



ESAB India Limited
CIN: L29299TN1987PLC058738
Regd. Office: Plot No.13, 3rd Main Road, Industrial Estate,
Ambattur, Chennai – 600 058 Tel: 044-4228 1100 Fax: 044-4228 1150
Email: investor.relations@esab.co.in Website: www.esabindia.com

POSTAL BALLOT NOTICE

Pursuant to Sections 108 and 110 of the Companies Act, 2013, read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended.

Dear Shareholders,

Notice is hereby given that pursuant to the provisions of Section 108 & 110 and other applicable provisions, if any, of the Companies Act, 2013, read together with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020 including General Circular Nos. 10/2021 dated June 23, 2021 and 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022 and 11/2022 dated December 28, 2022 and General Circular No.09/2023 dated 25th September 2023, General Circular No.09/2024 dated 19th September 2024 issued by the Ministry of Corporate Affairs, Government of India (“MCA Circulars”), Secretarial Standard on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India and any other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) for seeking the approval of the Members of ESAB India Limited to transact the Business as set out below, by passing the said resolutions through Postal Ballot by means of e-voting process. The Company has engaged the services of NSDL for providing e-voting facilities to the Members, enabling them to cast their vote electronically and in a secure manner.

In accordance with the MCA Circulars and SEBI Circulars and in compliance with the provisions of Sections 108 and 110 of the Act, read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and as per the guidelines issued by the MCA vide MCA Circulars, the Notice is being sent in electronic mode only to all those members whose names appear in the Register of Members / List of

Beneficial Owners as on Friday, **31st January, 2025** (“**cut-off date**”) received from the Depositories and whose e-mail addresses are registered with the Company or Depository Participant / Depository / Company’s Registrar & Transfer Agent (hereinafter referred to as “RTA”), as to enable them to cast their votes electronically instead of submitting the postal ballot form. The instructions for remote e-voting are appended to the Notice. The members can vote on resolution through remote e-voting facility only. Communication of assent or dissent of the members on the resolution mentioned in the Notice would only be taken through the e-voting system as per the applicable provisions of the law.

The Members’ consideration and approval are being sought for the Special Business as annexed hereto. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, pertaining to the said special business, setting out material facts and the reasons thereof is annexed hereto for your consideration.

The Board of Directors of the Company at their meeting held on 27th January 2025, has appointed Mr. V Mahesh, Practicing Company Secretary, located at #555, Level 8, Capitale Towers, Anna salai, Teynampet, Chennai – 600018 as Scrutinizer, for conducting the postal ballot process in a fair and transparent manner in accordance with the provisions of Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014.

Further, the Company has engaged the services of National Securities Depository Limited (NSDL) to provide e-voting facility. Only members entitled to vote shall do under the e-voting facility offered by the Company and any other recipient of the Notice who has no voting rights should treat the Notice as intimation only. Please read carefully and follow the instructions on e-voting printed in the Postal Ballot Notice.

The shareholders should cast their votes online from **09.00 Hrs (IST) on 11th February 2025 till 17.00 Hrs (IST) on 12th March 2025** as per e-voting and other instructions provided in the Postal Ballot Notice. E-Voting shall not be allowed beyond **17.00 Hrs (IST) 12th March 2025**.

The Scrutinizer will submit the report to the Chairman of the Company or in his absence to Director or Company Secretary of the Company upon completion of scrutiny in a fair and transparent manner and the result of the postal ballot will be announced **on or before 14th March 2025** at the Registered Office of the Company.

The result of the postal ballot will be posted on the Company’s website viz. www.esabindia.com and on NSDL’s website viz. www.evoting.nsdl.com besides communicating to the Stock Exchanges (BSE & NSE) where the shares of the Company are listed (www.bseindia.com and www.nseindia.com).

In accordance with Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, if approved through resolutions as stated in the respective item of the special business shall be deemed to have been passed on the last date specified by the Company for e-Voting i.e., **12th March 2025**.

The Postal Ballot Notice has also been placed on the website of the company viz. www.esabindia.com. Members requiring any clarification may contact Mr. G. Balaji, Company Secretary, at the registered office of the Company.

