

ESAB INDIA LIMITED

WHISTLE BLOWER POLICY

1. Preamble

ESAB India Limited (hereinafter referred to as "Company") believes in conducting its affairs in a fair and transparent manner by adopting the highest standards of professionalism, honesty, integrity and ethical behaviour in consonance with the Parent Company's policy of Principles of Code of Conduct. The said Whistle Blower Policy has been adopted in pursuance of Section 177 of the Companies Act, 2013 and pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 which prescribes establishing a vigil mechanism for the directors and employees to report genuine concerns in such manner as may be prescribed.

The Board of Directors of ESAB India Limited have adopted the Whistle Blower Policy so that the employees and stakeholders of the Company have a secure mechanism to report any concerns that they may have of actual, suspected or planned wrongdoings (hereinafter "wrongdoings") involving an ESAB Company (Esab India Limited or any of its subsidiaries or associate companies) or any of its directors, officers or employees.

2. Regulations Governing the Whistle Blowing Mechanism

- i) The Indian Companies Act, 2013
- ii) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and US Foreign Corrupt Practices Act, 2010. As ESAB India is a subsidiary of US entity and there is a provision to file complaint through ESAB Global Hotline hence these two acts are also applicable for this policy.
- iii) UK Anti Bribery Act, 2010
- iv) Company's Code of Conduct and Anti Bribery Laws in India.

3. Scope and Applicability

The Policy applies to all individuals associated with the Company including permanent employees, contract employees, consultants, interns & trainees, Board members, vendors, customers and other third parties engaged with the Company.

4. General Statement

In compliance with Indian law and to fulfil our duty as good corporate citizen, the Company has in place a long-standing vigil mechanism for directors, employees and other stakeholders to report genuine concerns regarding any unethical behaviour, actual or suspected fraud or violations of the Company and parent company's code of conduct. The Whistle blower has a right to report any such concerns through this policy, knowing fully well that such an act of whistle blowing on their part would not lead to any discrimination or recrimination against them.

ESAB takes very seriously any report of such concerns and is fully committed to investigating concerns and where appropriate, taking necessary corrective action to resolve a situation. All ESAB Employees and Directors are not only obligated to comply with the applicable laws, regulations and company policies, but also to report potential violations of the same through one of several internal reporting mechanisms.

5. Definitions

Whistle Blower includes an employee, director, officer or any stakeholder of the Company who blows the whistle under this Policy.

Adverse Personnel Action means an Employee related act or decision (relating to, but not limited to, compensation, promotion, job location, job profile, leave or other privileges) or a failure to take appropriate action by a Manager, which may affect the employee negatively.

6. Access to Audit Committee Chair

This Whistle Blower policy provides adequate safeguards against victimization of directors or employees or any other person who avails the whistle blower mechanism and provides direct access to the Chairperson of the Audit Committee in appropriate or exceptional cases.

The Chairman of the Audit Committee shall be the person to whom such concerns can be addressed. Correspondence on this may be addressed to the Chairman at the address of the Registered Office at Plot No.13, 3rd Main Road, Industrial Estate, Ambattur, Chennai 600 058, or by email to nrr5757@live.com (Chair of the Audit Committee).

7. Whistle Blower Committee

The Company's Whistle Blower Committee comprises of the following Managerial Personnel:

Sl. No.	Name of the member	e-mail ids
1	Mr. B Mohan, Director & CFO	mohan.b@esab.co.in
2	Mr. Jagannathan Palle, Vice President (Operations)	jagannathan.palle@esab.co.in
3	Mr. Jaimon Antony, Vice President (HR)	jaimon.antony@esab.co.in
4	Mr. G Balaji, DGM (Legal & Compliance)	balaji.g@esab.co.in

The Whistle Blower Committee shall report the details of complaints, if any, received and its status to the Audit Committee and Board on quarterly basis.

8. Wrongdoing for Whistle Blowing Purposes includes but not limited to the following

- Criminal activities;
- Fraud, forgery or defalcation;
- Bribery or corruption;
- Provision of misleading information or the falsification of financial or other records;
- Breaches of copyright, patents and licences;
- Violation of environmental legislation;
- Violation of restraint of trade legislation;
- Failure to comply with other legal obligations;
- Violation of the Code of Conduct;
- Violations of human rights, of child rights, use of child labour, workplace harassment, unfair treatment of employees;
- Insider trading in the company's shares;
- Falsification of statutory reports and records, including the company's financial statements and accounting records;
- Breaches of other policies including code of conduct and SEBI (Prohibition of Insider Trading) Regulations, and procedures (including, without limitation, breaches of financial controls and reporting requirements) and Concealing or overlooking any of the above.

