



Form MGT - 13

Combined Report of Scrutinizer (E-voting & Poll)

**[Pursuant to Section 108 & 109 of the Companies Act, 2013 and Rule 21(2) 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 poll papers as per the provisions of Section 108 and 109 of the Companies Act, 2013 in respect of the resolution(s) mentioned in the notice calling Annual General Meeting of the Company:

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 04th August, 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., 31st July, 2015 were entitled to vote on resolutions (item No. 01 to 06) as set out in the 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 <https://www.evoting.nsdl.com> and based on such reports generated

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- iv) The postal ballot papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
- v) After the time fixed for closing of the poll by the Chairman, 1 (One) ballot box kept for polling were locked in my presence with due identification marks placed by me.
- vi) The locked ballot boxes were subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Company (i.e., Integrated Enterprises Limited) and the authorizations / proxies lodged with the Company.
- vii) The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.

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

Item No.1

a) Ordinary Resolution:

To consider and adopt the Balance Sheet as at 31 March 2015 and the Profit and Loss Account for the 15 months period ended on that date together with the Report of Directors and the Auditors thereon

i) Voted In favour of the Resolution:


Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
40	11779893	100%

ii) Voted against the resolution:

Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

iii) Invalid Votes:

Number of members whose votes were declared invalid	Total number of votes cast by them
20	405610

(Handwritten Signature)


Item No.2

b) Ordinary Resolution:

To declare the Dividend.

i) Voted In favour of the Resolution:

Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
40	11779913	100%

ii) Voted against the resolution:

Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

iii) Invalid Votes:

Number of members whose votes were declared invalid	Total number of votes cast by them
23	407441

(Handwritten Signature)



Item No.3**c) Ordinary Resolution:**

To appoint a Director in place of Mr Rohit Gambhir having Director Identification Number 06686250, who retires by rotation and is eligible for re-appointment.

i) Voted In favour of the Resolution:

Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
41	11779894	100%

ii) Voted against the resolution:

Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

iii) Invalid Votes:

Number of members whose votes were declared invalid	Total number of votes cast by them
20	407260



Item No.4

d) To consider and to pass the following resolution as an Ordinary Resolution:

“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-imbusement of out of pocket expenses incurred by them in connection with the audit of Accounts of the Company.”

i) **Voted In favour of the Resolution:**

Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
41	11779894	100%

ii) **Voted against the resolution:**

Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

iii) **Invalid Votes:**

Number of members whose votes were declared invalid	Total number of votes cast by them
20	407260

(Handwritten Signature)
 V. MAHESH & ASSOCIATES
 V. MAHESH
 CP No. 2473
 COMPANY SECRETARY

Item No: 5**e) Resolution for appointment of Cost Auditors:**

“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 financial year ending 31.03.2016 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.”

i) Voted In favour of the Resolution:

Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
41	11779894	100%

ii) Voted against the resolution:

Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

iii) Invalid Votes:

Number of members whose votes were declared invalid	Total number of votes cast by them
20	407260

(Handwritten Signature)

V. MAHESH & ASSOCIATES
V. MAHESH
CP No. 2473
COMPANY SECRETARY

Item No: 6**f) Resolution for re-designation of Mr. Rohit Gambhir as the Managing Director of the Company:**

"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."

i) Voted In favour of the Resolution:

Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
41	11779894	100%

ii) Voted against the resolution:

Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

iii) Invalid Votes:

Number of members whose votes were declared invalid	Total number of votes cast by them
20	407260

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,

CERTIFIED TO BE TRUE

For ESAB INDIA LIMITED

S. Venkatesh

Date: 08.08.2015
Place: Chennai
S. VENKATESH
Company Secretary

For V. Mahesh & Associates

V. Mahesh

V. Mahesh
Practicing Company Secretary

