

ESAB INDIA LIMITED - Postal Ballot MAY 2023

CUT-OFF DATE : 29.03.2023

RESOLUTION	CATEGORY	NO.OF SHARE HELD	NO.OF VOTES POLLED	%OF VOTES POLLED	NO.OF VOTES IN FAVOUR	NO.OF VOTES AGAINST	%OF VOTES IN FAVOUR ON VOTES POLLED	%OF VOTES AGAINST ON VOTES POLLED
		[1]	[2]	[3]=[2]/(1)]100	[4]	[5]	[6]=[4]/(2)]*100	[7]=[5]/(2)]*100
1	PROMOTER & PROMOTER GROUP	11347960	11347960	87.381	11347960	0	100.000	0.000
1	INSTITUTION	2162344	2119387	76.376	2119387	0	100.000	0.000
1	PUBLIC	1882716	7899	10.708	7736	163	97.936	2.064
TOTAL		15393020	13475246		13475083	163		

REPORT OF SCRUTINIZER (E-VOTING)

[Pursuant to the provisions of Section 110 of the Companies Act, 2013 read with rule 20 & 22 of the Companies (Management and Administration) Rules, 2014 & Regulation 44 of SEBI (Listing Obligations & Disclosures Requirement) Regulations, 2015]

To,
The Chairman
ESAB India Limited,
CIN: L29299TN1987PLC058738
Plot No.13, 3rd Main Road,
Industrial Estate, Ambattur
Chennai - 600058

Dear Sir,

Sub: Report of Scrutinizer on Postal Ballot (e-voting) Results

I, V. Mahesh, Practicing Company Secretary of V. Mahesh & Associates, have been appointed by the Board of Directors of ESAB India Limited as a Scrutinizer for the purpose of scrutinizing the e-voting process and ascertaining the requisite majority on e-voting carried out as per the provisions of Section 110 of the Companies Act, 2013 read along with rule 20 & 22 of the Companies (Management and Administration) Rules, 2014 along with relevant Circulars issued by Ministry of Corporate Affairs and pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 in respect of special resolution as set out in the postal ballot notice along with Explanatory Statement thereto dated 23rd March, 2023 ("Postal Ballot Notice").

The management of the Company is responsible to ensure Compliance with the requirements of the Companies Act, 2013, Rules and Circulars issued by the Ministry of Corporate Affairs and Securities and Exchange Board of India relating to voting through electronic means on the resolution contained in the postal ballot notice. My responsibility as a Scrutinizer for the e-voting process is restricted to providing the Scrutinizer's report pertaining to the votes casted "in favour" or "against" the resolution stated in the postal ballot notice, based on the reports generated from the e-voting system provided by National Securities Depository Limited (NSDL), the Authorized Agency to provide e-voting facilities, engaged by the Company.




Branch at : Tirupur

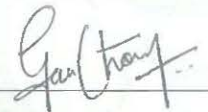
Further to the above, I submit my report as under:

1. The dispatch of the Postal Ballot Notice dated 23rd March, 2023 was completed on 03rd April, 2023.
2. The e-voting period commenced on Tuesday, 04th day of April, 2023 at 09.00 Hrs (IST) and ended on Wednesday, 03rd May, 2023 at 17.00 Hrs (IST).
3. The members holding shares as on the "cut-off date" of Wednesday, 29th March, 2023 were entitled to cast their vote through e-voting.
4. The Company has engaged the services of National Securities Depository Limited ("NSDL") for the purpose of providing the e-voting facility to all the members.
5. E-voting was unblocked after completion of voting process i.e. on Thursday, 04th May, 2023 in the presence of 2 witnesses, who are not in employment of the Company and who have appended their signature as witnesses thereto hereunder.

Witness No.1


[Spruti R.]

Witness No.2

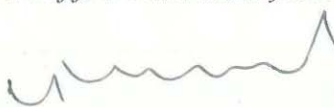


[GOWTHAM R.]

6. The details containing the list of equity shareholders, who voted "for" and "against" on the resolution put to vote, were generated from the e-voting website of NSDL.

The details of Postal Ballot result placed for consideration and approval of Members is given below:

SPECIAL RESOLUTION: APPOINTMENT OF MS.CAUVERY DHARMARAJ (DIN 02917088) AS INDEPENDENT DIRECTOR OF THE COMPANY

"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 23rd 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 23rd March 2023 till 22nd 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."

VOTED IN FAVOR OF THE RESOLUTION:

Number of Members voted	Number of Votes cast by them	% of total number of valid votes cast
181	13475083	99.99

VOTED AGAINST THE RESOLUTION:

Number of Members voted	Number of Votes cast by them	% of total number of valid votes cast
9	163	0.01

INVALID VOTES: NIL

The reports/records relating to voting by electronic means, shall be under my safe custody till the Chairman considers, approves and signs the Minutes and thereafter, the same will be handed over to the Company Secretary or any other person authorised by the Chairman of the Company.

For V. Mahesh & Associates


V. Mahesh
Practicing Company Secretary
M.No:F4162; CP No: 2473
UDIN:F004162E000253950
PR Cert. No: 2107/2022
Date: 04/05/2023
Place: Chennai



Countersigned by
For ESAB India Limited




G. Balaji
Company Secretary