9. Protection of Whistle Blower reporting in Good Faith

Any Whistle Blower of the Company making a report in good faith, can do so in the knowledge and confidence that the Board of Directors of ESAB India Limited will ensure that the act will not lead to the Whistle Blower facing any recrimination, punishment or victimization.

Reports made in good faith must be based on a reasonable belief that a Wrongdoing has occurred or is likely to occur. If a subsequent investigation reveals that there was no Wrongdoing the Whistle Blower making the report would not be subjected to any victimization or disciplinary action if he/she had acted in good faith.

10. Reporting Mechanism for making a Disclosure

- i) Where a Whistle Blower of the Company suspects there is a Wrongdoing or has been asked to participate in a Wrongdoing, the Whistle Blower has a paramount duty to report the concern immediately.
- ii) Any alleged wrongful conduct in relation to falsification, misrepresentation or suppression of financial information shall be addressed to Whistle Blower Committee for investigation.
- iii) Any Director or Officer or employee or any other stakeholder who observes or has knowledge of an alleged wrongful conduct shall make a disclosure to any of the Members of the Whistle Blower Committee of the Company as soon as possible but not later than 60 consecutive calendar days after becoming aware of the same. The disclosure may be made in writing (by e-mail or on paper) or orally (a personal meeting or over the telephone).
- iv) In the circumstances where any ESAB Employee is directed to carry out or account for a transaction or series of transactions, that, in such ESAB Employee's opinion, are outside normal policies and procedures, he should bring his concerns to the attention of the members of the Whistle Blower Committee.
- v) If an Employee, who has a concern that the Code of Conduct is not being properly complied with, should report it, in the first instances, to his immediate superior. In case the concern involves the superior or the employee believes that their report has not been acted upon, they should report the matter to the Whistle Blower Committee.

11. Anonymous complaint

Wherever possible an ESAB Employee should make a report disclosing their identity. However, if they make a disclosure anonymously then consideration will only be given to such disclosures if:-

- The subject matter is serious enough to justify it;
- Sufficient information is provided to take further action;
- Anonymity does not harm the credibility of the disclosure; and anonymity does not prevent the confirmation of details with other sources

12. Investigation process

- i) All complaints received under this Policy will be promptly and thoroughly investigated, and all information disclosed during the course of the investigation will remain confidential, except as necessary to conduct the investigation and take any remedial action, in accordance with applicable law.

- ii) All allegations will be investigated by persons with the appropriate authority and who are not directly linked with any aspect of the Wrongdoing and it will be carried out by the Whistle Blower Committee.
- iii) Wherever necessary, or required by law, a report may be referred to an external body for further investigation. Where feasible any such referral will be subject to the agreement of the Managing Director of the Company or the Chairman of the Audit Committee.
- iv) All employees of ESAB India have a duty to cooperate in the investigation of reports of Questionable Accounting / Audit Matters or the reporting of fraudulent financial information or of Grave Misconduct or of discrimination, retaliation or harassment resulting from the reporting or investigation of such matters.
- v) Employee shall be subject to disciplinary action, including the termination of their employment, if the employee fails to cooperate in an investigation, or deliberately provides false information during an investigation. If, at the conclusion of its investigation, the Company determines that a violation of policy has occurred, the Company will take effective remedial action commensurate with the severity of the offense. This action may include disciplinary action against the accused party, up to and including termination. Reasonable and necessary steps will also be taken to prevent any further violations of policy.
- vi) The results of an investigation shall be communicated to the ESAB Employee if considered appropriate by the Managing Director of the Company, provided the employee concerned has agreed to maintain confidentiality.
- vii) The Committee shall have the right to outline a detailed procedure for an investigation.
- viii) No later than 30 days after a Director, Officer or Employee is notified of or becomes aware of an adverse personnel action, he or she may protest the action by filing a written complaint with any member of the Whistle Blower Committee of the Company if the employee or director believes the action was based on his or her prior disclosure of alleged wrongful conduct. The Whistle Blower Committee on receipt of a Complaint shall appoint a senior officer or a committee of managerial personnel to review the complaint.
- ix) Within 45 days of the complaint, the Senior Officer or Committee will submit a report to Whistle Blower Committee. After considering the report, the Committee shall determine the future course of action and may order remedial action.

13. Complaint against Whistle Blower Committee member

In the event of any complaint raised against any member of the Whistle Blower Committee, the concerned member of the Committee shall be recused from the investigation proceedings of the alleged complaint. The remaining non-interested members of the Committee shall proceed the investigation process.

14. Submission of Report

The Whistle Blower Committee will carry out the investigation in to the allegations made by Whistle Blower and upon completion of the investigation shall submit their report to the Managing Director of the Company and recommend necessary remedial action.

Rohit Gambhir
Managing Director

Reviewed and approved on 27th May 2026.