

# FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



## Annual Return (other than OPCs and Small Companies)

Form language ☒ English ☐ Hindi

Refer the instruction kit for filing the form.

### I. REGISTRATION AND OTHER DETAILS

(i) \* Corporate Identification Number (CIN) of the company

L29299TN1987PLC058738

Pre-fill

Global Location Number (GLN) of the company

\* Permanent Account Number (PAN) of the company

AAACE0861G

(ii) (a) Name of the company

ESAB INDIA LIMITED

(b) Registered office address

PLOT NO.13, 3RD MAIN ROAD  
INDUSTRIAL ESTATE AMBATTUR  
CHENNAI  
Tamil Nadu  
600058

(c) \*e-mail ID of the company

balaji.g@esab.co.in

(d) \*Telephone number with STD code

04442281100

(e) Website

www.esabindia.com

(iii) Date of Incorporation

10/11/1987

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital

☒ Yes

☐ No

(vi) \*Whether shares listed on recognized Stock Exchange(s)

☒ Yes

☐ No

(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	BSE India Limited	1
2	National Stock Exchange of India Limited	1,024

(b) CIN of the Registrar and Transfer Agent

U74900TN2015PTC101466

Pre-fill

Name of the Registrar and Transfer Agent

INTEGRATED REGISTRY MANAGEMENT SERVICES PRIVATE LIMITED

Registered office address of the Registrar and Transfer Agents

2nd Floor Kences Towers ,1 Ramakrishna Street  
North Usman Road T Nagar

(vii) \*Financial year From date 01/04/2022 (DD/MM/YYYY) To date 31/03/2023 (DD/MM/YYYY)

(viii) \*Whether Annual general meeting (AGM) held ☒ Yes ☐ No

(a) If yes, date of AGM

10/08/2023

(b) Due date of AGM

30/09/2023

(c) Whether any extension for AGM granted

☐ Yes ☒ No

## II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

\*Number of business activities

1

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	C	Manufacturing	C7	Metal and metal products	100

## III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

\*No. of Companies for which information is to be given

2

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	ESAB Holdings Limited		Holding	37.31
2	Exelvia Group India B V		Holding	36.41

## IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

### (i) \*SHARE CAPITAL

#### (a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	22,000,000	15,393,020	15,393,020	15,393,020
Total amount of equity shares (in Rupees)	220,000,000	153,930,200	153,930,200	153,930,200

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Equity				
Number of equity shares	22,000,000	15,393,020	15,393,020	15,393,020
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	220,000,000	153,930,200	153,930,200	153,930,200

#### (b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	0	0	0	0
Total amount of preference shares (in rupees)	0	0	0	0

Number of classes

0

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares				
Nominal value per share (in rupees)				
Total amount of preference shares (in rupees)				

#### (c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

#### (d) Break-up of paid-up share capital

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
Equity shares	Physical	DEMAT	Total			

<b>At the beginning of the year</b>	142,681	15,250,339	15393020	153,930,200	153,930,200	
<b>Increase during the year</b>	0	18,086	18086	0	0	0
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0
v. ESOPs	0	0	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify DEMATERIALED	0	18,086	18086			
<b>Decrease during the year</b>	18,086	0	18086	0	0	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify DEMATERIALED	18,086	0	18086			
<b>At the end of the year</b>	124,595	15,268,425	15393020	153,930,200	153,930,200	
<b>Preference shares</b>						
<b>At the beginning of the year</b>	0	0	0	0	0	
<b>Increase during the year</b>	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify						
<b>Decrease during the year</b>	0	0	0	0	0	0

i. Redemption of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
At the end of the year	0	0	0	0	0	

ISIN of the equity shares of the company

INE284A01012

(ii) Details of stock split/consolidation during the year (for each class of shares)

0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) \*

☐ Nil

[Details being provided in a CD/Digital Media]

☐

Yes

☒

No

☐

Not Applicable

Separate sheet attached for details of transfers

☒

Yes

☐

No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting		
Date of registration of transfer (Date Month Year)		
Type of transfer		1 - Equity, 2- Preference Shares, 3 - Debentures, 4 - Stock

