



ESAB/SE/2023

11 August 2023

To 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	Bombay Stock Exchange Limited P J Towers Dalal Towers, Mumbai 400 023 Scrip Code: 500133
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Dear Sir / Madam,

Sub: Voting Results of 36th Annual General Meeting along with the Scrutinizer's Report

Pursuant to Regulation 44(3) of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015 we hereby submit the voting results of the business transacted at the 36th Annual General Meeting of the Company, as below:

Agenda Item No	Resolutions	No. of Votes cast in favour of the resolution			No. of votes against the resolution		
		No of Members Voted	No. of votes cast by them	% of total number of votes cast	No of Members Voted	No. of votes cast by them	% of total number of votes cast
1	Adoption of accounts, Directors and Auditors report for the FY 2022-23	152	134,78,501	99.99	3	40	0.01
2	Declaration of Final Dividend of Rs. 20 each per equity share	154	134,81,633	99.99	3	40	0.01
3	Re-appointment of Mr. Rohit Gambhir (DIN: 06686250), Director retiring by rotation and eligible for re-appointment	151	134,78,038	99.99	9	1,471	0.01
4	Ratification of remuneration payable to Cost Auditors of the Company for the FY 2023-24	152	134,79,462	99.99	4	50	0.01

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5	Re-appointment of Mr. Rohit Gambhir (DIN: 06686250) as Managing Director of the Company for a term of five years with effect from 1 st November 2023	150	134,78,037	99.99	10	1,472	0.01
6	Appointment of Mr. B Mohan (DIN: 00261434) as Director of the Company for a term of five years with effect from 20 th June 2023.	114	129,52,459	96.09	41	527,028	3.91
7	Approval of Material Transactions with ESAB Europe GmbH, Switzerland, Related Party	141	17,20,042	80.69	14	411,510	19.31
8	Approval of Material Transactions with EWAC Alloys Limited, Related Party	138	17,19,626	80.67	17	411,926	19.33

M/s V Mahesh and Associates were appointed as the scrutinizer to scrutinize the remote e-voting and e-voting during the 36th Annual General Meeting and he has provided the scrutinizer's report dated 11th August 2023.

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.

Thanking you,

Yours truly,

For ESAB India Limited

G. Balaji
Company Secretary

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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 36th 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 36th 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

1 | Page

Scrutinizer's Report on remote e-voting for the 36th AGM of ESAB India Limited

Branch at : **Tirupur**



"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.

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"/ Record date of 3rd August, 2023 were entitled to vote on resolutions as set out in the notice of AGM.
3. The remote e-voting period was kept open from 7th August, 2023 at 09.00 A.M to 9th August, 2023 at 05.00 P.M. We further confirm that the remote e-voting facility was closed on 9th August, 2023 at 5.00 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 upto 15minutes from the closure of the Annual General Meeting. The Annual General Meeting concluded at 4.25 P.M and the voting window was closed at 4.40 P.M
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 on 31st March 2023 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 votes cast
152	13478501	99.99

Voted against the resolution:

Number of Members voted	Number of Votes cast by them	% of total number of votes cast
3	40	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 final dividend of Rs. 20 per equity share of Rs. 10 each i.e, 200%

Voted in favor of the resolution:

Number of Members voted	Number of Votes cast by them	% of total number of votes cast
154	13481633	99.99



Voted against the resolution:

Number of Members voted	Number of Votes cast by them	% of total number of votes cast
3	40	0.01

Invalid Votes:

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

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 votes cast
151	13478038	99.99

Voted against the resolution:

Number of Members voted	Number of Votes cast by them	% of total number of votes cast
9	1471	0.01

Invalid Votes:

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



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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 2024 as recommended by the Audit Committee and approved by the Board of Directors at its meeting held on 25th May, 2023 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 votes cast
152	13479462	99.99

Voted against the resolution:

Number of Members voted	Number of Votes cast by them	% of total number of votes cast
4	50	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:- Rcappointment of Mr. Rohit Gambhir (DIN:06686250) as Managing Director of the Company for a term of five years with effect from 1st November 2023**

RESOLVED THAT subject to the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (the Act 2013), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or reenactment(s) thereof for the time being in force), consent of the

