

March 27, 2026

**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

Dear Sir/Madam,

Sub: Postal Ballot Notice — Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”)

In terms of Regulation 30 of the SEBI Listing Regulations, we enclose a copy of Postal Ballot Notice seeking consent of the Members through passing of Ordinary Resolutions on the matters relating to

a. Re-appointment of Mr. P. R. Shubhakar as Whole-time Director and fixing his remuneration

as detailed in Postal Ballot Notice dated February 12, 2026 read together with the explanatory statement annexed thereto through Postal Ballot by way of voting through electronic means (remote e-voting) only instead of submitting postal ballot forms.

In compliance with the provisions of Section 108, 110 and other applicable provisions of the Companies Act, 2013, (the “Act”) read with the Companies (Management and Administration) Rules, 2014, as amended (the “Rules”), General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, read with other relevant circulars issued in this regard, and General Circular No.03/2025 dated September 22, 2025 issued by the Ministry of Corporate Affairs, Government of India (the “MCA Circulars”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “LODR Regulations”), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (the “SS-2”) and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories and whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date i.e. Monday, March 20, 2026 (“Cut-off date”). The communication of the assent or dissent of the Members would only take place through the remote e-voting system.

The Company has engaged the services of National Securities Depository Limited (“NSDL”) to provide remote e-voting facility to its Members. The remote e-voting period commences at 9.00 a.m. (IST) on Monday, March 30, 2026 and ends at 5.00 p.m. (IST) on Wednesday, April 29, 2026. The e-voting module shall be disabled by NSDL thereafter.



Members who have not registered their e-mail id or have not received e-mail sent through NSDL may write either to the Company's Registrar and Share Transfer Agents at cs-unit@in.mpms.mufg.com or to the Company at Pramod.Hegde@irco.com and obtain the same.

The results of the postal ballot would be declared not later than 48 hours from the conclusion of the remote e-voting. The results along with the Scrutinizer's report would be communicated to the Stock Exchanges where the Company's shares are listed and will also be displayed on the Company's website at <https://www.irco.com/en-in/invest>

Please take the above on record.

Thanking you

Yours faithfully

For Ingersoll – Rand (India) Limited



P. R. Shubhakar

Chief Financial Officer & Company Secretary

M. No.A8420



INGERSOLL – RAND (INDIA) LIMITED

(CIN: L05190KA1921PLC036321)

Registered office: First Floor, Subramanya Arcade, No.12/1, Bannerghatta Road,
Bengaluru – 560 029, Karnataka, IndiaWebsite: <https://www.irco.com/en-in/invest>; E-mail ID: p_r_shubhakar@irco.com

Phone: +91 80 4685 5100; Fax: +91 80 4169 4399

In accordance with the prevailing MCA Circulars on Postal Ballot process, the voting on the resolutions covered in the Notice will take place through remote e-voting only and no physical ballots will be circulated. Please refer to detailed instructions for remote e-voting explained in the Notice.

POSTAL BALLOT NOTICE

Notice pursuant to Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014

VOTING STARTS ON	VOTING ENDS ON
Monday, March 30, 2026, at 9.00 am (IST)	Wednesday, April 29, 2026, at 5.00 pm (IST)

Dear Members,

NOTICE is hereby given to the members of Ingersoll – Rand (India) Limited (the “**Company**”) pursuant to the provisions of Section 108, 110 and other applicable provisions of the Companies Act, 2013, (the “**Act**”) read together with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended (the “**Rules**”), General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, read with other relevant circulars issued in this regard, and General Circular No.03/2025 dated September 22, 2025 issued by the Ministry of Corporate Affairs, Government of India (the “**MCA Circulars**”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “**LODR Regulations**”), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (the “**SS-2**”) and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), that the Resolution appended below are proposed to be passed as an Ordinary Resolution through Postal Ballot by way of voting through electronic means (the “**remote e-voting**” or the “**e-voting**”) only instead of submitting postal ballot forms.