SPECIAL BUSINESS

Item No.1: To approve the appointment of Mr. N Ramesh Rajan, as Independent Director of ESAB India Limited (the “Company”).

To consider and if thought fit, to pass with or without modification(s), the following resolution as **Special Resolution**:

RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 161, Schedule IV and other applicable provisions of the Companies Act, 2013 (“Act”) read with rules made thereunder and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 (“LODR Regulations”) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and recommendation of the Nomination and Remuneration Committee and that of the Board of Directors, Mr. N. Ramesh Rajan, (DIN 01628318), who was appointed as an Additional Director in the capacity of an Independent Director with effect from 27th January 2025, who meets the criteria of independence as per Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the SEBI LODR Regulations and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act, be and is hereby appointed as an Independent Director of the Company for a period of five consecutive years commencing **from 27th January 2025 till 26th January 2030** and that he shall not be liable to retire by rotation and shall receive remuneration by way of sitting fees, reimbursement of expenses for participation in the meetings of the board and / or committees and profit related commission in terms of applicable provisions of the Companies Act, 2013 as determined by the Board from time to time.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary to give effect to the above resolution.

Item No.2: To approve the appointment of Mr. Raja Venkataraman as Independent Director of ESAB India Limited (the “Company”).

To consider and if thought fit, to pass with or without modification(s), the following resolution as **Special Resolution**:

RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 161, Schedule IV and other applicable provisions of the Companies Act, 2013 (“Act”) read with rules made thereunder and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 (“LODR Regulations”) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and recommendation of the Nomination and Remuneration Committee and that of the Board of Directors, Mr. Raja Venkataraman, (DIN 00669376), who was appointed as an Additional Director in the capacity of an Independent Director with effect from 27th January 2025, who meets the criteria of independence as per Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the SEBI LODR Regulations and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act, be and is hereby appointed as an Independent Director of the Company for a period of five consecutive years commencing **from 27th January 2025 till 26th January 2030** and that he shall not be liable to retire by rotation and shall receive remuneration by way of sitting fees, reimbursement of expenses for participation in the meetings of the board and / or committees and profit related commission in terms of applicable provisions of the Companies Act, 2013 as determined by the Board from time to time.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary to give effect to the above resolution.

Item No.3: To approve the continuation of the office of Director by Mr. Kevin Johnson, as Non-Executive Nominee Director

To consider and if thought fit, to pass with or without modification(s), the following resolution as **Ordinary Resolution**

RESOLVED THAT pursuant to the regulation 17(1D) of SEBI (LODR) Regulations 2015, the continuation of office of Directorship of Mr. Kevin Johnson (DIN 09147729), who has been appointed as Non-Executive Nominee Director pursuant to provisions of section 161 and other applicable provisions, if any, of the Companies Act 2013 read with the rules made there under (including any statutory modifications or enactment thereof for the time being in force), Articles of Association of the Company, be and is hereby approved.

RESOLVED FURTHER THAT Mr. Rohit Gambhir, Managing Director, Mr. B Mohan, Director & Chief Financial Officer and Mr. G Balaji, Company Secretary be and are hereby severally authorized to file necessary documents / forms with the Registrar of Companies and to do all such acts, deeds, matters and things as may be deemed necessary, desirable, proper or expedient for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto.

**By the order of the Board of Directors
For ESAB India Limited**

**Sd/-
G. Balaji
Company Secretary**

Place: Chennai

Date: 10th February 2025

NOTES:

1. An Explanatory Statement pursuant to Section 102 read with Section 110 of the Companies Act, 2013 setting out material facts is appended hereto.
2. The material documents referred to in the accompanying Explanatory Statement shall be open for inspection by the Shareholders at the Registered Office of the Company on all working days except Saturdays, Sundays and Public Holidays (between 9.30 a.m. to 11.30 a.m.) up to the last date for receipt of votes by e-voting. Alternately, Members may also send their requests to investor.relations@esab.co.in or srirams@integratedindia.in from their registered e-mail address mentioning their names, folio numbers, DP ID and Client ID during the voting period of the postal ballot.
3. The Notice along with Explanatory Statement is being sent to all the eligible shareholders of the Company through electronic means whose names appear in the Register of Members / list of Beneficial Owners as received from the National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) or Registrar and Share Transfer Agent (RTA) **as on the Cut-off Date i.e., 31st January 2025**. A person who is not a member as on the Cut-off Date should treat this Postal Ballot Notice for information purposes only.
4. In compliance with Regulation 44 of the SEBI (LODR) Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolution is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot.

