



ESAB/NSE/2021

12 August, 2021

National Stock Exchange of India Limited  
Exchange Plaza  
Plot No.C/1, G Block  
Bandra-Kurla Complex, Bandra (E)  
Mumbai 400 051

**Scrip Code: ESABINDIA**

Dear Sir,

**Sub: Outcome of 34th Annual General Meeting**

**A.** Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 30 of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015 we hereby inform that the following **items of business were transacted and approved** by the members with requisite majority at the 34th Annual General Meeting of the Company held on 12 August, 2021 through Video conferencing Mode (VC) / Other Audio- Visual Means (OAVM) at 09:00 am.

1. To consider and adopt the Balance Sheet as at 31 March 2021 and the Statement of Profit and Loss Account for the Financial year ended on that date together with the Reports of Directors and the Auditors thereon.
2. To declare a final dividend of Rs. 25 each for the financial year ended 31 March 2021.
3. To appoint a Director in place of Mr Rohit Gambhir having Director Identification Number 06686250, who retires by rotation and is eligible for re-appointment.
4. Ratification of Remuneration to Cost Auditor.
5. To approve remuneration by way of commission to directors who are not in whole time employment of the Company not exceeding 1% of net profits of the Company for a period of five financial years commencing from 1 April 2021.

**B.** The Company had provided the Members right to cast their votes through remote e-Voting pursuant to provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and e-voting facility was also made available





from 09:00 A.M to 10:15 A.M for Members present at the Annual General Meeting and who had not previously exercised their votes through remote e-Voting.

Pursuant to **Regulation 44(3)** of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015 enclosed are the voting results of the business transacted at the Annual General Meeting.

- C. M/s V Mahesh and associates were appointed as the scrutinizer to scrutinize the remote e-voting and e-voting during the Annual General Meeting and provide the scrutinizer's report.

The **scrutinizer's report** on the results of remote e-Voting and e-voting during the Annual General Meeting are enclosed. The results are further uploaded on the Company's website [www.esabindia.com](http://www.esabindia.com) and displayed on Company's notice board at the registered office of the Company.

Kindly bring this to the attention of members and investors.

Thanking you,

Yours truly,

**For ESAB India Limited**

**S. Venkatakrishnan**  
**Company Secretary**



**V. MAHESH & ASSOCIATES**  
COMPANY SECRETARIES

No. 12/22, II Floor, 7th Main Road,  
R.A. Puram, Chennai - 600 028.  
Telephone : 91 (44) 2435 4113  
Phone : 91 (44) 4317 4474  
Email : chennaiho@vmacs.co.in

**REPORT OF SCRUTINIZER (E-VOTING)**

**[Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Amendment Rules, 2015]**

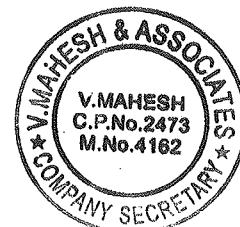
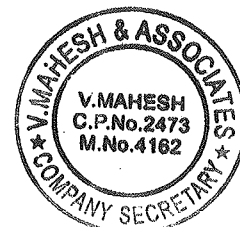
To,  
**The Chairman of the 34<sup>th</sup> Annual General Meeting**  
**ESAB India Limited,**  
**CIN: L29299TN1987PLC058738**  
**Plot No.13, 3rd Main Road,**  
**Industrial Estate, Ambattur**  
**Chennai - 600 058**

Dear Sir,

Sub: Scrutinizer's Report for the e-voting pursuant to the provisions of Section 108 of the Companies Act 2013

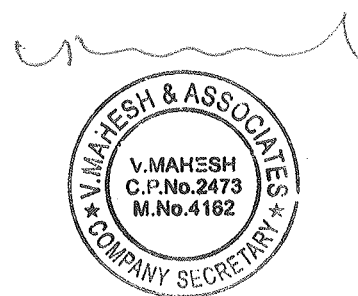
I, V. Mahesh, Practicing Company Secretary of V. Mahesh & Associates, have been appointed by the Board of Directors of ESAB India Limited as a Scrutinizer for the purpose of scrutinizing the e-voting process and ascertaining the requisite majority on e-voting carried out as per the provisions, of Section 108 of the Companies Act, 2013 read along with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015.

The management of the Company is responsible to ensure the Compliance with the requirements of the Companies Act, 2013 and the rules relating to voting through electronic means on the resolutions contained in the notice. Our 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 resolutions, 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.



