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TIME

PROCEEDINGS OF THE THIRTY FIFTH ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF ESAB INDIA LIMITED HELD ON THURSDAY THE 11TH AUGUST, 2022 THROUGH VIDEO CONFERENCING / OTHER AUDIO VISUAL MEANS AT 3.30 P.M.

TIME OF COMMENCEMENT : 3.30 P.M.

TIME OF CONCLUSION : 4.32 P.M.

PRESENT ON VIDEO :	Mr. Kevin J Johnson, Mr. K Vaidyanathan, Mr. Rohit Gambhir, Mr. Vikram Tandon, Mr. Sudhir Chand, Ms. Sabitha Rao,	Chairman Independent Director Managing Director Independent Director Independent Director Independent Director
	Mr. G. Balaji, Mr. B. Mohan,	Company Secretary Chief Financial Officer

57 Members representing **11600122** equity shares were present through video conferencing mode at the meeting.

Mr. G Balaji, Company Secretary welcomed the shareholders to the 35th Annual General Meeting of the Company. He introduced the Members of the Board on the video conferencing to the shareholders and the representatives from the Statutory Auditors M/s. S R Batliboi & Associates and from Secretarial Auditor, M/s. V Mahesh and Associates.

Mr. Kevin J Johnson, Chairman attended the meeting from USA, Mr. K Vaidyanathan, Chairman of Audit Committee and Nomination & Remuneration Committee, attended from Chennai, Mr. Vikram Tandon, Chairman of Stakeholders Relationship Committee attended the meeting from USA, Mr. Sudhir Chand, Independent Director, and Member of Audit Committee, Stakeholders Relationship Committee and Risk Management Committee attended from Gurgaon and Mrs. Sabitha Rao, Independent Director and Chairperson of Corporate Social Responsibility Committee attended the meeting from Chennai. Mr. Rohit Gambhir, Managing Director, Mr. B Mohan, Chief Financial Officer and Mr. G Balaji, Company Secretary joined on video conferencing from Chennai.

Mr. G Balaji, Company Secretary also confirmed the presence of Mr. Chirag, representing M/s. S R Batliboi & Associates, Statutory Auditors and Representatives from M/s. V Mahesh & Associates, Practicing Company Secretaries at the Annual General Meeting.

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Mr. G Balaji, Company Secretary then informed the shareholders the remote e-voting platform was opened for the shareholders to cast their votes on all the resolutions placed before them for approval from 9.00 a.m. on 8th August, 2022 and was closed at 5.00 p.m. on 10th August, 2022. He further said that the e-voting platform was opened during the course of the conduct of the Annual General Meeting from 3.30 p.m. until the conclusion of the meeting to enable the shareholders to cast their votes on the resolutions placed before the shareholders for their approval. He also further confirmed that since the meeting was held on electronic mode, the proxies have not been taken cognizance of for this meeting.

Mr. G Balaji, Company Secretary then requested the Chairman of the Board Mr. Kevin J Johnson, to conduct the proceedings of the Annual 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, Register of investments, etc. Statutory Auditor's Report, Secretarial Auditor's Report as prescribed under the Act, were available for inspection at the website of the Company.
3. The Chairman informed the members that the queries, if any, from the shareholders would be answered by him, Managing Director and the Chief Financial Officer of the Company.
4. The Chairman also informed the Members of the presence of representatives M/s. S R Batliboi & Associates, LLP, Chennai the Statutory Auditors and M/s. V Mahesh and Associates, Chennai, Practising Company Secretaries at the meeting.
5. The Chairman also brought to the attention of the Members that the annual report of the Company was sent by soft copy in pursuance of the Circular from SEBI and the MCA guidelines. He further said that there were no adverse qualifications or remarks in the Statutory and Secretarial Audit Report.
6. Thereafter, the Chairman read out his statement to the Member.
7. The Chairman then took up the business mentioned in the notice in seriatim.

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RESOLUTION NO.1/35th AGM-2022
ADOPTION OF ACCOUNTS

Passed as an **Ordinary Resolution** through e-voting:

RESOLVED THAT the audited balance sheet as at 31st March, 2022, the Profit and Loss account of the company for the financial year 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.

The results of the said remote e-voting and e-voting during the Annual General Meeting were as follows:

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 votes	No. of Members	No. of Votes	% of votes	No. of Members	Total No. of votes
168	13609094	99.99	1	43	0.01	Nil	Nil

The resolution was passed with the requisite majority.