The communication of the assent or dissent of the Members would only take place through the e-voting system. The Notice will be displayed on the website of the Company (www.esabindia.com) and of NSDL (www.evoting.nsdl.com).

5. The Company has appointed M/s V Mahesh and Associates, Practicing Company Secretaries as Scrutinizer to conduct the e-voting process in a fair and transparent manner.

6. Voting rights shall be in proportion of their shareholding on the total paid up equity share capital of the Company as on **31st January 2025 (Cut-off Date)**

7. All members are requested to cast vote only through e- voting as per the procedure laid down in the instructions for the shareholders to vote electronically.

8. The e-voting period will commence on Tuesday, **11th February 2025**, at 09:00 a.m. (IST) and will end on Wednesday, **12th March, 2025**, at 05.00 p.m. (IST). During the said period, shareholders of the Company, holding shares either in physical form or in dematerialized form, may cast their vote electronically. The e-voting module shall be disabled for voting thereafter.

9. Members are requested to carefully read the instructions mentioned in the Postal Ballot Notice. The vote shall be cast by Members on or before Wednesday, **12th March, 2025**, at 05.00 p.m. (IST). Any response received from the Members after that shall be treated as if no response is received in terms of Rule 22(12) of Companies (Management and Administration) Rules, 2015.

10. Voting by e-voting, can be exercised only by the member or its duly constituted attorney or in case of body corporates, by the duly authorized person. A member cannot exercise his vote by proxy on postal ballot.

11. The resolutions, if passed by the requisite majority, shall be deemed to have been passed on the last date of e-voting i.e., 12th March, 2025.

12. Any member who did not receive the Notice may send an email to balaji.g@esab.co.in

13. Instructions for the Shareholders voting electronically are as under:

INSTRUCTIONS FOR E-VOTING

In compliance with Regulation 44, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Sections 108, 110 and other applicable provisions of the Companies Act, 2013 and Rules 20 and 22 of the Companies (Management and Administration) Rules 2014 the Company is pleased to provide e-Voting facility to all its members to exercise their right to vote on the resolution as set out in the Notice by 'electronic means' and all the businesses may be transacted through e-Voting services provided by National Securities Depository Limited (NSDL).

Members are requested to follow the below mentioned instructions to cast their vote through e-voting. The voting period starts from **09:00 Hrs (IST) on 11th February 2025 to 17:00 Hrs (IST) on 12th March 2025**. During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the **Cut-off Date i.e., 31st January 2025** may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li data-bbox="662 1071 1453 1608">1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. <li data-bbox="662 1617 1453 1866">2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp

3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsd.com/> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
4. Shareholders/Members can also download NSDL Mobile App “**NSDL Speede**” facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



Individual Shareholders holding securities in demat mode with CDSL

1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.
2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting

	<p>period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <ol style="list-style-type: none"> 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000</p>

Individual Shareholders holding securities in demat mode with CDSL

Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.

4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to maheshvenki@vmacs.co.in with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 or send a request to (Pallavi Mhatre) at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to (investor.relations@esab.co.in).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to (investor.relations@esab.co.in).

If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**

3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

Sl. No	Particulars	Notes
1	Cut-off Date to determine eligible numbers to vote on the resolution	31 st January 2025
2	Voting start time and date	09:00 Hrs. (IST) on 11 th February 2025
3	Voting end time and date	17:00 Hrs (IST) on 12 th March 2025
4	Date on which the resolution is deemed to be Passed	12 th March 2025
5	Name, address and contact details of Registrar and Share Transfer Agent.	Contact Name: Mr. Sriram Integrated Registry Management Services Pvt Ltd 2 nd Floor, Kences Towers No.1, Ramakrishna Street, North Usman Road, T. Nagar, Chennai 600 017 Contact details: srirams@integratedindia.in
6	Name, address and contact details of e-voting service provider	Contact Name: Ms. Pallavi Mhatre National Securities Depository Limited T301, 3rd Floor, Naman Chambers, G Block, Plot No- C-32, Bandra Kurla Complex, Bandra East, Mumbai- 400051 Contact Details : evoting@nsdl.com ;
7	NSDL e-voting website address	https://www.evoting.nsdl.com/

