



ESAB/SE/2025

27th January 2025

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

Sub: Intimation on the outcome of the Board Meeting held on 27th January 2025

Pursuant to regulation 30 read with Schedule III of SEBI (LODR) Regulations 2015, we wish to inform you that the Board of Directors of ESAB India Limited at their meeting held on 27th January 2025 have taken the following decisions and noted as below.

1. Appointment of new Independent Directors

i) Mr. N Ramesh Rajan (01628318)

Based on the recommendations of the Nomination and Remuneration Committee, the Board of Directors of the Company have appointed Mr. N. Ramesh Rajan (DIN 01628318) as Additional Director in the category of Non-Executive Independent Director (NEID) of the Company with effect from 27th January 2025 for a period of five years subject to approval of the shareholders through Postal ballot. The required details pursuant to regulation 30 read with Schedule III of SEBI (LODR) Regulations 2015 and read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023, are annexed herewith as **Annexure - 1**.

Further, in terms of BSE Circular bearing reference No. LIST/COMP/14/2018-19 and NSE Circular bearing reference No. NSE/CML/2018/24 dated June 20, 2018, we have received confirmation from Mr. N. Ramesh Rajan that he is not debarred from accessing capital markets and / or restrained from holding the office of director by virtue of any order of the SEBI or any other such authority.

ii) Mr. Raja Venkataraman (00669376)

Based on the recommendations of the Nomination and Remuneration Committee, the Board of Directors of the Company have appointed Mr. Raja Venkataraman (00669376) as Additional Director in the category of Non-Executive Independent Director (NEID) of the Company with effect from 27th January 2025 for a period of five years subject to approval of the shareholders through Postal ballot. The required details pursuant to regulation 30 read with Schedule III of SEBI (LODR) Regulations 2015, read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/ 2023/123 dated July 13, 2023, are annexed herewith as **Annexure - 1**.

Further, in terms of BSE Circular bearing reference No. LIST/COMP/14/2018-19 and NSE Circular bearing reference No. NSE/CML/2018/24 dated June 20, 2018, we have received confirmation from Mr. Raja Venkataraman that he is not debarred from accessing capital markets and / or restrained from holding the office of director by virtue of any order of the SEBI or any other such authority.

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2. Continuation of Non-Executive Nominee Director

Pursuant to regulation 17(1D) of SEBI (LODR) Regulations 2015, the Board of Directors of the Company have recommended the continuation of the Directorship of Mr. Kevin Johnson (09147729) Non-Executive Nominee Director for the approval of the shareholders through Postal ballot. The required details pursuant to regulation 30 read with Schedule III of SEBI (LODR) Regulations 2015, read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023, are annexed herewith as **Annexure - 2**.

Further, in terms of BSE Circular bearing reference No. LIST/COMP/14/2018-19 and NSE Circular bearing reference No. NSE/CML/2018/24 dated June 20, 2018, we have received confirmation from Mr. Kevin Johnson that he is not debarred from accessing capital markets and / or restrained from holding the office of director by virtue of any order of the SEBI or any other such authority.

3. Tenure completion of Independent Directors

i) Mr. K Vaidyanathan (DIN: 00063692)

The Board noted that Mr. K Vaidyanathan (DIN:00063692), Independent Director of the Company will be completing his term as an Independent Director by 29th January 2025 and consequently will cease to be a Director of the Company with effect from 30th January 2025. The Board and Management of the Company hereby place on record their sincere appreciation and thanks for the valuable contributions made by Mr. K Vaidyanathan as Independent Director of the Company.

ii) Mr. Vikram Tandon (DIN: 01727251)

The Board noted that Mr. Vikram Tandon (DIN: 01727251), Independent Director of the Company will be completing his term as an Independent Director by 29th January 2025 and consequently will cease to be a Director of the Company with effect from 30th January 2025. The Board and Management of the Company hereby place on record their sincere appreciation and thanks for the valuable contributions made by Mr. Vikram Tandon as Independent Director of the Company.

We further wish to inform you that the meeting of the Board of Directors of the Company commenced at 8.30 p.m. and concluded at 08.55 p.m.

