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PROCEEDINGS OF THE TWENTY EIGHTH ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF ESAB INDIA LIMITED HELD ON FRIDAY THE 7 AUGUST, 2015, AT THE THYAGA BRAHMA GANA SABHA HALL, VANI MAHAL, 103 G N ROAD, T. NAGAR, CHENNAI 600 017 AT 10.00 A.M.

TIME OF COMMENCEMENT: 10.00 A.M.

TIME OF CONCLUSION : 10.30 A.M.

PRESENT :

Mr Daniel A Pryor, Chairman of the Board

Mr Rohit Gambhir, Managing Director

Ms Sabitha Rao, Independent Director

Mr Sudhir Chand, Independent Director

Mr Vaidyanathan K, Independent Director

Mr S Venkatakrishnan, Company Secretary

249 Members in person representing 11379622 equity shares;

And

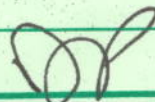
16 Members by proxies representing 11379639 equity shares.

Were present at the meeting.

Mr Daniel A Pryor, Chairman of the Board, occupied the chair and conducted the proceedings of the general meeting.

1. Chairman declared that the requisite quorum was present at the meeting and that the meeting was in order to commence the official business.
2. The Chairman informed the Members that statutory registers under the Companies Act, which includes Register of Directors, their shareholding, etc. Statutory Auditor's Report, Secretarial Auditor's Report as prescribed under the Act, are available for inspection.
3. The Chairman introduced the other members of the Board who were present at the meeting to the Members. The Chairman explained the absence of Mr Vikram Tandon, Independent Director, who could not attend the meeting due to personal reasons and had expressed his regret in not being able to attend the meeting.
4. The Chairman also informed the Members that the Chairman of the Audit / Nomination & Remuneration Committee Mr K Vaidyanathan, was present at the meeting to answer the queries of the shareholders.
5. The Chairman also informed the Members of the presence of representatives M/s. S R Batliboi & Associates, LLP, Chennai the statutory auditors and Mr V Mahesh and Associates, Chennai, Practising Company Secretaries at the meeting.

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6. The Chairman also brought to the attention of the Members that the report of the Statutory Auditor and the Secretarial Auditor were unqualified and had no observations.
7. The notice convening the 28th Annual General Meeting together with the explanatory statement, the Statutory Auditors Report was taken as read with the unanimous consent of the Members present.
8. Thereafter, the Chairman read out his statement to the Members, copies of which were distributed to the Members present at the Meeting.
9. The Chairman then took up the business mentioned in the notice in seriatim.

RESOLUTION NO.1/28TH AGM/2015

ADOPTION OF ACCOUNTS

Mr N V Raman, (DP & Client ID IN 301549 17890771) a member, proposed the following resolution as an Ordinary Resolution:

RESOLVED THAT the audited balance sheet as at 31 March, 2015 and the Profit and Loss account of the company for the 15 Months period ended on that date, together with the Directors' Report, the Statutory Auditors' Report and the Secretarial Auditor's Report thereon as presented to the meeting be and the same are hereby approved and adopted.

Mr S Nageswaran (DP & Client ID IN 301313 21590456), a member, seconded the resolution.

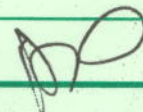
Chairman invited the members who desired additional information /clarification on the accounts, operations of the Company and all the other resolution placed before the Members and requested them to come forward with their questions. Thereafter, some of the members sought clarifications, raised queries on the financials, dividend recommended and spoke on other related issues.

Mr Daniel A Pryor, Chairman of the Board, Mr K Vaidyanathan, Chairman of Audit Committee and Mr Rohit Gambhir, Managing Director, answered all the queries raised by the members who attended in person.

The Company had earlier offered remote e-voting for all the resolutions. The Company also offered the shareholders present physically at the meeting the option of voting on resolutions through ballot paper. The Members who attended the meeting in person were given Ballot Paper for exercising their voting option.

The combined results of the said remote e-voting and the ballot process were as follows:

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No. of Members and votes in Favour of the Resolution			No. of Members and votes Against the Resolution			Invalid votes	
No. of Members	No. of votes cast in favour	% of voters	No. of Members	No. of Votes	% of voters	No. of Members	Total No. of votes
40	11779893	100%	Nil	Nil	Nil	20	405610

The combined results of the Remote e-voting and the ballot paper voting offered at the Annual General Meeting was also proposed to be announced to the Stock Exchanges, to be put up on the Notice Board of the Company at its registered office and be uploaded in the Company's website on 10 August, 2015. The resolution was passed with the requisite majority.

