



ESAB/SE/2025

23rd May 2025

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| To BSE Limited PJ Towers Dalal Street Mumbai 400 001. Scrip Code: 500133 | National Stock Exchange of India Limited Exchange Plaza Plot No.01, G Block, Bandra-Kurla Complex. Sandra (E) Mumbai 400 051 Scrip Code: ESABINDIA |
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Dear Sir / Madam,

Sub: Annual secretarial compliance report for the financial year ended 31st March 2025

Please find enclosed a copy of the Annual secretarial compliance report dated 16th May 2025 issued by Mr. V Mahesh, V Mahesh & Associates, Practising Company Secretaries for the financial year ended 31st March 2025.

Thanking you,

Yours truly,

For ESAB INDIA LIMITED

G BALAJI
COMPANY SECRETARY

Encl: As above

ESAB INDIA LIMITED

Registered Office & Ambattur Plant :
13, 3rd Main Road, Industrial Estate,
Ambattur, Chennai - 600 058.
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CIN. No. L29299TN1987PLC058738
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ANNUAL SECRETARIAL COMPLIANCE REPORT OF M/S. ESAB INDIA LIMITED
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2025

We V. Mahesh & Associates have examined:

- (a) all the documents and records made available to us and explanation provided by the listed entity,
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other documents/ filings, as may be relevant, which has been relied upon to make this report,

for the financial year ended **31st March, 2025** (“Review Period”) in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 (“SCRA”), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India (“SEBI”);

The Specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (**Not Applicable to the listed entity during the review period**);
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 (**Not Applicable to the listed entity during the review period**);
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021(**Not Applicable to the listed entity during the review period**);



- (f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 (**Not Applicable to the listed entity during the review period**);
- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (h) Securities and Exchange Board of India (Depository and Participants) Regulations, 2018;
- (i) Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993

and circulars/ guidelines issued thereunder;

- (a) The Listed Entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:

| S. No | Compliance Requirement (Regulation s/ Circulars/ Guidelines including specific clause) | Regulations/ Circular No. | Deviations | Action Taken by | Type of Action | Details of Violation | Fine Amount | Observations/ Remarks of the PCS | Management Response | Remarks |
|----------------|--|---------------------------|------------|-----------------|----------------|----------------------|-------------|----------------------------------|---------------------|---------|
| Not Applicable | | | | | | | | | | |

- (b) The Listed Entity has taken the following actions to comply with the observations made in previous reports:

| S. No | Compliance Requirement (Regulation s/ Circulars/ Guidelines including specific clause) | Regulations/ Circular No. | Deviations | Action Taken by | Type of Action | Details of Violation | Fine Amount | Observations/ Remarks of the PCS | Management Response | Remarks |
|----------------|--|---------------------------|------------|-----------------|----------------|----------------------|-------------|----------------------------------|---------------------|---------|
| Not Applicable | | | | | | | | | | |



We hereby report that, during the Review Period the Compliance Status of the Listed Entity is appended as below:

| S. No | Particulars | Compliance Status (Yes/ No/ NA) | Observations/ Remarks by PCS* |
|-------|--|---------------------------------|---|
| 1. | Secretarial Standards: The Compliances of the Listed Entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries of India (ICSI), as notified by the Central Government under Section 118(10) of the Companies Act, 2013 and mandatorily applicable. | Yes | |
| 2. | Adoption and timely updation of the Policies: <ul style="list-style-type: none">• All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities• All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations/circulars/guidelines issued by SEBI | Yes Yes | |
| 3. | Maintenance and Disclosures on Website: <ul style="list-style-type: none">• The Listed entity is maintaining a functional website• Timely dissemination of the documents/ information under a separate section on the website• Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re- directs to the relevant document(s)/ section of the website | Yes Yes Yes | - - - |
| 4. | Disqualification of Director: | NA | None of the Directors of the Company were |



| | | | |
|-----|--|-----------|---|
| | None of the Director(s) of the Company is/are disqualified under Section 164 of the Companies Act, 2013 as confirmed by the listed entity | | disqualified during the review period |
| 5. | Details related to Subsidiaries of listed entities have been examined w.r.t.: <ul style="list-style-type: none">• Identification of material subsidiary companies• Disclosure requirement of material as well as other subsidiaries | NA NA | During the review period, the Company did not have any Subsidiary |
| 6. | Preservation of Documents: The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015 | Yes | - |
| 7. | Performance Evaluation: The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations | Yes | - |
| 8. | Related Party Transactions: <ul style="list-style-type: none">• The listed entity has obtained prior approval of Audit Committee for all related party transactions; or• In case no prior approval has been obtained, the listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ ratified/ rejected by the Audit Committee | Yes NA | During the Review Period, there are no such instances |
| 9. | Disclosure of events or information: The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder | Yes | - |
| 10. | Prohibition of Insider Trading: | Yes | - |



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|-----|--|-----|--|
| | The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015 | | |
| 11. | Actions taken by SEBI or Stock Exchange(s), if any: SEBI has issued administrative warning dated 07 th March, 2025 for non-disclosure of requisite information. SEBI has observed that the company has not provided disclosures as specified by the Para 6 of Section III-B of the SEBI Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11,2024 which is required to be placed before the shareholders for consideration of Related Party Transactions in the Annual General Meeting held on August 10, 2023. | Yes | The Company vide its letter dated 10.03.2025, have already issued suitable clarification for the warning issued by the office of SEBI, affirming the administrative warning and Company's response would be tabled at the ensuing Board Meeting and Audit Committee Meeting to be held in the month of May, 2025 for further compliance. |
| 12. | Resignation of statutory auditors from the listed entity or its material subsidiaries: In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and/ or its material subsidiary(ies) has/ have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities. | NA | |
| 13. | Additional Non-compliances, if any: No additional non-compliance observed for any SEBI regulation/circular/guidance note etc except as reported above. | NA | During the Review Period, there are no such instances |



V. MAHESH & ASSOCIATES

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Phone: +91 9566077133
Telephone: 044-24354113

Assumptions & limitation of scope and review:

- 1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.*
- 2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.*
- 3. We have not verified the correctness and appropriateness of financial records and books of account of the listed entity.*
- 4. This report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (LODR) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.*

Place: Chennai

Date: 16/05/2025

For V. Mahesh & Associates

MAHESH Digitally signed
by MAHESH
VENKATA VENKATARAMAN
RAMAN Date: 2025.05.16
18:46:06 +05'30'

V Mahesh

Practicing Company Secretary

M. No.: F4162

C.P. No.: 2473

UDIN: F004162G000362982

PR No.: 2107/2022