We request you to kindly take the above information on record.

Thanking you
Yours Faithfully,
For ESAB India Limited

G Balaji
(Company Secretary)

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Annexure – 1

Information required under Regulation 30 read with Schedule III of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 and SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023.

Sl. No.	Particulars	Details of appointment of Director	Details of appointment of Director
1	Name of the Director	Mr. N Ramesh Rajan	Mr. Raja Venkataraman
2	Director Identification Number (DIN)	01628318	00669376
3	Reason for change viz., appointment / resignation / removal / death or otherwise	Appointment: Appointed as Additional Director in the category of Non-Executive Independent Director	Appointment: Appointed as Additional Director in the category of Non-Executive Independent Director
4	Date of appointment & Terms of appointment / cessation	Appointed with effect from 27 th January 2025 for a period of five consecutive years subject to the approval of shareholders through Postal ballot.	Appointed with effect from 27 th January 2025 for a period of five consecutive years subject to the approval of shareholders through Postal ballot.
5	Qualification	Commerce graduate from Vivekananda College, Chennai Chartered Accountant from the Institute of Chartered Accountants of India	Commerce graduate from St. Xavier's College, Kolkata Chartered Accountant from the Institute of Chartered Accountants of India Company Secretary from the Institute of Company Secretaries of India
6	Brief Profile	Annexed as Annexure 1A	Annexed as Annexure 1B
7	Disclosure of Relationship between Directors	Mr. Ramesh Rajan is not related to any other Director in the Company	Mr. Raja Venkataraman is not related to any other Director in the Company
8	Information as required pursuant LIST/COMP/14/2018-19 dated June 20, 2018, and Circular No. NSE/CML/2018/24 issued by the National Stock Exchange of India Ltd., dated June 20, 2018	Mr. Ramesh Rajan is not debarred from holding the office of director by virtue of any SEBI order or any other such authority	Mr. Raja Venkataraman is not debarred from holding the office of director by virtue of any SEBI order or any other such authority

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Annexure -1A

Brief profile of Mr. N. Ramesh Rajan, Independent Director

Mr. N. Ramesh Rajan aged 67 years is a Fellow Member of the Institute of Chartered Accountant and a B. Com graduate from Vivekananda College, Chennai. He started his career as an Assistant Manager with Lovelock & Lewes, Chartered Accountants, Chennai in the year 1981.

In the earlier period of his career with Lovelock & Lewes, he was seconded to the Computer Audit group of Coopers & Lybrand, London. He then took charge as Manager (Computer Audit) in the year 1987 with Lovelock & Lewes. From the year 1988 to 2002, he had handled multiple assignments and with his expertise he had grown up in his career ladder from Manager to Global Risk Management Services Leader (GRMS) in PwC India. He was responsible for developing and leading the GRMS practice in India post the sale of PwC's Global Consulting practice to IBM.

From the January 2003 to April 2007, he has held various high positions in his career with PwC India. He was a member of PwC's India Leadership Team and Internal Audit Leader / Deputy Assurance Leader.

He was the Engagement Partner and Country Relationship Partner for several large Domestic and Multinational Groups. Apart from statutory audits, Ramesh has led several large Due Diligence and Risk management engagements.

Mr. N. Ramesh Rajan also held the position of Chairman and Senior Partner of PwC India responsible for overall strategy and operations of all PwC Indian entities. He was also a member of the Global Strategy Council of PwC International and served as a member council of PwC's Central Cluster led by PwC, UK.

During the period 2010 to June 2013, he was the Partner, Global Assurance for PwC International responsible for reviewing and formulation of PwC International's Global Audit Delivery Strategy.

Mr. N. Ramesh Rajan currently holds the position of Independent Director in the listed entities viz. Cholamandalam Investment and Finance Co. Ltd., TTK Healthcare Limited, Rane Madras Limited, Rane Engine Valve Limited, Rane Brake Linings Limited and in Lotte India Corporation a public limited company.