5 | Page

Scrutinizer's Report on remote e-voting for the 36th AGM of ESAB India Limited

Company be and is hereby accorded for re-appointment of Mr. Rohit Gambhir (DIN:06686250), as the Managing Director of the Company for a period of five years with effect from 1st November 2023 upon such terms and conditions (including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the aforesaid period) as recommended by the Nomination and Remuneration Committee of Directors and the Board of Directors (the Board) as set out in the explanatory statement and to alter and vary the terms and conditions of the said appointment and remuneration and / or agreement in such manner, as it may deem fit and as may be agreed to between the Board and Mr. Rohit Gambhir, however subject to the limits permissible under the Act and for this purpose the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary.

RESOLVED FURTHER THAT the scope and quantum of remuneration specified hereinbelow, may be enhanced, enlarged, widened, altered or varied by the Board, in light of and in conformity with any amendment to the relevant provisions of the Act, 2013 / Income Tax Act, 1961 and / or the rules and regulations made thereunder and / or such guidelines, as may be announced by the Central Government, from time to time.

Voted in favor of the resolution:

Number of Members voted	Number of Votes cast by them	% of total number of votes cast
150	13478037	99.99

Voted against the resolution:

Number of Members voted	Number of Votes cast by them	% of total number of votes cast
10	1472	0.01

Invalid Votes:

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



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SPECIAL BUSINESS AND ORDINARY RESOLUTION:**Item No: 6:- Appointment of Mr. B Mohan (DIN: 00261434) as Director of the Company for a term of five years with effect from 20th June 2023**

RESOLVED THAT subject to the provisions of Sections 196 and 203 and other applicable provisions, if any, of the Companies Act, 2013 (the Act 2013), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactment(s) thereof for the time being in force), consent of the members of the Company be and is hereby accorded to the appointment of Mr. B Mohan (DIN: 00261434), Chief Financial Officer, as Director of the Company for a period of five years with effect from 20th June 2023, upon such terms and conditions as recommended by the Nomination and Remuneration Committee of Directors and the Board of Directors (the Board) as set out in the explanatory statement and to alter and vary the terms and conditions of the said appointment and for this purpose the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary.

RESOLVED FURTHER THAT Mr. B. Mohan, Chief Financial Officer shall hold the office of Director as an additional responsibility and his remuneration be paid only in the capacity as Chief Financial Officer as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors from time to time.

RESOLVED FURTHER THAT Mr. B Mohan, Director shall be liable to retire by rotation under Section 152 of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof), if re-appointed as a Director immediately on retirement by rotation, he shall continue to hold his office of Director and such reappointment shall not be deemed to constitute a break in his appointment as Director.

RESOLVED FURTHER THAT the Board of Directors or Company Secretary be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary 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 votes cast
114	12952459	96.09



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Voted against the resolution:

Number of Members voted	Number of Votes cast by them	% of total number of votes cast
41	527028	3.91

Invalid Votes:

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

Item No: 7:- 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 and is hereby accorded for entering into related party transactions with ESAB Europe GmbH, Switzerland for purchase of raw materials, components, finished goods & services and sale of goods & services in the ordinary course of its business and at arm's length basis for an aggregate amount not exceeding Rs. 150 crores 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 votes cast
141	1720042	80.69

Voted against the resolution:

Number of Members voted	Number of Votes cast by them	% of total number of votes cast
14	411510	19.31

Invalid Votes:

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

Item No: 8:- Approval of Material Transactions with EWAC Alloys Limited, 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 and is hereby accorded for entering into related party transactions with EWAC Alloys Limited for purchase of raw materials, components, finished goods & services and sale of goods & services in the ordinary course of its business and at arm's length basis for an aggregate amount not exceeding Rs. 150 crores as detailed in the Explanatory Statement annexed hereto.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized 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 votes cast
138	1719626	80.67

Voted against the resolution:

Number of Members voted	Number of Votes cast by them	% of total number of votes cast
17	411926	19.33

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: F004162E0007849
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Peer Review Cert.No: 2107/2022



Date: 11.08.2023

Place: Chennai