Pursuant to Section 102(1) read with Section 110 and other applicable provisions of the Act, an Explanatory Statement pertaining to the resolution being proposed to the members, setting out the material facts and the reasons/rationale thereof forms part of this Postal Ballot Notice (the “**Notice**” or the “**Postal Ballot Notice**”).

The Board of Directors of your Company vide resolution passed on February 12, 2026, have appointed Mr. Akshay G (Membership No. F10967, CP No. 15584) or failing him Mr. Natesh Kalidevapur (Membership No. FCS 6835, CP No. 7277), partners of M/s. Govindraj Akshay & Associates, Practicing Company Secretaries, (Firm Registration No. P2025KR479000), having office at # 615/22, 4th Cross, Raghavendra, Layout, Bilekhalli, Behind IIMB, Bannerghatta Road, Bengaluru 560 076, as the scrutinizer (the “**Scrutinizer**”) for conducting the Postal Ballot / remote e-voting process in a fair and transparent manner. The Scrutinizer have consented to act as Scrutinizer for this postal ballot.

The Company has engaged the services of National Securities Depository Limited (“NSDL”) for facilitating remote e-voting. The Company has made necessary arrangements with MUFG Intime India Private Limited, Registrar and Share Transfer Agent (“RTA”) to enable the Members to register their e-mail address. Those Members who have not yet registered their e-mail address are requested to register the same by following the procedure set out in this Postal Ballot Notice. In compliance with the aforesaid MCA Circulars, this Postal Ballot Notice is being sent ONLY through electronic mode to those Members whose e-mail addresses are registered with the Company/ Company’s RTA, Depository Participant(s)/Depository(ies). Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope is not being sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would only take place through the remote e-Voting system. The detailed procedure for remote e-Voting forms part of the ‘Notes’ section to this Notice.

The remote e-voting period commences from 9.00 a.m. (IST) on Monday, March 30, 2026 and ends at 5.00 p.m. (IST) on Wednesday, April 29, 2026. Members desiring to exercise their vote through the remote e-voting process are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice not later than 5.00 pm (IST) on Wednesday, April 29, 2026. The remote e-voting facility will be disabled by NSDL immediately thereafter and will not be allowed beyond the said date and time.

The Scrutinizer will submit his report to the Chairman of the Company (the “Chairman”) or any other person authorized by the Chairman and the result of the voting by Postal Ballot will be announced not later than 48 hours from the conclusion of the remote e-voting. The Scrutinizer’s decision on the validity of votes cast will be final. The said results along with the Scrutinizer’s Report would be intimated to BSE Limited and National Stock Exchange of India Limited, where the equity shares of the Company are listed. Additionally, the results will also be uploaded on the Company’s website <https://www.irco.com/en-in/invest> and on the website of NSDL <https://www.evoting.nsdl.com>.

The resolution passed by the Members through remote e-voting will be deemed to have been passed as if the same was passed at a general meeting convened in that regard. The resolution, if approved by requisite majority of Members by means of remote e-voting, shall be deemed to have been passed on the last date of remote e-voting i.e. on Wednesday, April 29, 2026.

SPECIAL BUSINESS:

Item No. 1:

Re-appointment of Mr. P. R. Shubhakar as Whole-time Director and fixing his remuneration

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

“**RESOLVED THAT** pursuant to the recommendation of the Nomination and Remuneration Committee, the recommendation of the Audit Committee, approval of the Board of Directors of the Company (the “Board”) and pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) read with Schedule V to the Act, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (the “Rules”) and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “LODR Regulations”) (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the members of the Company be and is hereby accorded to the re-appointment of Mr. P. R. Shubhakar (DIN No. 06688703) as a Whole-time Director

of the Company, designated as Chief Financial Officer (with such other designation(s) as the Board may deem fit to confer upon him from time to time), for a period of two years with effect from March 7, 2026 on such terms and conditions including the remuneration payable to him as will be recorded in the Agreement to be entered into by and between the Company and Mr. P. R. Shubhakar, salient features of which are set out in the Explanatory Statement annexed to the Notice.

