



Combined Report of Scrutinizer (E-voting & Postal Ballot)

**[Pursuant to Section 108 & 110 of the Companies Act, 2013 and Rule 20 of
the Companies (Management and Administration) Rules, 2014]**

To,
The Chairman
M/s. ESAB India Limited,
Plot No.13, 3rd Main Road,
Industrial Estate Ambattur,
Chennai - 600 058.

Dear Sir,

SUB: Scrutinizer's Report for the resolutions passed by eVoting & Postal Ballot.

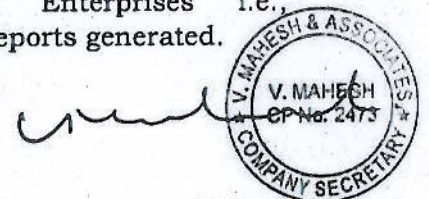
We, V. Mahesh & Associates, Practicing Company Secretaries, represented by Mr. V. Mahesh, Promoter & CEO, have been appointed by the Board of Directors of M/s. ESAB India Limited as a Scrutinizer for the purpose of Scrutinizing the e-voting process and to receive, process and scrutinize the postal ballot papers as per the provisions of Section 108 and 110 of the Companies Act, 2013 in respect of the resolution(s) mentioned in the proposed resolution to be passed through postal ballot:

Our responsibility as a Scrutinizer for the e-voting and poll process is restricted to make Scrutinizer report of the vote cast "in favour" or "against" and/or "Invalid" the resolutions, based on the Ballot Papers handed over by the Company in a duly sealed/locked box and the reports generated from the e-voting system provided by M/s. Integrated Enterprises, the authorized agency to provide e-voting facilities, engaged by the Company and ballot papers handed over to us by the Company respectively.

Further to the above, I submit the report as under:

- i) The e-voting period was open from 08th July, 2015 (09.00 A.M) to 06th August, 2015 (05.00 P.M). We further confirm that eVoting option/facility was closed after 05.00 P.M on 06th August, 2015.
- ii) The members of the Company as on the "Cut-off date or Record Date" i.e., 26th June, 2015 were entitled to vote on resolutions (item No. 01 and 02) as set out in the Postal Ballot Notice.
- iii) Thereafter the details containing inter-alia, list of Equity shareholders, who "for", "against" each of the resolutions that were put to vote, were generated from the e-voting website of Integrated Enterprises i.e., <https://www.evoting.nsdl.com> and based on such reports generated.

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- iv) The postal ballot forms were handed over to us by the RTA as on close of business hours (6.00 P.M) on 06th August, 2015.
- v) The ballot papers were subsequently opened in our presence and were diligently scrutinized. The papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Company (i.e., Integrated Enterprises Limited).
- vi) The ballot papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately and not considered.
- vii) The postal ballot forms were kept safe under our custody.

The combined results of the e-voting and postal ballot are as follows:

Item No.1

a) Special Resolution:

To adopt new Articles of Association of the Company containing regulations in conformity with Companies Act, 2013.

i) Voted In favour of the Resolution:

Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
242	114,72,129	99.976

ii) Voted against the resolution:

Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
6	200	0.024

iii) Invalid Votes:

Number of members whose votes were declared invalid	Total number of votes cast by them
14	602

(Handwritten Signature)


Item No.2**b) Special Resolution:**

To sell/dispose/transfer the movable and immovable assets at Khardah, Kolkata.

i) Voted In favour of the Resolution:

Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
241	114,73,152	99.99%

ii) Voted against the resolution:

Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
8	322	0.01%

iii) Invalid Votes:

Number of members whose votes were declared invalid	Total number of votes cast by them
15	507

A Compact Disc (CD) containing a details of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is handed over to the Company.

The postal ballot 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,

For V. Mahesh & Associates


 V. Mahesh
 Practicing Company Secretary



Date: 08.08.2015
 Place: Chennai

CERTIFIED TO BE TRUE

For ESAB INDIA LIMITED


 S. VENKATAKRISHNAN
 Company Secretary