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Annexure - 1B

Brief profile of Mr. Raja Venkataraman, Independent Director

Mr. Raja Venkataraman, aged 68, is a commerce graduate from St Xavier's College Kolkata and also a qualified Chartered Accountant and a Company Secretary. He has work experience of more than 40 years spanning across diverse industries in India including automotive tires, Leather, Food & Beverages, Batteries, Healthcare and Consumer goods. His career span has been across reputed organizations including Unilever, GE, Tyco and Philips and in diverse functional roles including General Management, Finance, Sourcing, Commodity Buying, Human Resources, Legal, Company secretarial and Business Development.

He has been a CEO cum Managing Director for over 14 years and CFO for over 10 years across Industry with a proven track record of delivering results consistently with the highest standards of Ethical values and Governance.

During his long corporate career, he has held number of leadership positions in Industry associations, participated and spoken at number of forums and has been credited with driving Reverse innovation in Healthcare in India that has been widely recognized across India and abroad besides featuring as a Harvard business school case study.

The leadership talent that he has nurtured and groomed over the years, several of whom hold CEO and CFO positions in India and abroad across various companies, is considered by him as the most satisfying accomplishment of his life.

Post his retirement in September 2017 from the role of Managing Director of Philips India Ltd, he works as a Management and Strategy consultant. Mr. Raja Venkataraman currently holds the position of Independent Director in the listed entities viz. Greaves Cotton Limited and Amrutanjan Health care Limited. He also holds Directorships in private and unlisted public companies viz. Premium Transmission Limited, Healthmap Diagnostics Private Limited, Greaves Electric Mobility Limited, Premium Motion Private Limited, MLR Auto Limited, and Taiki Consulting Private Limited.

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Annexure – 2

Sl. No.	Particulars	Details of appointment of Director
1	Name of the Director	Mr. Kevin Johnson
2	Director Identification Number (DIN)	09147729
3	Reason for change viz., appointment / resignation / removal / death or otherwise	Continuation of Directorship of Mr. Kevin Johnson as Non-Executive Nominee Director pursuant to regulation 17(1D) of SEBI (LODR) Regulations 2015, subject to approval of the shareholders through Postal ballot.
4	Date of appointment & Terms of appointment / cessation	Pursuant to regulation 17(1D) of SEBI (LODR) Regulations 2015, the date of approval by shareholders through Postal ballot will be considered as the date of appointment in this case and it will be valid for the next five years.
5	Qualification	i. Australian CPA, ii. BSSc from Queens University, Northern Ireland, iii. Master's degree in accounting from Macquarie University, Australia, iv. MBA from Hasselt University, Belgium.
6	Brief Profile	Annexed as Annexure 2A
7	Disclosure of Relationship between Directors	Mr. Kevin Johnson is not related to any other Director in the Company
8	Information as required pursuant LIST/COMP/14/2018-19 dated June 20, 2018, and Circular No. NSE/CML/2018/24 issued by the National Stock Exchange of India Ltd., dated June 20, 2018	Mr. Kevin Johnson is not debarred from holding the office of director by virtue of any SEBI order or any other such authority.

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Annexure – 2A

Brief Profile of Mr. Kevin Johnson, Non-Executive Nominee Director

Mr. Kevin Johnson, aged 49 years, is the Chief Financial Officer of ESAB Corporation, Delaware, United States of America, which is the ultimate holding company of ESAB India Limited. He leads the ESAB group financial planning, controlling, tax, treasury, IT and investor relations functions and is responsible for developing and executing the financial strategy at global level to support the achievement of the ESAB group business objectives. He holds the position of Non-Executive Nominee Director representing the promoter shareholders' interest on the Board of ESAB India Limited.

He is a qualified Australian CPA and holds an undergraduate degree (BSSc) from Queens University, Northern Ireland, a master's degree in accounting from Macquarie University, Australia and an MBA from Hasselt University, Belgium.

Prior to joining ESAB, Mr. Kevin Johnson held several roles of increasing responsibility across the Colfax Corporation (now Enovis) enterprise during which time he gained extensive global experience in Asia, Europe and Africa including as Executive Director and Chief Financial Officer for Howden Africa, a South African publicly listed company.

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