RESOLVED FURTHER THAT the Board (including a Committee thereof) be and is hereby authorised to enhance, enlarge, alter or vary the scope and terms of remuneration, payable to Mr. P. R. Shubhakar and other terms and conditions of his re-appointment from time to time, provided that any revision in remuneration shall not exceed the statutory limits prescribed by Section 197 or any other applicable provisions of the Act subject to receipt of requisite approvals, if necessary.

RESOLVED FURTHER THAT in the event of absence or inadequacy of profits in any financial year during his tenure as Whole-time Director, Mr. P. R. Shubhakar be paid the remuneration according to terms and conditions as recorded in the explanatory statement as minimum remuneration for that year subject to receipt of requisite approvals, where necessary.

RESOLVED FURTHER THAT the Board (including a Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things and give such directions, as it may in its absolute discretion deem necessary, proper and expedient to give effect to this resolution and settle any question that may arise in this regard.”

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

**P. R. Shubhakar
Chief Financial Officer & Company Secretary**

Registered office:
First Floor, Subramanya Arcade,
No.12/1, Bannerghatta Road,
Bengaluru – 560 029, Karnataka, India
Email: p_r_shubhakar@irco.com

New Delhi, February 12, 2026

Notes:

1. An explanatory statement pursuant to Section 102 read with Section 110 of the Act, read with the Rules issued thereunder, setting out all material facts relating to the resolutions in this Notice are appended herein below for your information and consideration and the same should be considered as part of this Notice.
2. This Postal Ballot Notice is also available on the Company’s website at www.irco.com/en-in/invest and on the website of the Stock Exchanges i.e. BSE Limited at: www.bseindia.com and National Stock Exchange of India Limited at: www.nseindia.com and on the website of NSDL at <https://www.evoting.nsdl.com> .
3. The Postal Ballot Notice is being sent by e-mail to all the members of the Company, whose names appear in the Register of Members/Register of Beneficial Owners maintained by the Depositories, National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on March 20, 2026, (the “Cut-Off Date”) and who have registered their e-mail addresses, in respect of electronic holdings, with the Depository through the concerned Depository Participants and in respect of physical holdings, with the Registrar and Share Transfer Agent of the Company, MUFG

Intime India Private Limited (“RTA”), in accordance with the provisions of the Act, read with the Rules made thereunder and the framework provided under the MCA circulars.

Eligible Members who have not received the Postal Ballot Notice, User-Id and password for remote e-voting, may write an email to e-voting@nsdl.co.in with subject as “Postal Ballot Notice” and obtain the same.

4. In case of joint holders, the Member whose name appears as the first holder in order of the names as per the Register of Members of the Company or the list of Beneficial Owners provided by the Depositories, will be entitled to vote through remote e-voting.
5. In compliance with the provisions of Sections 108 and 110 and other applicable provisions of the Act, the Rules and Regulation 44 of the LODR Regulations as amended from time to time and MCA Circulars as amended from time to time, read with Section VI-C of the SEBI Master Circular bearing reference no. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated 30 January 2026, as amended (“SEBI Master Circular”), and SS-2 and any amendments thereto the Company is pleased to offer remote e-voting facility to all the Members of the Company to cast their votes. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would take place through remote e-voting system only.
6. All material documents referred to in the explanatory statement will be available for inspection at the Registered Office of the Company during office hours on all working days from the date of dispatch until the last date for receipt of votes by remote e-voting. Alternately, Members may also send their requests to Pramod.Hegde@irco.com from their registered e-mail address mentioning their names, folio numbers, DP ID and Client ID during the voting period of the postal ballot.
7. The Company has engaged NSDL for facilitating remote e-voting to enable the Members to cast their votes electronically instead of dispatching Postal Ballot Form for this Postal Ballot. The remote e-voting facility is available at the link <https://www.evoting.nsdl.com>
8. In accordance with the MCA Circulars, the Members are requested to take note of the following:

Members holding shares of the Company in electronic form can verify/update their email address and mobile number with their respective Depository Participants (“DPs”). Members can also temporarily update their email address and mobile number with RTA, by following the procedure given below:

- Visit the link: https://web.in.mpms.mufg.com/EmailReg/Email_Register.html
- Select the company name: Ingersoll-Rand (India) Limited
- Enter DP ID & client ID (in case shares are held in electronic form)/physical folio no. (in case shares are held in physical form) and Permanent Account Number (“PAN”)
- In case of shares which are held in physical form, if PAN is not available in the records, please enter any one of the share certificate numbers in respect of the shares held by you.
- Enter the email address and mobile number.
- System will check the authenticity of the DP ID & client ID/physical folio no. and PAN/ share certificate number, as the case may be and send the one-time password (“OTP”) to the said mobile number and email address for validation.
- Enter the OTP received by SMS and email to complete the validation process. (Please note that the OTP will be valid for 5 minutes only).
- In case the shares are held in physical form and PAN is not available, the system will prompt you to upload the self- attested copy of your PAN.

- System will confirm the email address for the limited purpose of serving this Postal Ballot Notice and the e-voting instructions along with the user ID and password.

Alternatively, Members may send an email request to investor.helpdesk@in.mpms.mufg.com along with the scanned copy of their request letter duly filled and signed by the Member (first member if held jointly), providing the email address, mobile number, self-attested copy of PAN and client master copy in case shares are held in electronic form or copy of the share certificate in case shares are held in physical form, to enable RTA to temporarily register their email address and mobile number.

However, Members holding shares in electronic form will have to once again register their email address and mobile number with their DPs, to permanently update the said information.

In case of any queries, in this regard, Members are requested to write to RTA at investor.helpdesk@in.mpms.mufg.com or contact RTA at +91 810 811 8484

- Those Members who have already registered their e-mail address are requested to keep their e-mail addresses validated with their DP/Company's RTA to enable servicing of notices / documents / Annual Reports etc. electronically to their e-mail address. Members may follow the process detailed below for registration of email ID:

Type of Holder	Process to be followed	
Physical	For availing the following investor services, send a written request in the prescribed forms to the RTA of the Company, MUFG Intime India Private Limited either by email to investor.helpdesk@in.mpms.mufg.com or by post to C101, 1 st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai 400 083	
	Form for availing investor services to register PAN, email address, bank details and other KYC details or changes / update thereof for securities held in physical mode	Form ISR – 1
	Update of signature of securities holder	Form ISR – 2
	For nomination as provided in the Rules 19 (1) of Companies (Share capital and debenture) Rules, 2014	Form SH-13
	Declaration to opt out	Form ISR – 3
	Cancellation of nomination by the holder(s) (along with ISR-3) / Change of Nominee	Form SH-14
	Form for requesting issue of Duplicate Certificate and other service requests for shares / debentures / bonds etc., held in physical form	ISR – 4
	The forms for updating the above details are available https://web.in.mpms.mufg.com/KYC-downloads.html .	
Demat	Please contact your DP and register your email address and bank account details in your demat account, as per the process advised by your DP.	

- SEBI has mandated the submission of PAN & KYC details by holders of physical securities and linking PAN with Aadhaar. Shareholders are requested to submit their PAN & KYC details to the Company's registrars M/s. MUFG Intime India Private Limited at <https://www.in.mpms.mufg.com>. KYC Forms are available for downloading at <https://www.in.mpms.mufg.com> → Resources → Downloads → KYC →

11. Members holding shares in electronic form are therefore, requested to submit their PAN to their depository participant(s). In case a holder of physical securities has failed to furnish these details or link their PAN with Aadhaar, RTA is obligated to freeze such folios. The securities in the frozen folios shall be eligible to receive payments (including dividend) and lodge grievances only after furnishing the complete documents. If the securities continue to remain frozen as on **April 1, 2025**, the RTA / the Company shall refer such securities to the administering authority under the Benami Transactions (Prohibitions) Act, 1988, and / or the Prevention of Money Laundering Act, 2002.