Number of Shares/ Debentures/ Units Transferred			Amount per Share/ Debenture/Unit (in Rs.)		
Ledger Folio of Transferor					
Transferor's Name					
	Surname		middle name		first name
Ledger Folio of Transferee					
Transferee's Name					
	Surname		middle name		first name

Date of registration of transfer (Date Month Year)						
Type of transfer		1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock				
Number of Shares/ Debentures/ Units Transferred			Amount per Share/ Debenture/Unit (in Rs.)			
Ledger Folio of Transferor						
Transferor's Name						
	Surname		middle name		first name	
Ledger Folio of Transferee						
Transferee's Name						
	Surname		middle name		first name	

**(iv) \*Debentures (Outstanding as at the end of financial year)**

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0

Particulars	Number of units	Nominal value per unit	Total value
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
<b>Total</b>			0

**Details of debentures**

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
<b>Non-convertible debentures</b>	0	0	0	0
<b>Partly convertible debentures</b>	0	0	0	0
<b>Fully convertible debentures</b>	0	0	0	0

**(v) Securities (other than shares and debentures)**

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
<b>Total</b>					

**V. \*Turnover and net worth of the company (as defined in the Companies Act, 2013)**

**(i) Turnover**

10,908,000,000

**(ii) Net worth of the Company**

2,602,700,000

**VI. (a) \*SHARE HOLDING PATTERN - Promoters**

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	0	0	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	

	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	0	0	0	
10.	Others Foreign body corporates	11,347,960	73.72	0	
	<b>Total</b>	11,347,960	73.72	0	0

**Total number of shareholders (promoters)**

2

**(b) \*SHARE HOLDING PATTERN - Public/Other than promoters**

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	1,538,252	9.99	0	
	(ii) Non-resident Indian (NRI)	61,067	0.4	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	1,873	0.01	0	
4.	Banks	682	0	0	
5.	Financial institutions	25,200	0.16	0	

6.	Foreign institutional investors	126,566	0.82	0	
7.	Mutual funds	2,033,785	13.21	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	56,141	0.36	0	
10.	Others IEPF	201,494	1.31	0	
	<b>Total</b>	4,045,060	26.26	0	0

**Total number of shareholders (other than promoters)**

18,039

**Total number of shareholders (Promoters+Public/  
Other than promoters)**

18,041

**(c) \*Details of Foreign institutional investors' (FIIs) holding shares of the company**

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held

## **VII. \*NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS (Details, Promoters, Members (other than promoters), Debenture holders)**

Details	At the beginning of the year	At the end of the year
Promoters	2	2
Members (other than promoters)	14,842	18,039
Debenture holders	0	0

## **VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

**(A) \*Composition of Board of Directors**

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
<b>A. Promoter</b>	0	1	0	1	0	0
<b>B. Non-Promoter</b>	1	4	1	4	0	0
(i) Non-Independent	1	0	1	0	0	0
(ii) Independent	0	4	0	4	0	0

<b>C. Nominee Directors representing</b>	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	1	5	1	5	0	0

**Number of Directors and Key managerial personnel (who is not director) as on the financial year end date**

8

**(B) (i) \*Details of directors and Key managerial personnel as on the closure of financial year**

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
Kevin Johnson	09147729	Nominee director	0	
Rohit Gambhir	06686250	Managing Director	0	
Sudhir Chand	01385201	Director	0	01/06/2023
K.Vaidyanathan	00063692	Director	0	
Vikram Krishanlal Tandon	01727251	Director	0	
Cauvery Dharmaraj	02917088	Additional director	0	
B. Mohan	AEYPM0517L	CFO	0	
G Balaji	AKZPB0417D	Company Secretary	0	

**(ii) Particulars of change in director(s) and Key managerial personnel during the year**

2

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
Cauvery Dharmaraj	02917088	Additional director	23/03/2023	Appointment
Sabitha Rao	06908122	Director	31/12/2022	Cessation

**IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS**

**A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS**

Number of meetings held

1

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Annual General Meeting	11/08/2022	18,015	57	0.32

**B. BOARD MEETINGS**

\*Number of meetings held

5

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	27/05/2022	6	6	100
2	12/08/2022	6	6	100
3	11/11/2022	6	5	83.33
4	10/02/2023	5	5	100
5	23/03/2023	6	5	83.33

**C. COMMITTEE MEETINGS**

Number of meetings held

13

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee	27/05/2022	4	4	100
2	Audit Committee	12/08/2022	4	4	100
3	Audit Committee	11/11/2022	4	4	100
4	Audit Committee	10/02/2023	4	4	100
5	Nomination and Remuneration Committee	23/03/2023	4	3	75
6	Corporate Social Responsibility Committee	27/05/2022	3	3	100
7	Stakeholders Forum	27/05/2022	4	4	100
8	Stakeholders Forum	12/08/2022	4	4	100
9	Stakeholders Forum	11/11/2022	4	4	100
10	Stakeholders Forum	10/02/2023	4	4	100

**D. \*ATTENDANCE OF DIRECTORS**

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	10/08/2023
								(Y/N/NA)
1	Kevin Johnsor	5	5	100	13	13	100	Yes
2	Rohit Gambhir	5	5	100	8	8	100	Yes
3	Sudhir Chand	5	5	100	11	11	100	Yes
4	K.Vaidyanatha	5	5	100	5	5	100	Yes
5	Vikram Krishna	5	5	100	8	8	100	Yes
6	Cauvery Dhan	0	0	0	0	0	0	Yes

**X. \*REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**
☐ Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

1

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Rohit Gambhir	Managing Direct	21,389,338	5,309,345	0	398,448	27,097,131
	Total		21,389,338	5,309,345	0	398,448	27,097,131

Number of CEO, CFO and Company secretary whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	B Mohan	CFO	11,386,925	2,417,946	0	486,000	14,290,871
2	G Balaji	Company Secre	2,924,146	200,000	0	165,600	3,289,746
	Total		14,311,071	2,617,946	0	651,600	17,580,617

Number of other directors whose remuneration details to be entered

4

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	K Vaidyanathan	Independent Dir	0	858,500	0	269,500	1,128,000
2	Vikram Tandon	Independent Dir	0	786,500	0	265,000	1,051,500

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
3	Sudhir Chand	Independent Dir	0	786,500	0	338,500	1,125,000
4	Sabitha Rao	Independent Dir	0	786,500	0	73,500	860,000
	Total		0	3,218,000	0	946,500	4,164,500

#### XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

\* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year ☐ Yes ☒ No

B. If No, give reasons/observations

The Company could not maintain the composition of CSR Committee as per the Companies Act 2013 due to sudden demise of Sabitha Rao on 31st December 2022 who was the past member of the Board and chairperson of the CSR Committee. The company had appointed Ms. Cauvery Dharmarai on 23rd

#### XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS ☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES ☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

#### XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

☒ Yes ☐ No

#### XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

V Mahesh

Whether associate or fellow

☐ Associate ☒ Fellow

Certificate of practice number

2473

**I/We certify that:**

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
- (b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

**Declaration**

I am Authorised by the Board of Directors of the company vide resolution no. ...  dated

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
2. All the required attachments have been completely and legibly attached to this form.

**Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.**

**To be digitally signed by**

Director

ROHIT  
GAMBHIR

DIN of the director

**To be digitally signed by**

GANESHSI  
NGH  
BALAJI

- ☒ Company Secretary
- ☐ Company secretary in practice

Membership number Certificate of practice number **Attachments**

1. List of share holders, debenture holders
2. Approval letter for extension of AGM;
3. Copy of MGT-8;
4. Optional Attachement(s), if any

**List of attachments**

Attach
Attach
Attach
Attach

List of shareholders.pdf  
ESA\_SHT.pdf  
FII.pdf  
MGT-8.pdf  
Committee meetings.pdf

**This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company**