RESOLUTION NO.2/28TH AGM/2015**APPROVING THE DIVIDEND FOR THE YEAR ENDED 31 MARCH, 2015**

Mr P K Saravanan (DP & Client ID IN 301313 21803381) a member proposed the following resolution as an Ordinary Resolution:

RESOLVED THAT pursuant to the recommendations of the directors, a dividend of 10% for the 15 months period ended 31 March, 2015 i.e. Re.1 per share of Rs.10/- each, absorbing a total sum of Rs.1,86,13,984 (inclusive of dividend distribution tax) be and is hereby declared on 1,53,93,020 equity shares of Rs.10/- each fully paid up and that the same be paid to the shareholders, whose name appear in the register of members of the company as on 4 August, 2015 (close of business hours) in case of shares held in electronic form and in respect of shares held in physical form.

Mr R Sanjaya Parida (DP & Client ID IN302902 47619194) a member, seconded the resolution.

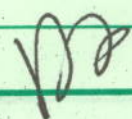
The Company had earlier offered remote e-voting for all the resolutions. The Company also offered the shareholders present physically at the meeting the option of voting on resolutions through ballot paper. The Members who attended the meeting in person were given Ballot Paper for exercising their voting option.

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REMOTE E-VOTING & BALLOT PAPER AT THE AGM

No. of Members and votes in Favour of the Resolution			No. of Members and votes Against the Resolution			Invalid votes	
No. of Members	No. of votes cast in favour	% of voters	No. of Members	No. of Votes	% of voters	No. of Members	Total No. of votes
40	11779913	100%	Nil	Nil	Nil	23	407441

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The combined results of the Remote e-voting and the ballot paper voting offered at the Annual General Meeting was also proposed to be announced to the Stock Exchanges, to be put up on the Notice Board of the Company at its registered office and be uploaded in the Company's website on 10 August, 2015. The resolution was passed with the requisite majority.

RESOLUTION NO.3/28TH AGM/2015

RE-APPOINTMENT OF MR ROHIT GAMBHIR, AS A DIRECTOR LIABLE TO RETIRE BY ROTATION

Mr R Govindraj, (DP & Client ID IN 303116 11553443) a Member, proposed the following resolution as an Ordinary Resolution:

RESOLVED THAT Mr Rohit Gambhir, who retires by rotation and being eligible for re-appointment be and is hereby re-appointed as a Director of the Company.

Mr D Senthil Kumar, (DP & Client ID IN 301549 33240080) a Member, seconded the same.

The Company had earlier offered remote e-voting for all the resolutions. The Company also offered the shareholders present physically at the meeting the option of voting on resolutions through ballot paper. The Members who attended the meeting in person were given Ballot Paper for exercising their voting option.

The combined results of the said remote e-voting and the ballot process were as follows:

REMOTE E-VOTING & BALLOT PAPER AT THE AGM

No. of Members and votes in Favour of the Resolution			No. of Members and votes Against the Resolution			Invalid votes	
No. of Members	No. of votes cast in favour	% of voters	No. of Members	No. of Votes	% of voters	No. of Members	Total No. of votes
41	11779894	100%	Nil	Nil	Nil	20	407260

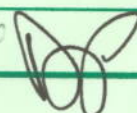
The combined results of the Remote e-voting and the ballot paper voting offered at the Annual General Meeting was also proposed to be announced to the Stock Exchanges, to be put up on the Notice Board of the Company at its registered office and be uploaded in the Company's website on 10 August, 2015. The resolution was passed with the requisite majority.

RESOLUTION NO.4/28TH AGM/2015

APPOINTMENT OF STATUTORY AUDITORS

Mr V Venkateswaran, (DP & client ID IN 301313 21465437) a Member, proposed the following resolution as an Ordinary Resolution :

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RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and The Companies (Audit and Auditors) Rules, 2014, (the Rules), (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), M/s S. R. Batliboi & Associates, LLP, Chartered Accountants, (Firm Registration No. 101049W), who have offered themselves for re-appointment and have confirmed their eligibility to be appointed as Auditors, in terms of provisions of Section 141 of the Act, and Rule 4 of the Rules, be and are hereby re-appointed as Statutory Auditors of the Company for a period of five years, to hold office from the conclusion of this Annual General Meeting until the conclusion of the Annual General Meeting of the Company to be held in the year 2020, subject to ratification at every annual general meeting, on such remuneration as may be agreed upon by the Board of Directors and the Auditors, in addition to service tax and re-imbursement of out of pocket expenses incurred by them in connection with the audit of Accounts of the Company.

Mr Giridhara Gopalan, (DP & Client ID IN302269 10925610), a Member seconded the same.

The Company had earlier offered remote e-voting for all the resolutions. The Company also offered the shareholders present physically at the meeting the option of voting on resolutions through ballot paper. The Members who attended the meeting in person were given Ballot Paper for exercising their voting option.

