



RESULTS OF e-VOTING/POLL AT THE 29TH AGM

Notice is hereby given pursuant to the provisions of Section 108 and 109 of the Companies Act, 2013 and Rule 21(2) of the Companies (Management and Administration) Rules, 2014 and other applicable provisions (if any), that the Company had conducted e-Voting/Poll for passing the following Resolutions. The Annual General Meeting was held on 4 August, 2016 at P Obul Reddy Hall, Vani Mahal, 103, G N Road, T Nagar, Chennai – 600 017 at 10:00 am.

Based on the Scrutinizer's report dated 4 August, 2016, the results of the e-Voting/Poll are as under:

Particulars of Resolution	Total No. of votes polled	No. of shares and % of total votes cast in favour		No. of shares and % of total votes cast against	
	No of Shares	No. of shares	% of votes	No. of shares	% of votes
Adoption of Financials for the year ended on 31 March, 2016	11672604	11672524	99.99	80	0.01
Declaration of Dividend	11672604	11672604	100	0	0
Appointment of Director	11672604	11672554	99.99	50	0.01
Ratification of appointment of Statutory Auditors	11672534	11672534	100	0	0
Ratification of Remuneration to Cost Auditor	11672604	11672404	99.99	200	0.01
Payment of commission to Non-Executive Directors	11672604	11672554	99.99	50	0.01

The above resolutions have been passed with REQUISITE MAJORITY.

By order of the Board
For ESAB India Ltd.

S. Venkatakrishnan
Company Secretary

Chennai
5 August, 2016



FORM MGT - 13

COMBINED REPORT OF SCRUTINIZER (E-VOTING & POLL)

[Pursuant to Section 108 & 109 of the Companies Act, 2013 read along with rule 20 of Companies (Management and Administration) Amendment Rules, 2015 and Rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman of the 29th Annual General Meeting
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 e-Voting and Demand for poll

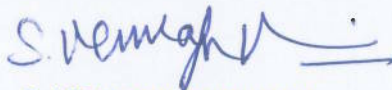
I, V. Mahesh, Practicing Company Secretary of M/s. V. Mahesh & Associates, have been appointed by the Board of Directors of M/s. ESAB India Limited as a Scrutinizer for the purpose of scrutinizing the e-voting process and to receive, scrutinise the polling process at the meeting through ballot papers as per the provisions of Section 108 and Section 109 of the Companies Act, 2013 read along with the respective rules for the resolutions mentioned in the notice calling the 29th Annual General Meeting held on Thursday, the 04th day of August 2016 at 10.00A.M.

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

- i) The e-voting period was open from Monday, 01st August, 2016 (09.00 A.M) to Wednesday the 03rd August 2016 (05.00 P.M). We further confirm that e-voting facility was closed at 05.00 P.M on 03rd August 2016.
- ii) The Members of the Company as on the "**Cut-off date and the Record Date**" (27th day of July, 2016) were entitled to vote on resolutions as set out in the notice.
- iii) All the ballot papers were found to be in order.
- iv) Thereafter the details containing the list of Equity Shareholders, who voted "for", or "against" each of the resolutions were generated from the website of e-voting agency (NSDL) i.e., <https://www.evoting.nsdl.com> and based on the information generated, the result of the e-voting are as under:

CERTIFIED TO BE TRUE

For ESAB INDIA LIMITED



S. VENKATAKRISHNAN
Company Secretary



Ordinary Business

Item No.1

Ordinary Resolution:

To consider and adopt the Balance Sheet as at 31 March 2016 and the Profit and Loss Account for financial year ended on that date together with the Reports of Directors and the Auditors thereon.

Voted in favour of the resolution:

Number of Members voted	Number of Votes cast by them	% of total number of valid votes cast
53	11672524	99.99

Voted against the resolution:

Number of Members voted	Number of Votes cast by them	% of total number of valid votes cast
1	80	0.01

Invalid Votes:

Number of Members whose votes were declared invalid	Total number of votes cast by them
	NIL

CERTIFIED TO BE TRUE

Item No.2

Ordinary Resolution:

To declare dividend.

Voted in favour of the resolution:

Number of Members voted	Number of Votes cast by them	% of total number of valid votes cast
54	11672604	100

Voted against the resolution:

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

Invalid Votes:

Number of Members whose votes were declared invalid	Total number of votes cast by them
	NIL



Item No.3**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.

Voted in favour of the resolution:

Number of Members voted	Number of Votes cast by them	% of total number of valid votes cast
53	11672554	99.99

Voted against the resolution:

Number of Members voted	Number of Votes cast by them	% of total number of valid votes cast
1	50	0.01

Invalid Votes:

Number of Members whose votes were declared invalid	Total number of votes cast by them
	NIL



Item No.4

Ordinary Resolution:

“RESOLVED THAT in terms of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) read with the Rules (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the appointment of M/s. S.R.Batlboi & Associates, LLP, Chartered Accountants, (Firm Registration No. 101049W/E300004), as Statutory Auditors of the Company from the conclusion of this Annual General Meeting upto the conclusion of the Thirtieth Annual General Meeting, being the Second consecutive year out of their term of five consecutive years approved at the Twenty Eighth Annual General Meeting on such remuneration as shall be fixed by the Board of Directors of the Company be and is hereby ratified.”

Voted in favour of the resolution:

Number of Members voted	Number of Votes cast by them	% of total number of valid votes cast
53	11672534	100

Voted against the resolution:

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

Invalid Votes:

Number of Members whose votes were declared invalid	Total number of votes cast by them
NIL	



Special Business

Item No.5

Ordinary Resolution:

“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 31.03.2017 as recommended by the Audit Committee and approved by the Board of Directors at its meeting held on 19 May, 2016 in terms of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 be and is hereby ratified.”

Voted in favour of the resolution:

Number of Members voted	Number of Votes cast by them	% of total number of valid votes cast
53	1104	99.99

Voted against the resolution:

Number of Members voted	Number of Votes cast by them	% of total number of valid votes cast
1	200	0.01

Invalid Votes:

Number of Members whose votes were declared invalid	Total number of votes cast by them
	NIL



Item No.6

Special Resolution:

“**RESOLVED THAT** in terms of Regulation 17(6) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 or any other applicable provisions of the SEBI Regulations and pursuant to the provisions of Section 197 (4) & (6) and other applicable provisions, if any, of the Companies Act, 2013, consent of the Company be and is hereby accorded to the payment of remuneration by way of Commission not exceeding 1% of the net profits of the Company for a period of five financial years commencing from 1 April, 2016 to 31 March, 2021 to Directors (other than Directors not resident in India but including Alternate Directors who are resident in India) who are not in the wholetime employment of the Company.”

Voted in favour of the resolution:

Number of Members voted	Number of Votes cast by them	% of total number of valid votes cast
53	11672554	99.99

Voted against the resolution:

Number of Members voted	Number of Votes cast by them	% of total number of valid votes cast
1	50	0.01

Invalid Votes:

Number of Members whose votes were declared invalid	Total number of votes cast by them
NIL	

For V. Mahesh & Associates



V. Mahesh 04/8/16
Practicing Company Secretary