

Ingersoll-Rand plc
Form DEFA14A
April 20, 2010

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A

(Rule 14a-101)

Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934

(Amendment No.)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to §240.14a-12

Ingersoll-Rand plc

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Edgar Filing: Ingersoll-Rand plc - Form DEFA14A

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

- 1) Title of each class of securities to which transaction applies:

- 2) Aggregate number of securities to which transaction applies:

- 3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

- 4) Proposed maximum aggregate value of transaction:

Edgar Filing: Ingersoll-Rand plc - Form DEFA14A

5) Total fee paid:

.. Fee previously paid with preliminary materials.

.. Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

1) Amount Previously Paid:

2) Form, Schedule or Registration Statement No.

3) Filing Party:

4) Date Filed:

***** Exercise Your *Right to Vote* *****

**NOTICE OF ANNUAL GENERAL MEETING AND
IMPORTANT NOTICE Regarding the Availability of Proxy Materials**

INGERSOLL-RAND PLC

Meeting Information

Meeting Type: Annual

For holders as of: April 6, 2010

Date: June 3, 2010 **Time:** 2:30 p.m., local time

Location: Dromoland Castle

Newmarket - on - Fergus

Co. Clare

Ireland

You are receiving this communication because you hold shares in the above named company.

INGERSOLL-RAND PLC

170/175 LAKEVIEW DR.

AIRSIDE BUSINESS PARK

SWORDS, CO. DUBLIN

IRELAND

This is not a ballot. You cannot use this notice to vote these shares. This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. You may view the proxy materials online at www.proxyvote.com or easily request a paper copy (see reverse side).

We encourage you to access and review all of the important information contained in the proxy materials before voting.

See the reverse side of this notice to obtain proxy materials and voting instructions.

M22456-P95035

Before You Vote

How to Access the Proxy Materials

Proxy Materials Available to VIEW or RECEIVE:

NOTICE AND PROXY STATEMENT ANNUAL REPORT

IRISH STATUTORY ACCOUNTS, INCLUDING RELATED REPORTS

How to View Online:

Have the 12-Digit Control Number available (located on the following page) and visit: www.proxyvote.com.

How to Request and Receive a PAPER or E-MAIL Copy:

If you want to receive a paper or e-mail copy of these documents, you must request one. There is NO charge for requesting a copy. Please choose one of the following methods to make your request:

- 1) *BY INTERNET:* www.proxyvote.com
- 2) *BY TELEPHONE:* 1-800-579-1639
- 3) *BY E-MAIL*:* sendmaterial@proxyvote.com

* If requesting materials by e-mail, please send a blank e-mail with the 12-Digit Control Number (located on the following page) in the subject line.

Requests, instructions and other inquiries sent to this e-mail address will NOT be forwarded to your investment advisor. Please make the request as instructed above on or before May 20, 2010 to facilitate timely delivery.

How To Vote

Please Choose One of the Following Voting Methods

Vote In Person: You may attend the meeting in person or appoint a proxy to attend, speak and vote at the meeting on your behalf. This proxy does not have to be a shareholder. Please check the meeting materials for additional information regarding requirements relating to meeting attendance, voting in person and appointing a proxy other than the designated officers of the Company.

Vote By Internet: To vote now by Internet, go to www.proxyvote.com. Have the 12-Digit Control Number available and follow the instructions.

Vote By Mail: You can vote by mail by requesting a paper copy of the materials, which will include a proxy card.

M22457-P95035

Voting Items

The Board of Directors recommends

you vote FOR the following proposals:

1. Re-election as Directors of the following

nominees who retire

Nominees:

1a. A. C. Berzin

1b. J. Bruton

1c. J. L. Cohon

1d. G. D. Forsee

1e. P. C. Godsoe

1f. E. E. Hagenlocker

1g. C. J. Horner

1h. M. W. Lamach

1i. T. E. Martin

1j. O. R. Smith

1k. R. J. Swift

1l. T. L. White

2. Approval of an advisory proposal relating to the Company's executive pay-for-performance compensation policies and procedures.
3. Appointment of independent auditors and authorization of the Audit Committee of the Board of Directors to fix the auditors' remuneration.

M22458-P95035

M22459-P95035