The combined results of the said remote e-voting and the ballot process were as follows:

REMOTE E-VOTING & BALLOT PAPER AT THE AGM

No. of Members and votes in Favour of the Resolution			No. of Members and votes Against the Resolution			Invalid votes	
No. of Members	No. of votes cast in favour	% of voters	No. of Members	No. of Votes	% of voters	No. of Members	Total No. of votes
41	11779894	100%	Nil	Nil	Nil	20	407260

The combined results of the Remote e-voting and the ballot paper voting offered at the Annual General Meeting was also proposed to be announced to the Stock Exchanges, to be put up on the Notice Board of the Company at its registered office and be uploaded in the Company's website on 10 August, 2015. The resolution was passed with the requisite majority.

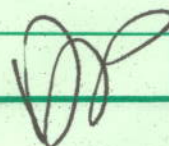
RESOLUTION NO.5/28TH AGM/2015

RATIFICATION OF REMUNERATION TO COST AUDITORS

Ms V Kalaiselvi (DP & Client ID IN300484 18203202), a member, proposed, the following resolution as an Ordinary Resolution:

RESOLVED THAT the remuneration of Rs.5,00,000/- (Rupees five lakhs only), in addition to reimbursement of travel and out-of-pocket expenses, payable to M/s. Geeyes & Co., Practising Cost Accountants, Chennai holding Membership No.000044 allotted by the Institute of Cost Accountants of India, who was appointed as Cost Auditor of the Company for the

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Financial Year ending 31.3.2016 as recommended by the Audit Committee and approved by the Board of Directors at its meeting held on 26 May, 2015. In terms of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 be and is hereby ratified.

Mr D Arun Kumar (IN300484 17830162), a member, seconded the same.

The Company had earlier offered remote e-voting for all the resolutions. The Company also offered the shareholders present physically at the meeting the option of voting on resolutions through ballot paper. The Members who attended the meeting in person were given Ballot Paper for exercising their voting option.

The combined results of the said remote e-voting and the ballot process were as follows:

REMOTE E-VOTING & BALLOT PAPER AT THE AGM

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41	11779894	100%	Nil	Nil	Nil	20	407260

The combined results of the Remote e-voting and the ballot paper voting offered at the Annual General Meeting was also proposed to be announced to the Stock Exchanges, to be put up on the Notice Board of the Company at its registered office and be uploaded in the Company's website on 10 August, 2015. The resolution was passed with the requisite majority.

RESOLUTION NO.6/28TH AGM/2015

APPROVAL OF RE-DESIGNATION OF MR ROHIT GAMBHIR AS MANAGING DIRECTOR W.E.F. 1 NOVEMBER, 2014

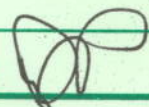
Mr S Venkatakrishnan (DP & Client ID IN300183 12195028), a member, proposed, the following resolution as an ordinary resolution:

RESOLVED THAT the approval of the Company be and is hereby accorded to the re-designation of Mr Rohit Gambhir, Executive Director and Chief Executive of the Company as Managing Director of the Company with effect from 1 November, 2014 without any variations in the terms and conditions like remuneration, balance tenure and other terms relating to his appointment earlier approved by the shareholders at their Annual General Meeting held on 25 April, 2014.

Mr G K S Viswaanath (DP ID & Client ID 12047200/05409012) a member, seconded the same.

The Company had earlier offered remote e-voting for all the resolutions. The Company also offered the shareholders present physically at the meeting the option of voting on resolutions through ballot paper. The Members who attended the meeting in person were given Ballot Paper for exercising their voting option.

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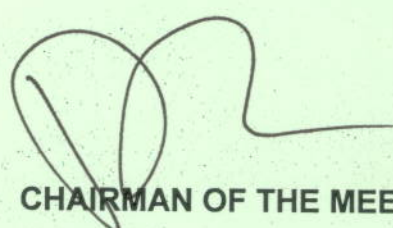
The combined results of the said remote e-voting and the ballot process were as follows:

REMOTE E-VOTING & BALLOT PAPER AT THE AGM

Number of Members and votes in Favour of the Resolution			Number of Members and votes Against the Resolution			Invalid votes No. of shares	
No. of Members	No. of votes cast in favour	% of voters	Number of Members	Numbers of Votes	% of voters	Number of Members	Total number of votes
41	11779894	100%	Nil	Nil	Nil	20	407260

The combined results of the Remote e-voting and the ballot paper voting offered at the Annual General Meeting was also proposed to be announced to the Stock Exchanges, to be put up on the Notice Board of the Company at its registered office and be uploaded in the Company's website on 10 August, 2015. The resolution was passed with the requisite majority.

Mr Daniel A Pryor, Chairman of the meeting thanked the shareholders for their active participation in the annual general meeting and declared the meeting as closed.



CHAIRMAN OF THE MEETING

Chennai

10 August, 2015

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