



## **Ingersoll-Rand Offers To Acquire Outstanding Ingersoll-Rand India Limited Shares**

**Hamilton, Bermuda, August 10, 2005**—Ingersoll-Rand Company Limited (NYSE:IR), a leading diversified industrial firm, today announced its intention to purchase the outstanding publicly held shares of its Indian-based subsidiary Ingersoll-Rand India Limited. Ingersoll-Rand, through its wholly owned subsidiary Ingersoll-Rand Company, currently owns 74 percent of the shares of Ingersoll-Rand India. The company seeks to obtain full ownership of Ingersoll-Rand India to consolidate its India based subsidiaries and provide it increased operational flexibility to support its business and meet the needs of its customers.

In accordance with the delisting guidelines prescribed by the Securities and Exchange Board of India (SEBI), Ingersoll-Rand Company intends to acquire the outstanding shares through a shareholder-led reverse book building process. Shareholders of Ingersoll-Rand India may tender their shares to Ingersoll-Rand Company at a price at or above the "floor price" determined by the SEBI guidelines. The "floor price" is defined as the average price of the company's shares as quoted on the National Stock Exchange ("NSE") in the 26 weeks preceding the date of the public announcement to be issued in accordance with the SEBI delisting regulations.

Ingersoll-Rand is prepared to acquire the shares offered to it at Rs. 325 per share subject to all requisite shareholder and regulatory approvals being obtained, and assuming the number of shares required for delisting are offered at or below this price. The offer price is higher than the highest closing price of Ingersoll-Rand India for the last five years and represents a compelling exit opportunity for Ingersoll-Rand India shareholders. Additionally, it represents a premium of approximately 18% to the average closing price of the Ingersoll-Rand India shares as quoted on the NSE in the six months preceding the date of this announcement and a 16.0% premium to the closing price of Rs. 280 per share on August 9, 2005. Ingersoll-Rand reserves the right not to acquire the offered shares if the final price, as determined by the SEBI delisting guidelines is more than Rs. 325 per share.

Ingersoll-Rand is a global provider of products, services, and integrated solutions to industries as diverse as transportation, manufacturing, construction, and agriculture. The company brings to bear a 100-year-old heritage of technological innovation to help companies be more productive, efficient, and innovative. Examples include cryogenic refrigeration that preserves agricultural produce worldwide, biometric security systems for airports, corporations, and government facilities, the efficient harnessing of air to drive tools and factories, and versatile, compact vehicles for construction and efficient movement of people and goods. In every line of business, Ingersoll-Rand enables companies and their customers to make progress possible.

This news release includes "forward-looking statements" that involve risks, uncertainties and changes in circumstances, which may cause actual results, performance or achievements to differ materially from anticipated results, performance or achievements. Political, economic, climatic, currency, tax, regulatory, technological, competitive and other factors could cause actual results to differ materially from those anticipated in the forward-looking statements. Additional information regarding these risk factors and uncertainties is detailed from time to time in the company's SEC filings, including but not limited to its report on Form 10-Q for the quarter ended June 30, 2005.