E-Voting:

- a. In compliance with Regulation 44 of the LODR Regulations and Section 108 of the Act, read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended and the relevant MCA Circulars, the Company is pleased to provide facility of e-voting to enable its Members to cast their votes electronically in respect of the resolution as set out in this Postal Ballot Notice.
- b. The remote e-voting period commences from Monday, March 30, 2026, at 9.00 am (IST) and ends on Wednesday, April 29, 2026, at 5.00 pm (IST). The remote e-voting module will be disabled thereafter, and voting shall not be allowed beyond the aforementioned date and time. During this period, the Members of the Company, holding shares either in physical form or in dematerialized form, as on the Cut-Off Date i.e. Friday, March 20, 2026, may cast their vote electronically in the manner and process set out in this Notice. Once the vote on the resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.
- c. The voting rights of the Members shall be in proportion to the equity shares held by them in the paid-up equity share capital of the Company as on Cut-Off Date i.e. Friday, March 20, 2026.
- d. The Cut-Off Date is for determining the eligibility to receive this Notice and to vote by electronic means. Only a person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-Off Date i.e. Friday, March 20, 2026, shall be entitled to avail the facility of remote e-voting. A person who is not a member as on the Cut-Off Date should treat this Notice for information purpose only.

The instructions for e-voting are as follows:

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:





Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 2. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 5. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.

	<p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;">  App Store  Google Play </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How do you Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the Company For example, if your Folio Number is 001*** and EVEN is 138890, then your User ID is 138890001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.

- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select the EVEN of Ingersoll-Rand (India) Limited, which is **138890**.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Pramod.hegde@irco.com
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to Pramod.hegde@irco.com If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

General guidelines for e-voting

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send a scanned copy (PDF/JPG format) of the relevant Board resolution / authorization letter etc. with attested specimen signature of the duly authorized signatory (ies) who are authorized to vote, to the RTA by e-mail to at csg-unit@in.mpms.mufg.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on “Upload Board Resolution /Authority Letter” displayed under “e-Voting” tab in their login.
2. It is strongly recommended that you do not share your password with any other person and take utmost care to keep your password confidential. 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 User Details / Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for shareholders and the e-voting user manual for shareholders available in the download section of www.evoting.nsdl.com or call the number: 022- 4886 7000 and 022 - 2499 7000, or send a request to evoting@nsdl.co.in, or contact Ms. Prajakta Pawle, Manager, National Securities Depository Ltd., at the designated email ID: evoting@nsdl.co.in to get your grievances on e-voting addressed.
4. You may also send an e-mail to the Company at Pramod.Hegde@irco.com for queries / information. Shareholders also can contact the Company on telephone number +91 80 4685 5100 from Monday to Friday between 09.30 a.m. and 04.30 p.m.

Information at a glance:

Particulars	Notes
Cut-Off Date to determine eligible members to vote on the resolution	Friday, March 20, 2026
Voting start time and date	Monday, March 30, 2026, at 9.00 am (IST)
Voting end time and date	Wednesday, April 29, 2026, at 5.00 pm (IST)
Date on which the resolution is deemed to be passed	Wednesday, April 29, 2026
Name, address and contact details of Registrar and Share Transfer Agent	Contact Name: Ms. Vidya Brahme, Vice President MUG Intime India Private Limited Address: C101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai 400 083, India email: vidya.brahme@in.mpms.mufg.com Contact number: +91 810 811 8484
Name, address and contact details of e-voting service provider	Contact Name: Ms. Prajakta Pawle, Manager National Securities Depository Limited 4th Floor, A Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400 013, India email: evoting@nsdl.co.in Contact number: 022 - 4886 7000 and 022 - 2499 7000
NSDL e-voting website address	https://www.evoting.nsdl.com/