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No.1:

Appointment of Mr. N Ramesh Rajan as Independent Director for a period of five years commencing from 27th January 2025 to 26th January 2030

Pursuant to Section 161 of the Companies Act, 2013, the Board of Directors at its meeting held on 27th January 2025, appointed Mr. Ramesh Rajan as an Additional Director in the capacity of Independent Director of the Company for a term of five (5) years with effect 27th January 2025 till 26th January 2030 (both days inclusive) subject to the approval of the shareholders through special resolution.

The following statement sets out all material facts relating to the resolution mentioned in the accompanying notice.

Sl. No.	Particulars	
1	Name	Ramesh Rajan
2	DIN	01628318
3	Nationality	Indian
4	Date of Birth	05 July 1957
5	Date of appointment on the Board	27 th January 2025
6	Shareholding in ESAB India Ltd.	Nil
7	List of Directorships held in other Companies	Director in TTK Healthcare Limited, Cholamandalam Investment and Finance Company Limited, Rane (Madras) Limited, Rane Engine Valve Limited, Rane Brake Lining Limited, Lotte India Corporation Limited
8	Memberships / Chairmanships of Audit and Stakeholders' Relationship Committees across Public Companies	TTK Healthcare Limited, Cholamandalam Investment and Finance Company Limited, Rane (Madras) Limited, Rane Engine Valve Limited, Rane Brake Lining Limited.

Profile of Mr. N. Ramesh Rajan

Mr. N. Ramesh Rajan, aged 67 years is a Fellow Member of the Institute of Chartered Accountant and a B.Com. graduate from Vivekananda College, Chennai. He started his career as an Assistant Manager with Lovelock & Lewes, Chartered Accountants, Chennai in the year 1981.

In the earlier period of his career with Lovelock & Lewes, he was seconded to the Computer Audit group of Coopers & Lybrand, London. He then took charge as Manager (Computer Audit) in the year 1987 with Lovelock & Lewes. From the year 1988 to 2002, he had handled multiple assignments and with his expertise he had grown up in his career ladder from Manager to Global Risk Management Services Leader (GRMS) in PwC India. He was responsible for developing and leading the GRMS practice in India post the sale of PwC's Global Consulting practice to IBM.

From the January 2003 to April 2007, he has held various high positions in his career with PwC India. He was a member of PwC's India Leadership Team and Internal Audit Leader / Deputy Assurance Leader.

He was the Engagement Partner and Country Relationship Partner for several large Domestic and Multinational Groups. Apart from statutory audits, Ramesh has led several large Due Diligence and Risk management engagements.

Mr. N. Ramesh Rajan also held the position of Chairman and Senior Partner of PwC India responsible for overall strategy and operations of all PwC Indian entities. He was also a member of the Global Strategy Council of PwC International and served as a member council of PwC's Central Cluster led by PwC, UK.

During the period 2010 to June 2013, he was the Partner, Global Assurance for PwC International responsible for reviewing and formulation of PwC International's Global Audit Delivery Strategy. Mr. N. Ramesh Rajan currently holds the position of Independent Director in the listed entities viz. Cholamandalam Investment and Finance Co. Ltd., TTK Healthcare Limited, Rane Madras Limited, Rane Engine Valve Limited, Rane Brake Linings Limited and in Lotte India Corporation a public limited company.

The Company has received:

- (i) consent in writing from Mr. N. Ramesh Rajan to act as Director in Form DIR 2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 ("Appointment Rules"),
- (ii) intimation in Form DIR 8 in terms of the Appointment Rules from Mr. Ramesh Rajan to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act, and
- (iii) a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act and under SEBI (LODR) Regulations.