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

1. In view of the COVID-19 pandemic, the Annual General Meeting ("AGM") was convened through VC/OAVM without the physical presence of the Members in compliance with the provisions of Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
2. The e-voting period was kept open from 9<sup>th</sup> August, 2021 at 10.00 A.M to 11<sup>th</sup> August, 2021 at 5.00 P.M. We further confirm that the e-voting facility was closed at 11<sup>th</sup> August, 2021 at 5.00 P.M.
3. The Members of the Company who couldn't cast their vote through remote e-voting prior the meeting were also given an option to cast their vote during the Annual General Meeting from 9.00 A.M to 10.15 A.M
4. The Members of the Company as on the "Cutoff date 5<sup>th</sup> of August, 2021 and the Record Date 5<sup>th</sup> of August, 2021 were entitled to vote on resolutions as set out in the notice.
5. Thereafter the details containing the list of Equity Shareholders, who voted "for" or "against" each of the resolutions were generated from the website of the E-Voting agency (NSDL) <https://www.evoting.nsdl.com> and based on the information generated, the result of the e-voting are as under



**Ordinary Business & Ordinary Resolutions****Item No.1:- Approval of Accounts**

To consider and adopt the Balance Sheet as at 31 March 2021 and the Statement of Profit and Loss Account for the financial year ended on that date together with the Reports of Directors and the Auditors thereon.

**Voted in favor of the resolution:**

Number of Members voted	Number of Votes cast by them	% of total number of valid votes cast
125	13325816	99.99

**Voted against the resolution:**

Number of Members voted	Number of Votes cast by them	% of total number of valid votes cast
2	51	0.01

**Invalid Votes:**

Number of Members whose votes were declared invalid	Total Number of votes cast by them
	NIL



**Item No: 2:- Declaration of Dividend**

To declare a dividend

**Voted in favor of the resolution:**

Number of Members voted	Number of Votes cast by them	% of total number of valid votes cast
125	13325816	99.99

**Voted against the resolution:**

Number of Members voted	Number of Votes cast by them	% of total number of valid votes cast
2	51	0.01

**Invalid Votes:**

Number of Members whose votes were declared invalid	Total Number of votes cast by them
	NIL



**Item No: 3:- Appointment of Mr. Rohit Gambhir, Director retiring by rotation and eligible for re-appointment**

To appoint a Director in place of Mr Rohit Gambhir having Director Identification Number 06686250, who retires by rotation and is eligible for re-appointment.

**Voted in favor of the resolution:**

Number of Members voted	Number of Votes cast by them	% of total number of valid votes cast
121	13325096	99.99

**Voted against the resolution:**

Number of Members voted	Number of Votes cast by them	% of total number of valid votes cast
6	771	0.01

**Invalid Votes:**

Number of Members whose votes were declared invalid	Total Number of votes cast by them
	NIL



**Special Business & Ordinary Resolution****Item N0:4:- Remuneration to Cost Auditors**

**RESOLVED THAT** the remuneration of Rs. 5,50,000/- (Rupees Five Lakh Fifty Thousand Only), in addition to reimbursement of travel and out-of-pocket expenses, payable to M/s. Geeyes & Co., Practising Cost Accountants, Chennai holding Firm Registration No.000044 allotted by the Institute of Cost Accountants of India, who was appointed as Cost Auditor of the Company for the Financial Year ending 31.3.2022 as recommended by the Audit Committee and approved by the Board of Directors at its meeting held on 21 May, 2021 in terms of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 be and is hereby ratified.

**Voted in favor of the resolution:**

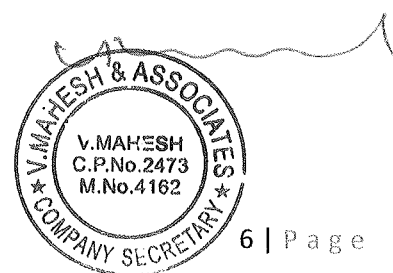
Number of Members voted	Number of Votes cast by them	% of total number of valid votes cast
123	13325751	99.99

**Voted against the resolution:**

Number of Members voted	Number of Votes cast by them	% of total number of valid votes cast
4	116	0.01

**Invalid Votes:**

Number of Members whose votes were declared invalid	Total Number of votes cast by them
	NIL





**Special Business & Special Resolution****Item No: 5:- Remuneration to Directors**

**RESOLVED THAT** in terms of Regulation 17(6) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 or any other applicable provisions of the SEBI Regulations and pursuant to the provisions of Section 197(4) & (6) and other applicable provisions, if any, of the Companies Act, 2013, consent of the Company be and is hereby accorded to the payment of remuneration by way of commission not exceeding 1% of the net profits of the Company for a period of five financial years commencing from 1 April, 2021 to 31 March, 2026 to Directors (other than Directors not resident in India) who are not in the whole time employment of the Company.

**Voted in favor of the resolution:**

Number of Members voted	Number of Votes cast by them	% of total number of valid votes cast
117	13324473	99.99

**Voted against the resolution:**

Number of Members voted	Number of Votes cast by them	% of total number of valid votes cast
10	1394	0.01

**Invalid Votes:**

Number of Members whose votes were declared invalid	Total Number of votes cast by them
	NIL

Date: 12/08/2021

Place: Chennai

For V. Mahesh &amp; Associates



V. Mahesh  
Practicing Company Secretary  
(M.No: 4162 & CP No.2473)  
UDIN: F004162C000772149