

HELD AT \_\_\_\_\_

ON \_\_\_\_\_

TIME \_\_\_\_\_

**PROCEEDINGS OF THE TWENTY SIXTH ANNUAL GENERAL MEETING  
OF THE SHAREHOLDERS OF ESAB INDIA LIMITED HELD ON  
THURSDAY THE 25 APRIL 2013, AT THE THYAGA BRAHMA GANA  
SABHA HALL, VANI MAHAL, 103 G N ROAD, T. NAGAR, CHENNAI 600  
017 AT 3.00 P.M.**

**PRESENT :**

Mr Daniel A Pryor,	Chairman of the Board
Mr Jiri Kula,	Managing Director
Mr Ken D Konopa,	Director
Mr K Vaidyanathan,	Director
Mr P Mallick,	Director
Mr V Tandon,	Director
Mr S Chand,	Director

98 Members in person representing 11378266 equity shares;

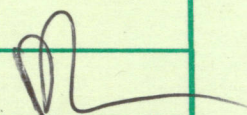
And

88 Members by proxies representing 92485 equity shares.

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 notice convening the 26<sup>th</sup> Annual General Meeting together with the explanatory statement was taken as read with the unanimous consent of the Members present.
3. The Chairman introduced the other members of the Board who were present at the meeting to the Members.
4. The Chairman requested Mr S Venkatakrishnan, Company Secretary, to read out the Auditors' report. The Company Secretary read out the Auditor/s Report dated 18 February, 2013 to the Members. The annexure to the auditors' report was taken as read with the unanimous consent of the Members present.
5. Thereafter, the Chairman read out his statement to the Members, copies of which were distributed to the Members present at the Meeting.
6. The Chairman then took up the business mentioned in the notice in seriatim.

CHAIRMAN'S  
INITIALS





HELD AT \_\_\_\_\_ ON \_\_\_\_\_ TIME \_\_\_\_\_

1. 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 December 2012 and the Profit and Loss account of the company for the year ended on that date, together with the Directors' Report and the Auditors' Report thereon as presented to the meeting be and the same are hereby approved and adopted.

Mr K S Ganesh (DP & Client ID IN 302902 48956603), a member, seconded the resolution.

Chairman invited the members who desired additional information / clarification on the accounts and operations of the Company, to come forward with their questions. Thereafter, some of the members sought clarifications, raised queries on the financials and spoke on other related issues.

Mr Daniel A Pryor, Chairman of the Board and Mr K Vaidyanathan, Chairman of Audit Committee answered the queries raised by the members.

The resolution was then put to vote on a show of hands. Mr Ramalingam Vidyasankar, (DP & Client ID 1204470005731511) and Mr S Padmanabhan, (DP & Client ID IN301774 10308922), Members voted against the resolution. The Chairman declared the resolution as passed with requisite majority.

2. APPROVING THE DIVIDEND FOR THE YEAR ENDED 31 DECEMBER 2012

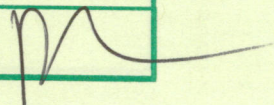
Mr R S Raghavan (DP & Client ID IN30154919588599) a member proposed the following resolution as an ordinary resolution:

**RESOLVED THAT** pursuant to the recommendations of the directors, a dividend of 75% for the financial year ended 31 December 2012 amounting to Rs.7.50 per share of Rs.10/- each, absorbing a sum of Rs.134.1 million 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 25 April 2013 (close of business hours) in case of shares held in electronic form and as on 13 April 2009 in respect of shares held in physical form.

Mr R Sanjaya Parida (DP & Client ID IN30290247619194) a member, seconded the resolution.

The resolution was then put to vote on a show of hands. Mr Ramalingam Vidyasankar, (DP & Client ID 1204470005731511) and Mr S Padmanabhan, (DP & Client ID IN301774 10308922), Members, chose to remain neutral to the resolution. The Chairman declared the resolution as passed with requisite majority.

CHAIRMAN'S  
INITIALS





HELD AT \_\_\_\_\_

ON \_\_\_\_\_

TIME \_\_\_\_\_

**3. RE-APPOINTMENT OF MR VIKRAM TANDON, AS A DIRECTOR**

Mr V Venkateswaran, (DP & Client ID IN301313 21465437) a Member, proposed the following resolution as an ordinary resolution:

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

Mr R Sivaraman, (DP & Client ID IN300484 13847606) a Member, seconded the same.

The resolution was then put to vote on a show of hands. Mr Ramalingam Vidyasankar, (DP & Client ID 1204470005731511) and Mr S Padmanabhan, (DP & Client ID IN301774 10308922), Members voted against the resolution. The Chairman declared the resolution as passed with requisite majority.

**4. RE-APPOINTMENT OF MR SUDHIR CHAND, AS A DIRECTOR**

Mr R Giridhara Gopalan, (DP & Client ID IN302269 10925610) a Member, proposed the following resolution as an ordinary resolution:

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

Mr R Srinivasa Raghavan, (DP & Client ID IN301549 19588599) a Member, seconded the same.

The resolution was then put to vote on a show of hands. Mr Ramalingam Vidyasankar, (DP & Client ID 1204470005731511) and Mr S Padmanabhan, (DP & Client ID IN301774 10308922), Members voted against the resolution. The Chairman declared the resolution as passed with requisite majority.

**5. RE-APPOINTMENT OF STATUTORY AUDITORS**

Mr S Venkatakrishnan, representing Exelvia Group India BV (DP & client ID IN 301330 20202153) a Member, proposed the following resolution as an ordinary resolution :

**RESOLVED THAT** the retiring auditors M/s. B S R & Co., Chartered Accountants, Chennai, be and are hereby re-appointed as auditors of this Company to hold office from the conclusion of this meeting till the conclusion of the next Annual General Meeting of the Company on such remuneration as may be fixed in this behalf by the Board of Directors of the Company.

Mr N V Raman, (DP & Client ID IN301549 17890771), a Member seconded the same.

CHAIRMAN'S INITIALS	
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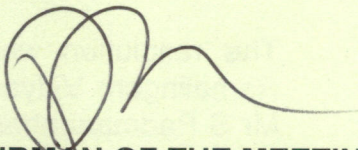


HELD AT \_\_\_\_\_ ON \_\_\_\_\_ TIME \_\_\_\_\_

The resolution was then put to vote on a show of hands. Mr Ramalingam Vidyasankar, (DP & Client ID 1204470005731511) and Mr S Padmanabhan, (DP & Client ID IN301774 10308922), Members voted against the resolution. The Chairman declared the resolution as passed with 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.

Chennai



CHAIRMAN OF THE MEETING

25 April, 2013

CHAIRMAN'S INITIALS	
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