

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

**PROCEEDINGS OF THE TWENTY SEVENTH ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF ESAB INDIA LIMITED HELD ON FRIDAY THE 25 APRIL 2014, AT THE THYAGA BRAHMA GANA SABHA HALL, VANI MAHAL, 103 G N ROAD, T. NAGAR, CHENNAI 600 017 AT 9.30 A.M.**

**PRESENT :**

Mr Daniel A Pryor, Chairman of the Board

Mr Rohit Gambhir, Executive Director & Chief Executive

Mr K Vaidyanathan, Director

Mr P Mallick, Director

Mr V Tandon, Director

Mr S Chand, Director

Mr S N Talwar, Director

116 Members in person representing 1,13,80,196 equity shares;

And

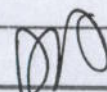
74 Members by proxies representing 89 equity shares.

Were present at the meeting.

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 27<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 19 February, 2014 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





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**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 2013 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 S Nageswaran (DP & Client ID IN 301313 21590456), 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. Some of the members had also sent their queries through email addressed to the Chairman.

Mr Daniel A Pryor, Chairman of the Board and Mr K Vaidyanathan, Chairman of Audit Committee answered all the queries raised by the members who attended in person and the queries raised through email.

The resolution was then put to vote on a show of hands. Mr Ramalingam Vidyasankar, (DP & Client ID 1204470005731511) Mr S Padmanabhan, (DP & Client ID IN301774 10308922), Mr Subramanian N, (DP & Client ID IN300441 10393995), 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, 2013**

Mr P K Saravanan (DP & Client ID IN 300484 17888210) a member proposed the following resolution as an ordinary resolution:

**RESOLVED THAT** pursuant to the recommendations of the directors, a dividend of 10% for the financial year ended 31 December 2013 i.e. Re.1 per share of Rs.10/- each, absorbing a total sum of Rs.1,78,90,537 (inclusive of dividend distribution tax) 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 2014 (close of business hours) in case of shares held in electronic form and 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) Mr S Padmanabhan, (DP & Client ID IN301774 10308922), Mr Subramanian N, (DP & Client ID IN300441 10393995), Members voted against the resolution. The Chairman declared the resolution as passed with requisite majority.

CHAIRMAN'S  
INITIALS



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**3. RE-APPOINTMENT OF MR K VAIDYANATHAN, AS A DIRECTOR**

Mr R Giridharagopalan, (DP & Client ID IN 302269 10925610) a Member, proposed the following resolution as an ordinary resolution:

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

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

The resolution was then put to vote on a show of hands. Mr Ramalingam Vidyasankar, (DP & Client ID 1204470005731511) Mr S Padmanabhan, (DP & Client ID IN301774 10308922), Mr Subramanian N, (DP & Client ID IN300441 10393995), Members voted against the resolution. The Chairman declared the resolution as passed with requisite majority.

**4. RE-APPOINTMENT OF MR P MALICK, AS A DIRECTOR**

Mr K Sriram, (DP & Client ID IN300126 10041359) a Member, proposed the following resolution as an ordinary resolution:

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

Mr D Senthilkumar, (DP & Client ID IN301549 33240080) a Member, seconded the same.

The resolution was then put to vote on a show of hands. Mr Ramalingam Vidyasankar, (DP & Client ID 1204470005731511) Mr S Padmanabhan, (DP & Client ID IN301774 10308922), Mr Subramanian N, (DP & Client ID IN300441 10393995), Members voted against the resolution. The Chairman declared the resolution as passed with requisite majority.

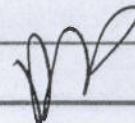
**5. APPOINTMENT OF STATUTORY AUDITORS**

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** M/s. S R Batliboi & Associates LLP, 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 V Venkateswaran, (DP & Client ID IN301313 21465437), a Member seconded the same.

The resolution was then put to vote on a show of hands. The Chairman declared the resolution as passed unanimously.

CHAIRMAN'S  
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**6. APPOINTMENT OF MR ROHIT GAMBHIR, AS A DIRECTOR**

Mr A Vadivel (DP & Client ID IN300484 17835644), a member, proposed, the following resolution as an ordinary resolution:

RESOLVED THAT Mr Rohit Gambhir, who was appointed as an additional director and holds office up to the date of this annual general meeting as per the provisions of the Companies Act, 1956, be and is hereby appointed as Director of the Company, liable to retire by rotation.

Mr Sankaran Ramakrishnan (Folio S01139), a member, seconded the same.

The resolution was then put to vote on a show of hands. Mr Ramalingam Vidyasankar, (DP & Client ID 1204470005731511) Mr S Padmanabhan, (DP & Client ID IN301774 10308922), Mr Subramanian N, (DP & Client ID IN300441 10393995), Members voted against the resolution. The Chairman declared the resolution as passed with requisite majority.

**7. APPOINTMENT OF MR ROHIT GAMBHIR AS EXECUTIVE DIRECTOR & CHIEF EXECUTIVE**

Suresh N Talwar (DP & Client ID IN300126 10882621), a member, proposed, the following resolution as an ordinary resolution:

RESOLVED that pursuant to the provisions of Sections 198, 269 and 309 read with Schedule XIII and such other applicable provisions of the Companies Act, 1956 approval of the members of the Company be and is hereby accorded to the appointment of Mr. Rohit Gambhir as the Executive Director & Chief Executive, of the Company for a period of five years with effect from 1 November, 2013 on the following terms and conditions:

**i. Remuneration:**

Mr. Rohit Gambhir shall be paid remuneration by way of salary, perquisites and other allowances and benefits, any or more than one of them as may be recommended by the Nomination and Remuneration Committee and approved by the Board, in accordance with Sections 198, 269, 309, 310, 349, Schedule XIII and other applicable provisions of the Companies Act, 1956, read with Section 197, 203 and Schedule V of the Companies Act, 2013, within an overall ceiling limit not exceeding **Rs.20,000,000/-** (Rupees two crores only).

