



ESAB/NSE/2022

12 August 2022

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 35th 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 35th Annual General Meeting of the Company held on 11 August, 2022 through Video conferencing Mode (VC) / Other Audio- Visual Means (OAVM) at 3:30 p.m.

1. To consider and adopt the Balance Sheet as at 31 March 2022 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. 20 each for the financial year ended 31 March 2022.
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 material transactions with ESAB Europe GmbH, Switzerland, Related Party.

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 3:30 P.M to 4:32 P.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 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

A handwritten signature in blue ink, appearing to read "G. Balaji".

G. Balaji
Company Secretary



REPORT OF SCRUTINIZER (E-VOTING)

[Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with rule 20 of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman of the 35th Annual General Meeting
ESAB India Limited,
CIN: L29299TN1987PLC058738
Plot No.13, 3rd Main Road,
Industrial Estate, Ambattur
Chennai - 600058

Dear Sir,

Sub: Report of Scrutinizer on Remote e-voting and e-voting conducted at the 35th Annual General Meeting (AGM) held through Video Conferencing ("VC")/Other Audio-Visual Means ("OAVM").

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) Rules, 2014 and pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015.

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 resolutions contained in the 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 resolutions stated in the notice of the AGM, 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.



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Scrutinizer's Report on remote e-voting for the 35th AGM of ESAB India Limited

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

1. The Annual General Meeting ("AGM") was convened through VC/OAVM without the physical presence of the Members in compliance with the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
2. The Members of the Company as on the "Cutoff date" 4th August, 2022 and the Record Date 4th August, 2022 were entitled to vote on resolutions as set out in the notice of AGM.
3. The remote e-voting period was kept open from 8th August, 2022 at 09.00 A.M to 10th August, 2022 at 05.00 P.M. We further confirm that the remote e-voting facility was closed at 10th August, 2022 at 05.00 P.M.
4. The Members of the Company who couldn't cast their vote through remote e-voting prior to the AGM were given an option to cast their vote until the closure of the Annual General Meeting.
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:- Adoption of Accounts**

To consider and adopt the Balance Sheet as at 31st March 2022 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
168	13609094	99.99

Voted against the resolution:

Number of Members voted	Number of Votes cast by them	% of total number of valid votes cast
1	43	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
169	13611642	99.99

Voted against the resolution:

Number of Members voted	Number of Votes cast by them	% of total number of valid votes cast
1	43	0.01

Invalid Votes:

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



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Item No: 3:- Re-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
165	13609308	99.99

Voted against the resolution:

Number of Members voted	Number of Votes cast by them	% of total number of valid votes cast
4	119	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 No: 4:- Ratification of Remuneration to Cost Auditor**

RESOLVED THAT pursuant to the provision of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, 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, who have been appointed as Cost Auditor of the Company for the Financial Year ending 31st March 2023 as recommended by the Audit Committee and approved by the Board of Directors at its meeting held on 27th May, 2022 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
166	13609369	99.99

Voted against the resolution:

Number of Members voted	Number of Votes cast by them	% of total number of valid votes cast
3	58	0.01

Invalid Votes:

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



Item No: 5:- Approval of Material Transactions with ESAB Europe GmbH, Switzerland, Related Party

RESOLVED THAT pursuant to the provisions of Section 188 and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Company's Policy on Related Party Transactions, consent of the members of the Company be accorded for entering into related party transactions with the above said related party for purchase of raw materials, components, finished goods & services and sales of goods & services as detailed in the Explanatory Statement annexed hereto:

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to approve transactions and the terms & conditions with the related party defined under the Act, and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient, or incidental thereto as the Board may at its absolute discretion deem fit, without being required to seek any further consent or approvals of the Members or otherwise to the end and intent that they shall be deemed has given their approval thereto expressly by the authority of this resolution for the purpose of giving effect to this Resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers conferred herein, to any one of its directors or Committee of directors with power to further delegate to or any Key Managerial Personnel of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this Resolution.

Voted in favor of the resolution:

Number of Members voted	Number of Votes cast by them	% of total number of valid votes cast
133	2141191	94.68

Voted against the resolution:

Number of Members voted	Number of Votes cast by them	% of total number of valid votes cast
33	120276	5.32

Invalid Votes:

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

**For V. Mahesh & Associates****V. Mahesh
Practicing Company Secretary****M.No:F4162****CP No: 2473****UDIN: F004162D000782456****Peer Review Cert.No: 2107/2022****Date: 11.08.2022****Place: Chennai**