

**ESAB India Limited**  
**CIN: L29299TN1987PLC058738**  
**Regd. Office: Plot No.13, 3<sup>rd</sup> Main Road, Industrial Estate,**  
**Ambattur, Chennai – 600 058 Tel: 044-4228 1100 Fax: 044-4228 1150**  
**Email: [investor.relations@esab.co.in](mailto:investor.relations@esab.co.in) Website: [www.esabindia.com](http://www.esabindia.com)**

## **POSTAL BALLOT NOTICE**

**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 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.

### **To approve the appointment of Ms. Cauvery Dharmaraj as Independent Director of ESAB India Limited (the “Company”)**

The Members’ consideration and approval is being sought for the Special Resolution annexed hereto. A Statement pursuant to Section 102 of the Companies Act, 2013, pertaining to the said resolution, 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 23<sup>rd</sup> March 2023, has appointed Mr. V Mahesh, Practising Company Secretary, located at 12/22, 2nd Floor, 7<sup>th</sup> Main Road, R.A. Puram, Chennai 600 028 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.

In compliance with applicable regulations of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 and all relevant MCA circulars, the Company is pleased to offer e-voting facility to its Shareholders which would enable them to cast their votes electronically, instead of physical postal ballot form.

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 4<sup>th</sup> April 2023 till 17.00 Hrs (IST) on 3<sup>rd</sup> May 2023** as per e-voting and other instructions provided in the Postal Ballot Notice. E-Voting shall not be allowed beyond **17.00 Hrs (IST) 3<sup>rd</sup> May 2023**.

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 5<sup>th</sup> May 2023** 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](http://www.esabindia.com) and on NSDL's website viz. [www.evoting.nsdl.com](http://www.evoting.nsdl.com) besides communicating to the Stock Exchanges (BSE & NSE) where the shares of the Company are listed ([www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://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 special resolution shall be deemed to have been passed on the last date specified by the Company for e-Voting **i.e., 3<sup>rd</sup> May 2023**.

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

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

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

**Place: Chennai  
Date: 23<sup>rd</sup> March 2023**

## **TEXT OF THE PROPOSED RESOLUTION ALONG WITH THE EXPLANATORY STATEMENT**

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 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Regulation 16 (1) (b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 (“LODR Regulations”) and any amendments thereto and subject to the Articles of Association of the Company and as recommended by the Nomination and Remuneration Committee, **Ms. Cauvery Dharmaraj (DIN 02917088)**, who was appointed as an Additional Director by the Board of Directors of the Company at their meeting held on 23<sup>rd</sup> March 2023, who meets the criteria of independence as per Section 149(6) of the Act 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 23<sup>rd</sup> March 2023 till 22<sup>nd</sup> March 2028**, not liable to retire by rotation and to receive remuneration by way of 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 or the Company Secretary of the Company be and are hereby severally authorised to do and perform all such acts, deeds, matters and things as may be deemed necessary, appropriate, expedient or desirable to give effect to the above resolution.

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

**Sd/-**

**G. Balaji  
Company Secretary**

**Place: Chennai**

**Date: 23<sup>rd</sup> March 2023**

**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](mailto:investor.relations@esab.co.in) or [srirams@integratedindia.in](mailto: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., 29<sup>th</sup> March 2023**. 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](http://www.esabindia.com)) and of NSDL ([www.evoting.nsdl.com](http://www.evoting.nsdl.com)).

5. The Company has appointed M/s V Mahesh and Associates, Practising 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 **29<sup>th</sup> March 2023 (Cutoff date)**

7. 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 4<sup>th</sup> April 2023 to 17.00 Hrs (IST) on 3<sup>rd</sup> May 2023**. During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the **cutoff date i.e., 29<sup>th</sup> March 2023** 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 1142 1451 1682">1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ 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 “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the e-Voting period.</li> <li data-bbox="662 1688 1451 1843">2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> </ol>

	<p>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 held 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 <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the e-Voting period.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</p> <div data-bbox="821 942 1312 1234" data-label="Complex-Block"> <p><b>NSDL Mobile App is available on</b></p> <div>  <b>App Store</b>  <b>Google Play</b> </div> <div>   </div> </div>
Individual Shareholders holding securities in demat mode with CDSL	<p>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then use your existing my easi username &amp; password.</p> <p>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 the 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 e-Voting period.</p>

	<p>Additionally, there are 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> <p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</p> <p>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; 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>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 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.**

<b>Login type</b>	<b>Helpdesk details</b>
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at 022 - 4886 7000 and 022 - 2499 7000
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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free No. 1800 22 55 33

**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 :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
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:
- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - 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.
  - How to retrieve your 'initial password'?
    - 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'.
    - 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:
- 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](http://www.evoting.nsdl.com).
  - Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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.co.in](mailto:evoting@nsdl.co.in) 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 is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period. ***“EVEN” of ESAB India Limited is 123723***
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 [mareshvenki@vmacs.co.in](mailto:mareshvenki@vmacs.co.in) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). 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](http://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](http://www.evoting.nsdl.com) or call on : 022 - 4886 7000 and 022 - 2499 7000 or send a request to Attn: Ms. Prajakta Pawle at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

### **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 resolution 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](mailto:investor.relations@esab.co.in) and [srirams@integratedindia.in](mailto:srirams@integratedindia.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](mailto:investor.relations@esab.co.in) and [srirams@integratedindia.in](mailto:srirams@integratedindia.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.co.in](mailto:evoting@nsdl.co.in) 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.