- (iv) Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, and NSE Circular No. NSE/CML/2018/24 dated June 20, 2018, that he has not been debarred from holding office of a director by virtue of any Order passed by the Securities and Exchange Board of India or any other such authority.
- (v) He does not hold any equity shares in ESAB India Limited as on date and is also not related to any other Director on the Board of the Company.
- (vi) As per Rule 6 of Companies (Appointment and Qualification of Directors) Rules, 2014, he has already enrolled his profile in the Independent Directors databank and it has lifetime validity.
- (vii) He has been exempted to take on the online proficiency test conducted by the Indian Institute of Corporate Affairs.
- (viii) A notice in writing by a member proposing his candidature under Section 160(1) of the Act.
- (ix) The disclosure under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed as Annexure A with this Notice.

The Board recommends a special resolution, as set out for approval by the shareholders of the Company.

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution as set out in this Postal Ballot Notice.

Item No.2:

Appointment of Mr. Raja Venkataraman as Independent Director for a period of five years commencing from 27th January 2025 to 26th January 2030

Pursuant to Section 161 of the Companies Act, 2013, the Board of Directors at its meeting held on 27th January 2025, appointed Mr. Raja Venkataraman as an Additional Director in the capacity of Independent Director of the Company for a term of five (5) years with effect 27th January 2025 till 26th January 2030 (both days inclusive) subject to the approval of the shareholders through special resolution.

The following statement sets out all material facts relating to the resolution mentioned in the accompanying notice.

Sl. No.	Particulars	
1	Name	Raja Venkataraman
2	DIN	00669376
3	Nationality	Indian
4	Date of Birth	08 December 1956

5	Date of appointment on the Board	27 th January 2025
6	Shareholding in ESAB India Ltd.	Nil
7	List of Directorships held in other Companies	Director in Greaves Cotton Limited, Amrutanjan Healthcare Limited, Greaves Electric Mobility Limited, Premier Transmission Limited, Premium Motion Private Limited, MLR Auto Limited, Healthmap Diagnostics Limited, Taiki Consulting Private Limited.
8	Memberships / Chairmanships of Audit and Stakeholders' Relationship Committees across Public Companies	Greaves Cotton Limited, Amrutanjan Healthcare Limited, Greaves Electric Mobility Limited, Premier Transmission Limited, MLR Auto Limited,

Profile of Mr. Raja Venkataraman

Mr. Raja Venkataraman aged 68 is a commerce graduate from St Xavier's College Kolkata and also a qualified Chartered Accountant and a Company Secretary. He has work experience of more than 40 years spanning across diverse industries in India including automotive tires, Leather, Food & Beverages, Batteries, Healthcare and Consumer goods. His career span has been across reputed organizations including Unilever, GE, Tyco and Philips and in diverse functional roles including General Management, Finance, Sourcing, Commodity Buying, Human Resources, Legal, Company secretarial and Business Development.

He has been a CEO cum Managing Director for over 14 years and CFO for over 10 years across Industry with a proven track record of delivering results consistently with the highest standards of Ethical values and Governance.

During his long corporate career, he has held number of leadership positions in Industry associations, participated and spoken at number of forums and has been credited with driving Reverse innovation in Healthcare in India that has been widely recognized across India and abroad besides featuring as a Harvard business school case study.

The leadership talent that he has nurtured and groomed over the years , several of whom hold CEO and CFO positions in India and abroad across various companies, is considered by him as the most satisfying accomplishment of his life.

Post his retirement in September 2017 from the role of Managing Director of Philips India Ltd, he works as a Management and Strategy consultant. Mr. Raja Venkataraman currently holds the position of Independent Director in the listed entities viz.

Greaves Cotton Limited and Amrutanjan Health care Limited. He also holds Directorships in private and unlisted public companies viz. Premium Transmission Limited, Healthmap Diagnostics Private Limited, Greaves Electric Mobility Limited, Premium Motion Private Limited, MLR Auto Limited, and Taiki Consulting Private Limited.