RESOLUTION NO.2/35th AGM-2022
DECLARATION OF FINAL DIVIDEND FOR THE YEAR ENDED 31ST MARCH 2022

Passed as an **Ordinary Resolution** through e-voting:

RESOLVED THAT pursuant to the recommendations of the directors, a final dividend of Rs. 20/- per equity share of Rs.10 each i.e. 200% for the financial year ended 31st March, 2022, absorbing a total sum of Rs.30,78,60,400 (inclusive of tax to be deducted at source) 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 4th August 2022 (close of business hours) in case of shares held in electronic and physical form.

The results of the said remote e-voting and e-voting during the Annual General Meeting were as follows:

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 votes	No. of Members	No. of Votes	% of votes	No. of Members	Total No. of votes
169	13611642	99.99	1	43	0.01	Nil	Nil

The resolution was passed with the requisite majority.

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RESOLUTION NO.3/35th AGM-2022**RE-APPOINTMENT OF MR ROHIT GAMBHIR, AS A DIRECTOR LIABLE TO RETIRE BY ROTATION**

Passed as an **Ordinary Resolution** through e-voting:

RESOLVED THAT Mr. Rohit Gambhir, having Director Identification Number 06686250 who retires by rotation and being eligible for re-appointment be and is hereby re-appointed as a Director of the Company.

The results of the said remote e-voting and e-voting during the Annual General Meeting were as follows:

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 votes	No. of Members	No. of Votes	% of votes	No. of Members	Total No. of votes
165	13609308	99.99	4	119	0.01	Nil	nil

The resolution was passed with the requisite majority.

RESOLUTION NO.4/35th AGM-2022**RATIFICATION OF REMUNERATION TO COST AUDITOR**

Passed as an **Ordinary Resolution** through e-voting:

RESOLVED THAT the remuneration of Rs.5,50,000/- (Rupees five lakhs fifty thousand only), in addition to reimbursement of travel and out-of-pocket expenses, payable to M/s. Geeyes & Co., Practising Cost Accountants, Chennai holding Firm Registration No.000044 allotted by the Institute of Cost Accountants of India, who was appointed as Cost Auditor of the Company for the Financial Year ending 31st March 2023 as recommended by the Audit Committee and approved by the Board of Directors at its meeting held on 27th May 2022, in terms of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 be and is hereby ratified.

The results of the said remote e-voting and e-voting during the Annual General Meeting were as follows:

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 votes	No. of Members	No. of Votes	% of votes	No. of Members	Total No. of votes
166	13609369	99.99	3	58	0.01	Nil	Nil

The resolution was passed with the requisite majority.

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RESOLUTION NO.5/35th AGM-2022**APPROVING MATERIAL RELATED PARTY TRANSACTIONS WITH ESAB EUROPE GMBH, SWITZERLAND, RELATED PARTY**

Passed as a **Ordinary Resolution** through e-voting:

RESOLVED THAT pursuant to the provisions of Section 188 and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Company's Policy on Related Party Transactions, consent of the members of the Company be accorded for entering into related party transactions with the above said Related Party in ordinary course of business and at arm's length.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to approve transactions and the terms & conditions with the related party defined under the Act, and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient, or incidental thereto as the Board may at its absolute discretion deem fit, without being required to seek any further consent or approvals of the Members or otherwise to the end and intent that they shall be deemed has given their approval thereto expressly by the authority of this resolution for the purpose of giving effect to this Resolution.

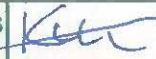
RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers conferred herein, to any one of its directors or Committee of directors with power to further delegate to or any Key Managerial Personnel of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this Resolution.

The results of the said remote e-voting and e-voting during the Annual General Meeting were as follows:

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 votes	No. of Members	No. of Votes	% of votes	No. of Members	Total No. of votes
133	2141191	94.68	33	120276	5.32	Nil	Nil

The resolution was passed with the requisite majority.

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The Chairman enquired with the Company Secretary if there were any queries on the resolutions placed before the shareholders for their approval. The Company Secretary brought to the attention of the Board of Directors the Queries raised by the shareholders in advance through email. He read out the questions to the Board of Directors and these were suitably replied to. The Company also made available a Questions and Answer Panel and many shareholders raised lot of queries on varied subjects including the performance of the Company, competition, new products introduction and its performance through this Panel which were also suitably replied to.

Mr. Rohit Gambhir, Managing Director and Mr. B Mohan, Chief Financial Officer, of the Company answered all the queries raised by the members.

The Company had earlier offered remote e-voting for all the resolutions. The Company had also offered the e-voting for the shareholders at the time of the Annual General Meeting for exercising their voting option from 3.30 p.m. until the conclusion of the Meeting.

Mr. Kevin J Johnson, Chairman of the meeting thanked the shareholders for their participation in the Annual General Meeting and declared the meeting as closed.

CHAIRMAN OF THE MEETING

Chennai

11 August 2022

Date of Entry: 12 August 2022

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