S.No	Particulars	Notes
1	<b>Cut-off Date to determine eligible numbers to vote on the resolution</b>	29 <sup>th</sup> March 2023
2	<b>Voting start time and date</b>	09:00 Hrs. (IST) on 4 <sup>th</sup> April 2023
3	<b>Voting end time and date</b>	17.00 Hrs (IST) on 3 <sup>rd</sup> May 2023
4	<b>Date on which the resolution is deemed to be Passed</b>	3 <sup>rd</sup> May 2023
5	<b>Name, address and contact details of Registrar and Share Transfer Agent.</b>	Contact Name: Mr. Sriram <b>Integrated Registry Management Services Pvt Ltd</b> 2 <sup>nd</sup> Floor, Kences Towers No.1, Ramakrishna Street, North Usman Road, T. Nagar, Chennai 600 017 Contact details: <a href="mailto:srirams@integratedindia.in">srirams@integratedindia.in</a>
6	<b>Name, address and contact details of e-voting service provider</b>	Contact Name: Ms. Prajakta Pawle National Securities Depository Limited 4th Floor, A Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400 013. Contact details: <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> ;
7	<b>NSDL e-voting website address</b>	<a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a>

## ANNEXURE TO THE NOTICE

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

Pursuant to Section 161 of the Companies Act, 2013, the Board of Directors at its meeting held on 23<sup>rd</sup> March 2023, appointed Ms. Cauvery Dharmaraj as an Additional Director in the capacity of Independent Director of the Company for a term of five (5) years with effect **from 23<sup>rd</sup> March 2023 to 22<sup>nd</sup> March 2028** (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.		
1	Name	Cauvery Dharmaraj
2	DIN	02917088
3	Nationality	Indian
4	Date of Birth	20 <sup>th</sup> June 1967
5	Date of appointment on the Board	23 <sup>rd</sup> March 2023
6	Shareholding in ESAB India Ltd.	Nil
7	List of Directorships held in other Companies	Director in MHFA India Private Limited
8	Memberships / Chairmanships of Audit and Stakeholders' Relationship Committees across Public Companies	Nil

Ms. Cauvery Dharmaraj, aged 55 years is a post graduate in Human Resource Management from Xavier School of Management (XLRI). She started her career in the year 1992 with Royal Enfield Motors Limited as an Assistant Manager – Human Resource. After a two (2) years stint at the corporate office, she became an independent Human Resource Consultant where the main focus was on setting up HR systems for startups, project based consulting in the areas of performance evaluation, review systems and compensation structures for a period of nine (9) years from 1994 to 2003.

In 2004, she became the Head – Human Resource of MM Imagine Technologies Private Limited where she provided her guidance and directions not just to HR team but also to the rest of the organization to achieve the business goals and organization's vision & growth for a period of five (5) years till 2009.

In February 2010, she became a Director of Kelsa Solutions. She continued as the director of the Company till November 2020.

After 30+ years of experience in the field of HR, Ms. Cauvery Dharmaraj is passionate about normalizing conversations around Mental Health. She is an accredited Instructor for Mental Health First Aid (MHFA). The aim is to increase information around mental health, reduce stigma and encourage normalization of mental health as an integral part of our daily lives.

Ms. Cauvery Dharmaraj has experience and expertise in the field of human resources management, social development and community engagement. Her induction as Independent Director would bring in value addition to the Company. Her skillsets in this field would enable her to contribute to the effective function of the Corporate Social Responsibility Committee and Nomination and Remuneration Committee in particular and the Board in general.

The Company has received:

- (i) consent in writing from Ms. Cauvery Dharmaraj 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 Ms. Cauvery Dharmaraj to the effect that she is not disqualified under sub-section (2) of Section 164 of the Act, and
- (iii) a declaration to the effect that she 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 she 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) She 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, She has enrolled her profile in the Independent Directors databank on 13th March 2023 for a term of five years beginning from 13th March 2023 to 12th March 2028.
- (vii) She undertakes to complete the self-assessment test within the time specified as per Rule 6 (4) of Companies (Appointment and Qualification of Directors) Rules 2014.
- (viii) A notice in writing by a member proposing his candidature under Section 160(1) of the Act.

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.

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

**Place: Chennai  
Date : 23<sup>rd</sup> March 2023**

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