EXPLANATORY STATEMENT PURSUANT TO PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013 (THE “ACT”)

ITEM NO. 1

Re-appointment of Mr. P. R. Shubhakar as Whole-time Director and fixing his remuneration

The Board at its meeting held on March 6, 2023 appointed Mr. P. R. Shubhakar (DIN: 06688703) as an Additional Director of the Company effective March 7, 2023 and on the recommendation made by Nomination and Remuneration Committee and Audit Committee, the Board, at the said meeting held on March 6, 2023 appointed Mr. P. R. Shubhakar as Whole-time Director of the Company designated as Chief Financial Officer for a period of 3 years effective from March 7, 2023, subject to the approval of the Members.

Subsequently, the shareholders of the Company by passing the ordinary resolution on May 23, 2023, through postal ballot had consented the appointment of Mr. P. R. Shubhakar as a Whole-time Director of the Company designated as Chief Financial Officer for a period of 3 years effective from March 7, 2023 till March 6, 2026.

The Board at its meeting held on February 12, 2026, on the recommendation of the Nomination and Remuneration Committee and Audit Committee has, subject to the approval of the members, re-appointed Mr. P. R. Shubhakar (DIN: 06688703) as a Whole time Director of the Company for a term of two years effective March 7, 2026 till March 6, 2028 and he shall be subject to retirement by rotation.

As per Regulation 17 (1C) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the appointment of Director is required to be approved by the shareholders at the next general meeting or within a period of three months from the date of such appointment, whichever is earlier. Therefore, the approval of the Members is being sought by means of an ordinary resolution passed through remote e-voting with respect to his re-appointment.

The Company has, in terms of Section 160 of the Act, received, in writing, a notice from a member of the Company proposing the candidature of Mr. P. R. Shubhakar for the office of Director of the Company.

The Company has received consent from Mr. P. R. Shubhakar, in writing, to act as Director of the Company and a declaration to the effect that he is not disqualified under Section 164(2) of the Act. Mr. P. R. Shubhakar is not debarred from holding the office of Director pursuant to any Order issued by the Securities and Exchange Board of India (SEBI) or any other authority.

The Board is of the view that the knowledge and experience of Mr. P. R. Shubhakar will benefit and add value to the operations of the Company.

The Board recommends the Ordinary Resolution set forth at Item No. 1 of the Notice for approval of the members.

Mr. P. R. Shubhakar is aged about 60 years, holds a degree in Bachelor of Commerce from Bangalore University. He is a qualified Chartered Accountant and a qualified Company Secretary. He has more than three decades of professional experience in various finance and compliance functions.

Mr. Shubhakar joined the Company in August 2000 having worked earlier in couple of manufacturing organizations including Philips India Limited and Kirloskar Group of companies.

He has held various roles with increasing responsibility during his tenure of 25+ years with Ingersoll Rand. Prior to his appointment as Chief Financial Officer in year 2023, he was the General Manager – Corp. Finance & Company Secretary. He has always maintained a very cordial working relationship with all the Board Members and contributed his expertise to the Board in its decision making.

Mr. Shubhakar has extensive knowledge and experience in areas of General & Financial Management, Controllership, Credit & Collection, Financial Planning & Reporting, Direct & Indirect Taxation, Banking & Treasury, Risk Management, Controls & Compliance and Mergers & Acquisitions apart from Company Law and Stock Exchange related compliance matters.

Mr. Shubhakar has also been a Non-Executive Director on the Board of other Ingersoll Rand Group companies in India i.e. Ingersoll Rand Technologies and Services Private Limited, Everest Blowers Private limited and Everest Blower Systems Private Limited.

Mr. Shubhakar is the Chairman of the Corporate Social Responsibility (CSR) Committee and also a Member of the Risk Management Committee of the Board. He will continue to be the Company Secretary & Compliance Officer of the Company.

A brief profile of Mr. P. R. Shubhakar has been provided as annexure to this Notice.

