

HEAD AT _____ ON _____ TIME _____

PROCEEDINGS OF THE THIRTY THIRD ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF ESAB INDIA LIMITED HELD ON FRIDAY THE 28 AUGUST, 2020, THROUGH VIDEO CONFERENCING / OTHER AUDIO VISUAL MEANS AT 9.00 A.M.

TIME OF COMMENCEMENT : 9.00 A.M.

TIME OF CONCLUSION : 9.33 A.M.

PRESENT ON VIDEO :	Mr Scott Allen Grisham,	Chairman
	Mr K Vaidyanathan,	Independent Director
	Mr Rohit Gambhir,	Managing Director
	Mr Vikram Tandon,	Independent Director
	Mr Sudhir Chand,	Independent Director
	Ms. Sabitha Rao,	Independent Director
	Mr S.Venkatakrishnan,	Company Secretary
	Mr B.Mohan,	Chief Financial Officer

48 Members representing 1,14,40,272 equity shares were present through video conferencing mode at the meeting.

Mr S Venkatakrishnan, Company Secretary welcomed the shareholders to the 33rd 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 Scott A Grisham, Chairman attended the meeting from Utah, 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 New Delhi, Mr Sudhir Chand and Mrs. Sabitha Rao, Independent Directors attended the meeting from Kolkata and Chennai respectively. Mr Rohit Gambhir, Managing Director, Mr B Mohan, Chief Financial Officer and Mr S Venkatakrishnan, Company Secretary joined on video conferencing from Chennai.

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

Mr S Venkatakrishnan, 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 25 August, 2020 and was closed at 5.00 p.m. on 27 August, 2020. He further said that the e-voting platform was opened during the course of the conduct of the Annual General Meeting from 9.00 a.m. up to 11.00 a.m. 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.

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Mr S Venkatakrisnan, Company Secretary then requested the Chairman of the Board Mr. Scott Allen Grisham, to conduct 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, 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 the queries, if any, from the shareholders would be answered by himself and the Chairman of the Audit, Nomination & Remuneration Committee of the Board, 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 Mr. 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 the report of the Statutory Auditor and the Secretarial Auditor were unqualified and had no adverse qualifications or remarks in their respective reports.
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.

RESOLUTION NO.1/33rd AGM-2020
ADOPTION OF ACCOUNTS

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

RESOLVED THAT the audited balance sheet as at 31 March, 2020, 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 Mem bers	No. of Votes	% of votes	No. of Memb ers	Total No. of votes
94	1,34,77,614	99.99	3	102	0.01	Nil	Nil

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The resolution was passed with the requisite majority.

RESOLUTION NO.2/33rd AGM-2020

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 Mem bers	No. of Votes	% of votes	No. of Memb ers	Total No. of votes
91	1,34,77,379	99.99	6	337	0.01	Nil	Nil

The resolution was passed with the requisite majority.

RESOLUTION NO.3/33rd AGM-2020

RE-APPOINTMENT OF M/S. S R BATLIBOI & ASSOCIATES, AS STATUTORY AUDITORS FOR A PERIOD OF FOUR YEARS FROM THE FINANCIAL YEAR 2020-2021 TO 2023-2024

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

RESOLVED THAT pursuant to the provisions of Section 139,142 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with the Companies (Audit and Auditors) Rules, 2014, (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 / E300004), be and are hereby re-appointed as Statutory Auditors of the Company from the conclusion of this meeting to hold such office till the conclusion of Thirty Seventh Annual General Meeting to be held in 2024, at a remuneration plus taxes and levies, as applicable and reimbursement of out-of-pocket expenses incurred, payable in one or more installments, as may be duly recommended by the Audit Committee and approved by the Board of Directors from time to time to conduct the statutory audit from the financial year 2020-2021 up to and including the financial year 2023-2024.

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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 Mem bers	No. of Votes	% of votes	No. of Memb ers	Total No. of votes
92	1,34,77,530	99.99	4	107	0.01	Nil	Nil

The resolution was passed with the requisite majority.

RESOLUTION NO.4/33rd AGM-2020

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 31.3.2021 as recommended by the Audit Committee and approved by the Board of Directors at its meeting held on 24 June, 2020, 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 Mem bers	No. of Votes	% of votes	No. of Memb ers	Total No. of votes
92	1,34,77,599	99.99	5	117	0.01	Nil	Nil

The resolution was passed with the requisite majority.

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 many queries through this Panel which were also suitably replied to.

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Mr Rohit Gambhir, Managing Director and Mr B Mohan, Chief Financial Officer, 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 9.00 hrs. to 11.00 hrs.

Mr. Scott Grisham, 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

28 August, 2020

Date of Entry : 28 August, 2020



Scott Grisham

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