		ballot			0.02	5366			100	0
		Póll		5366	0.02					1

Place: Bangalore Date: 29.08.2019

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K. NATESH B.Sc. LLB., F.C.S. Company Secretary C.P. No. 7277 F.C.S. 6835

# FORM No. MGT-13

### **Report of Scrutinizer(s)**

[Pursuant to Section 109 of the Companies Act, 2013 and Rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To The C

The Chairman,

97<sup>th</sup> Annual General Meeting of the Equity Shareholders of Ingersoll-Rand (India) Limited Held on 29<sup>th</sup> day of August, 2019 At 12.00 noon at Vivanta by Taj, 41/3, Mahatma Gandhi Road, Bengaluru - 560001.

Dear Sir,

I, Natesh K., Company Secretary in whole-time practice, appointed as Scrutinizer for the purpose of scrutinizing the polling process on the below mentioned resolution(s), at the 97<sup>th</sup> Annual General Meeting of the Equity Shareholders of Ingersoll-Rand (India) Limited, held on 29<sup>th</sup> day of August, 2019 at 12.00 noon at Vivanta by Taj, 41/3, Mahatma Gandhi Road, Bengaluru – 560001, 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:



# Item 1 - Adoption of Financial Statements

#### (i) Voted in favour of the resolution:

Number of members present and voting	Number of votes cast	% of total number
(in person or by proxy)	by them	of valid votes cast
35	1207	100

### (ii) Voted against the resolution:

Number of members present and voting	Number of votes cast	% of total number
(in person or by proxy)	by them	of valid votes cast
0	0	0

#### (iii) Invalid votes:

Total number of members (in person or by	Total number of votes cast by them
proxy) whose votes were declared invalid	
2	3

### b) Resolution: Ordinary Resolution Item 2 - Declaration of dividend

### (i) Voted in favour of the resolution:

Number of members present and voting	Number of votes cast	% of total number
(in person or by proxy)	by them	of valid votes cast
35	1207	100

### (ii) Voted against the resolution:

Number of members present and voting	Number of votes cast	% of total number
(in person or by proxy)	by them	of valid votes cast
0	0	0

### (iii) Invalid votes:

Γ	Total number of members (in person or by	Total number of votes cast by them
	proxy) whose votes were declared invalid	
	2	3



### Item 3 - Appointment of Mr. Kumar St Clair Paul as a Director

### (i) Voted in favour of the resolution:

Number of members present and voting	Number of votes cast	% of total number
(in person or by proxy)	by them	of valid votes cast
34	1197	99.17

### (ii) Voted against the resolution:

Number of members present and voting	Number of votes cast	% of total number
(in person or by proxy)	by them	of valid votes cast
1	10	0.83

#### (iii) Invalid votes:

Total number of members (in person or by	Total number of votes cast by them
proxy) whose votes were declared invalid	
2	3

### d) Resolution: Ordinary Resolution

### Item 4 - Appointment of Mr. Anil Gopinathan as a Director

#### (i) Voted in favour of the resolution:

Number of members present and voting	Number of votes cast	% of total number
(in person or by proxy)	by them	of valid votes cast
35	1207	100

#### (ii) Voted against the resolution:

Number of members present and voting	Number of votes cast	% of total number
(in person or by proxy)	by them	of valid votes cast
0	0	0

#### (iii) Invalid votes:

Total number of members (in person or by	Total number of votes cast by them
proxy) whose votes were declared invalid	
2	3



Item 5 - Appointment of Ms. Jayantika Dave as an Independent Director

(i) Voted in favour of the resolution:

Number of members present and voting	Number of votes cast	% of total number
(in person or by proxy)	by them	of valid votes cast
32	1087	90.06

(ii) Voted against the resolution:

Number of members present and voting	Number of votes cast	% of total number
(in person or by proxy)	by them	of valid votes cast
3	120	9.94

(iii) Invalid votes:

Total number of members (in person or by	Total number of votes cast by them
proxy) whose votes were declared invalid	
2	3

### f) Resolution: Ordinary Resolution

Item 6 - Appointment of Ms. Vijaya Sampath as an Independent Director

(i) Voted in favour of the resolution:

Number of members present and voting	Number of votes cast	% of total number
(in person or by proxy)	by them	of valid votes cast
35	1207	100

(ii) Voted against the resolution:

Number of members present and voting	Number of votes cast	% of total number
(in person or by proxy)	by them	of valid votes cast
0	0	0

### (iii) Invalid votes:

Total number of members (in person or by	Total number of votes cast by them
proxy) whose votes were declared invalid	
2	3



Item 7 - Approval of payment of remuneration to directors other than whole time directors and managing directors of the Company

#### (i) Voted in favour of the resolution:

Number of members present and voting	Number of votes cast	% of total number
(in person or by proxy)	by them	of valid votes cast
32	1095	90.72

#### (ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)		% of total number of valid votes cast
3	112	9.28

#### (iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
2	3

#### h) Resolution: Ordinary Resolution

Item 8 - Ratification of remuneration to Cost Auditor of the Company for the financial ending on March 31, 2020

#### (i) Voted in favour of the resolution:

Number of members present and voting	Number of votes cast	% of total number
(in person or by proxy)	by them	of valid votes cast
33	1097	90.89

(ii) Voted against the resolution:

Number of members present and voting	Number of votes cast	% of total number
(in person or by proxy)	by them	of valid votes cast
2	110	9.11

### (iii) Invalid votes:

Total number of members (in person or by	Total number of votes cast by them
proxy) whose votes were declared invalid	
2	3



A list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.

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

Thanking you, Yours faithfully, K. NATESH B.Sc., L.L.B., F.C.S., Company Secretary C.P. No. 7277 F.C.S. 6835 1

Place: Bangalore Date: 29.08.2019