The remuneration payable to Mr. P. R. Shubhakar is in terms of recommendation made by the Nomination and Remuneration Committee. The Company will enter into an Agreement with Mr. P. R. Shubhakar for his re-appointment as Whole-time Director for the period from March 7, 2026 up to and including March 6, 2028. The main terms and conditions of re-appointment of Mr. P. R. Shubhakar (hereinafter referred to as “Chief Financial Officer (CFO)”) are given below

1. Mr. P. R. Shubhakar shall be Whole-time Director Designated as “Chief Financial Officer (CFO)” for a period of 2 years effective from March 7, 2026 up to March 6, 2028 subject to the employment being previously determined in accordance with the provisions of the Principal Agreement.
2. During his employment the CFO shall devote his full time and attention to the business of the Company and shall use his best endeavours to promote the Company’s interest and welfare.
3. The CFO shall exercise and perform such powers and duties subject to the superintendence, control and direction of the Board as may be entrusted to him by the Board from time to time and do and perform other acts, matters, deeds and things, he may consider necessary or proper or in the interest of the Company.

The Company shall pay remuneration to the CFO during the term or re-appointment in consideration of the performance of his duties as below:

I. (a) Basic Salary:

Rs. 47,10,375/- (Rupees Forty seven lakhs ten thousand three hundred seventy five only) per annum from March 7, 2026

(b) Allowances:

Rs. 76,25,346/- (Rupees Seventy six lakhs twenty five thousand three hundred forty six only) per annum from March 7, 2026

comprising of house rent allowance, leave travel allowance, special allowance etc. as per Company's policies subject to provisions of Income Tax Act/Rules.

The annual increments each year will be decided by the Board of Directors based on the recommendation of Nomination and Remuneration Committee and which in turn will be based on individual performance as well as Company's Performance.

c) Annual Bonus:

Annual Bonus is determined based on the overall performance of the Company and the individual performance of the CFO. The Board or the Nomination and Remuneration Committee, as the case may be, shall determine the actual Variable Pay in each year depending upon his performance and Company performance at such amount or at such percentage subject to the condition that the final variable pay shall not exceed 200% of the eligible bonus which is 18% of annual basic salary and allowances.

II. In addition to annual compensation and annual variable pay as per (I) above, the CFO shall be entitled to the following perquisites/benefits:

a) Medical Benefit: The benefit of the Company's Group Medical Benefit Scheme or any other Scheme for the time being in force for medical services/benefits for the CFO and his family.

b) Personal Accident Insurance: Personal Accident Insurance as per Company's rules and policies.

c) Provident Fund: The Company shall contribute to Provident Fund as per the Company's rules.

d) Gratuity: The contribution to gratuity shall be made to an approved fund as per Rules of the Company at the rate of one month's salary for fifteen years of service and one-half month's salary for balance years of service without any maximum limit.

III. The Company shall pay or reimburse to the CFO, the actual travelling, entertainment and other expenses reasonably incurred by him during and for the purpose of the business of the Company.

IV. Earned/privilege/sick leave and encashment of un-availed leave in accordance with the Rules of the Company.

V. Minimum Remuneration: In any financial year commencing from April 1, 2026 during the tenure of CFO, if the Company has no profits or its profits are inadequate, the Company will pay the aforesaid remuneration to him as minimum remuneration by way of salary, perquisites, other allowances, benefits and Performance Pay for that year subject to receipt of requisite approvals, if any.

4. Other conditions of appointment of CFO:

i. He shall not engage himself directly or indirectly in any other employment or in any occupation or business that competes with the business of the company.