**ii. Commission/Bonus:**

Performance based bonus will be in accordance with the Group's scheme applicable to senior executives. This would be a variable component. This shall be based on such percentage of the net profits of the Company or such other quantum as may be approved by the Board of Directors, at its absolute discretion, for each financial year computed in the manner provided under Sections 198, 309, 349 of the Companies Act, 1956 subject to a maximum of **30%** of gross annual salary during the tenure of services i.e. **Rs.3,905,680/-** within the overall ceiling limit of Rs 20,000,000/- (Rupees Two crores only).

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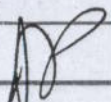
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**iii. Perquisites:**

1. Mr Rohit Gambhir will be eligible for gratuity as applicable to other officers of the Company.
2. Mr Rohit Gambhir and family, subject to a maximum of 6 members, will be covered under Mediclaim policy for a total coverage of Rs.900,000 @ Rs.150,000 per person per annum.
3. Mr Rohit Gambhir will be eligible for a company owned car as per company's policy applicable from time to time.
4. Car provided to Mr Rohit Gambhir will be run and maintained by the company and therefore, fuel and maintenance cost will be at actuals, as may be approved by the Board of Directors from time to time.
5. Leave Travel allowance for Mr Rohit Gambhir and his family, which shall include spouse, dependent children and parents, as per the Company's policy as applicable from time to time and as may be approved by the Board of Directors.
6. Medical reimbursement: The Company shall reimburse the medical expenses for the Executive Director & Chief Executive and family, which shall include spouse, dependent children and parents, at actuals, subject to a maximum ceiling of Rs.72,000/- per annum.
7. Telephone & Data Card: The Company shall provide a home telephone, a mobile phone and a Data card for official use and reimburse expenses, at actuals.
8. Leave: The Executive Director & Chief Executive shall be entitled for Leave entitlement and encashment as per the rules of the Company.
9. Club Membership: Payment of club fees for one club and all actual entertainment expenses at the club reasonably incurred in or about the business of the company shall be reimbursed.
10. The Company's contribution to provident fund not exceeding such percentage of the salary as may be fixed by the Central Government from time to time and superannuation fund as per the rules of the Company as may be applicable from time to time.
11. The Executive Director & Chief Executive shall be entitled to reimbursement of all actual expenses, including on entertainment and travelling incurred by him in the course of the Company's business in line with the Company's Global/Domestic Travel Policy.
12. The Executive Director & Chief Executive shall also be eligible for any other allowances / benefits / perquisites, as per the rules made applicable to the Senior Executives of the Company, and/or which may become applicable in the future and/or any other allowance, perquisites as the Board may from time to time decide.

**iv. Revision in remuneration:**

The Board of Directors of the Company, subject to the recommendation of the Nomination & Remuneration Committee, may revise the remuneration payable to the Executive Director & Chief

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Executive, in any financial year during the currency of the present tenure of office, in such manner as agreed to between the Board of Directors and the Executive Director & Chief Executive subject to the condition that the remuneration by way of salary, perquisites, performance bonus / incentive and other allowances, shall not exceed such percentage of net profits of the Company as prescribed under Schedule XIII of the Companies Act, 1956 read with Schedule V of the Companies Act, 2013.

v. **Minimum Remuneration**

In the event of any loss or inadequacy of profits for any financial year, the Board of Directors subject to the recommendation of Nomination & Remuneration Committee, shall revise the remuneration payable to the Executive Director & Chief Executive, during such financial year, in such manner as agreed to between the said committee and the Executive Director & Chief Executive and within the limits prescribed in this behalf under Schedule XIII of the Companies Act, 1956 read with Schedule V of the Companies Act, 2013.

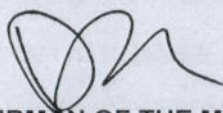
vi. **Other terms:**

1. The Executive Director & Chief Executive so long as he functions as such, shall not be paid any sitting fees for attending the meetings of the Board of Directors or committees thereof.
2. The Company and the Executive Director & Chief Executive shall have the right to terminate the said appointment at any time with prior notice of three-months before the employment period originally agreed upon is concluded.
3. The Executive Director & Chief Executive shall carry out such duties as may be entrusted to him by the Board of Directors from time to time.
4. The Executive Director & Chief Executive shall exercise such powers as envisaged in the Articles of Association, subject to the approvals from the Board of Directors and such other powers as may be delegated from time to time by the Board of Directors.

Mr S Nageswaran (DP Id 301313 Client Id21590456) a member, seconded the same.

The resolution was then put to vote on a show of hands. Mr Ramalingam Vidyasankar, (DP & Client ID 1204470005731511) Mr S Padmanabhan, (DP & Client ID IN301774 10308922), Mr Subramanian N, (DP & Client ID IN300441, 10393995), 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.



CHAIRMAN OF THE MEETING

Chennai  
25 April, 2014

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| CHAIRMAN'S<br>INITIALS |  |
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