The Company has received:

- (i) Consent in writing from Mr. Raja Venkataraman to act as Director in Form DIR 2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 ('Appointment Rules').
- (ii) Intimation in Form DIR 8 in terms of the Appointment Rules from Mr. Raja Venkataraman to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act, and
- (iii) A declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act and under SEBI (LODR) Regulations.
- (iv) Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, and NSE Circular No. NSE/CML/2018/24 dated June 20, 2018, that he has not been debarred from holding office of a director by virtue of any Order passed by the Securities and Exchange Board of India or any other such authority.
- (v) He does not hold any equity shares in ESAB India Limited as on date and is also not related to any other Director on the Board of the Company.
- (vi) As per Rule 6 of Companies (Appointment and Qualification of Directors) Rules, 2014, he has enrolled his profile in the Independent Directors databank and it has lifetime validity .
- (vii) He has been exempted to take on the online proficiency test conducted by the Indian Institute of Corporate Affairs.
- (viii) A notice in writing by a member proposing his candidature under Section 160(1) of the Act.
- (ix) The disclosure under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed as Annexure A with this Notice.

The Board recommends special resolution, as set out for approval by the shareholders of the Company.

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution as set out in this Postal Ballot Notice.

Item No. 3:

Approval of the continuation of Directorship by Mr. Kevin Johnson as Non Executive Nominee Director.

As per regulation 17(1D) of SEBI (LODR) Regulations 2015, any Director who has been serving on the board of the company without shareholders' approval, their continuation of office as Director requires to be approved by the shareholders in a general meeting at least once in every five years from the date of appointment or reappointment.

Mr. Kevin Johnson has been appointed by the Board on 24-03-2021 as Non-Executive Nominee Director by the powers conferred in the articles of association of the company, and he is not liable to retire by rotation.

Pursuant to regulation 17(1D) of SEBI (LODR) Regulations 2015, it is proposed to take approval from the shareholders for continuation of directorship of Mr. Kevin Johnson who is a Nominee Director representing ESAB Holdings Limited UK. The proposal is placed before the shareholders for their approval. The disclosure under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed as Annexure A with this Notice.

**By order of the Board
For ESAB India Limited**

**Place: Chennai
Date : 10th February 2025**

**G. Balaji
Company Secretary**

ANNEXURE A

The Information in respect of Item Nos.1, 2 & 3 in accordance with Regulation 36(3) of the SEBI (LODR) Regulations, 2015 and Secretarial Standards – 2 about the Director seeking Appointment is furnished hereunder.

Particulars	Item No.1	Item No.2	Item No.3
Name of the Director	N Ramesh Rajan	Raja Venkataraman	Kevin Johnson
DIN	01628318	00669376	09147729
Date of Birth	05 th July 1957	08 th December 1956	09 th September 1975
Date of First Appointment on the Board	The Nomination and Remuneration Committee of the Company at its meeting held on 27 th January 2025, recommended and the Board of Directors at its Meeting held later that day, approved the appointment of Mr. N. Ramesh Rajan as Independent Director, subject to approval of shareholders through postal ballot.	The Nomination and Remuneration Committee of the Company at its meeting held on 27 th January 2025, recommended and the Board of Directors at its Meeting held later that day, approved the appointment of Mr. Raja Venkataraman as Independent Director, subject to approval of shareholders through postal ballot.	Pursuant to the Articles of the Association of the Company, the Board of Directors at its Meeting held on 24 th March 2021 appointed Mr. Kevin Johnson as Non-Executive Nominee Director representing the promoter shareholder. The Board at its meeting on 27 th January 2025 recommended the continuation of his office as Non-Executive Nominee Director for shareholders' approval.
Qualification	i. Commerce graduate from Vivekananda College, Chennai ii. Chartered Accountant from the Institute of Chartered Accountants of India	i. Commerce graduate from St. Xavier's College, Kolkata ii. Chartered Accountant from the Institute of Chartered Accountants of India iii. Company Secretary from the Institute of Company Secretaries of India	i. Australian CPA, ii. BSSc from Queens University, Northern Ireland, iii. master's degree in accounting from Macquarie University, Australia, iv. MBA from Hasselt University, Belgium.