- ii. He shall not divulge or disclose any confidential information or knowledge obtained during the course of employment as to the business or affairs of the Company.
- iii. He shall not be directly or indirectly concerned or interested in any selling agency of the Company without the prior approval of the Central Government.
- iv. His employment shall forthwith determine if he becomes insolvent or makes any composition or arrangement with his creditors.
- v. Either party is entitled to terminate the Agreement by giving two months' notice in writing to the other party.
- vi. The Company to have the right to terminate his appointment with immediate effect, if he be guilty of such inattention to or negligence in the conduct of the business or of any other act or omission inconsistent with his duties or any breach of the Agreement as in the opinion of the Board, renders his retirement

In the resolution placed before the Members at Item No. 1 it is also proposed to authorise the Board to pay to Mr. P. R. Shubhakar the aforementioned remuneration in the event of loss or inadequacy of profits in any financial year commencing from April 1, 2026 during the tenure of his appointment subject to receipt of requisite approvals, if necessary. It is also proposed to authorise the Board to alter, modify or vary the terms and conditions of the said appointment of Mr. P. R. Shubhakar and also to enhance, modify, amend, alter or vary the remuneration payable to him subject to the provisions of Sections 196 and 197 of the Act and subject to receipt of requisite approvals, if necessary.

In compliance with the provisions of Sections 196, 197 and other applicable provisions of the Act, read with Schedule V to the Act, the terms of re-appointment and remuneration of the Chief Financial Officer as specified above are now being placed before the Members for their approval. Your Directors consider that the remuneration and perquisites proposed to be paid to Chief Financial Officer are commensurate with his duties and responsibilities. The Board commends the Ordinary Resolutions set forth at Item No. 1 of the Notice for approval by the Members.

Mr. P. R. Shubhakar is interested in the resolution set out at Item No. 1 of this Notice as it relates to his appointment.

None of the other Directors or Key Managerial Personnel of the Company and/or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 of this Notice.

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

Particulars	Item Nos. 1
Name of Director	Mr. P. R. Shubhakar
Director Identification Number	06688703
Date of Birth / Age	June 3, 1965 / 60 years
Date of first appointment as Director to the Board	March 7, 2023
Qualification	Chartered Accountant and Company Secretary.
Brief profile and nature of expertise and experience in specific functional areas	<ul style="list-style-type: none"> • Mr. P. R Shubhakar has more than three decades of professional experience in various finance, compliance and administration functions. • He has extensive knowledge and experience in areas of General & Financial Management, Controllership, Credit & Collection, Financial Planning & Reporting, Direct & Indirect Taxation, Banking & Treasury, Risk Management, Controls & Compliance and Mergers & Acquisitions apart from Company Law and Stock Exchange related compliance matters. • He joined Ingersoll Rand (India) Limited in August 2000 having worked earlier in couple of manufacturing organizations including Philips India Limited and Kirloskar Group of companies. • He has held various roles with increasing responsibility during his tenure of 25+ years with Ingersoll Rand (India) Limited. • He is also a Non-Executive Director on the Board of Ingersoll Rand Technologies and Services Private Limited, Everest Blowers Private Limited and Everest Blower Systems Private Limited. • He is the Chairman of the Corporate Social Responsibility (CSR) Committee and also a Member of the Risk Management Committee of the Board. • He will continue to be the Company Secretary & Compliance Officer of the Company.
Relationship with other directors, manager and other KMP of the Company	Nil
Remuneration last drawn (including sitting fees, if any) (FY2024-25)	Rs. 161.60 lakhs
Terms and Conditions of Appointment including	As per the resolution set out at Item No. 1 of the Postal Ballot Notice read with statement pursuant to Section 102 of the Act.

Remuneration proposed to be paid	
Directorships held in other listed companies in India	Nil
Memberships / Chairmanships of committees held in other listed companies in India	Nil
Number of meetings of the Board attended	FY 2024-25: 5 FY 2025-26: 5 (until February 12, 2026)
Listed entities from which the Director has resigned in the past three years	Nil
Shareholding in the Company	100 shares of Rs. 10/- each.

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

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

**P. R. Shubhakar
Chief Financial Officer & Company Secretary
Registered office:**

First Floor, Subramanya Arcade,
No.12/1, Bannerghatta Road,
Bengaluru – 560 029, Karnataka, India
Email: p_r_shubhakar@irco.com

New Delhi, February 12, 2026