Brief Resume of the Director	Forms part of explanatory statement to the Notice	Forms part of explanatory statement to the Notice	Forms part of explanatory statement to the Notice
Nature of expertise or experience in specific functional areas	<p>In his career with Lovelock & Lewes, he was seconded to the Computer Audit group of Coopers & Lybrand, London. He then took charge as Manager (Computer Audit) in the year 1987 with Lovelock & Lewes. From the year 1988 to 2002, he had handled multiple assignments and with his expertise he had grown up in his career ladder from Manager to Global Risk Management Services Leader (GRMS) in PwC India. He was responsible for developing and leading the GRMS practice in India post the sale of PwC's Global Consulting practice to IBM. He was a member of PwC's India Leadership team. He held the position of Chairman and Senior Partner of PwC India responsible for overall strategy and operations of all PwC Indian entities.</p>	<p>He has work experience of more than 40 years spanning across diverse industries in India including automotive tires, Leather, Food & Beverages, Batteries, Healthcare and Consumer goods. His career span has been across reputed organizations including Unilever, GE, Tyco and Philips and in diverse functional roles including General Management, Finance, Sourcing, Commodity Buying, Human Resources, Legal, Company secretarial and Business Development. During his long corporate career, he has held number of leadership positions in Industry associations, participated and spoken at number of forums and has been credited with driving Reverse innovation in Healthcare in India that has been widely recognized across India and abroad besides featuring as a Harvard business school case study.</p>	<p>He is the Chief Financial Officer of ESAB Corporation, Delaware, United States of America, which is the ultimate holding company of ESAB India Limited. He leads the ESAB group financial planning, controlling, tax, treasury, IT and investor relations functions and is responsible for developing and executing the financial strategy at global level to support the achievement of the ESAB group business objectives. He holds the position of Non-Executive Nominee Director representing the promoter shareholders' interest on the Board of ESAB India Limited.</p>

Disclosure of Relationship between Directors	Mr. Ramesh Rajan is not related to any other Director in the Company	Mr. Raja Venkataraman is not related to any other Director in the Company	Mr. Kevin Johnson is not related to any other Director in the Company
Listed entities in which the proposed director holds the directorship and the membership of committees of the Board along with listed entities from which the proposed director has resigned in past three years	Rane Brake Lining Limited, Cholamandalam Investment And Finance Company Limited, TTK Healthcare Limited, Rane (Madras)Limited, Rane Engine Valve Limited, <u>Listed Entities – resigned in past 3 years</u> Indo- National limited, Kineco Limited,	Amrutanjan Health Care Limited, Greaves Cotton Limited, <u>Listed Entities – resigned in past 3 years</u> Himatsingkaseide Limited.	Nil
Number of Shares held in the Company (Both own or held by / for other persons on a beneficial basis)	Nil	Nil	Nil
Skills and capabilities required for the role and the manner in which the proposed person meets such requirements	He held the position of Chairman and Senior Partner of PwC India responsible for overall strategy and operations of all PwC Indian entities. He was also a member of the Global Strategy Council of PwC International and served as a member council of PwC's Central Cluster led by PwC, UK.	He has been a CEO cum Managing Director for over 14 years and CFO for over 10 years across Industry with a proven track record of delivering results consistently with the highest standards of Ethical values and Governance.	He is a qualified Australian CPA and holds an undergraduate degree (BSSc) from Queens University, Northern Ireland, a master's degree in accounting from Macquarie University, Australia and an MBA from Hasselt University, Belgium.

	<p>During the period 2010 to June 2013, he was the Partner, Global Assurance for PwC International responsible for reviewing and formulation of PwC International's Global Audit Delivery Strategy.</p>	<p>During his long corporate career, he has held number of leadership positions in Industry associations, participated and spoken at number of forums and has been credited with driving Reverse innovation in Healthcare in India that has been widely recognized across India and abroad besides featuring as a Harvard business school case study.</p>	<p>Prior to joining ESAB, Mr. Kevin Johnson held several roles of increasing responsibility across the Colfax Corporation (now Enovis) enterprise during which time he gained extensive global experience in Asia, Europe and Africa including as Executive Director and Chief Financial Officer for Howden Africa, a South African publicly listed company.</p>
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