



ESAB/BSE/2022

23 May 2022

Bombay Stock Exchange Limited
P J Towers
Dalal Street
Mumbai 400 001.

Scrip Code: 500133

Dear Sir,

Sub: Annual secretarial compliance report for the financial year ended 31 March 2022

Please find enclosed a copy of the Annual secretarial compliance report dated 19 May 2022 issued by Mr. V Mahesh, V Mahesh & Associates, Practising Company Secretaries for the financial year ended 31 March 2022.

Thanking you,

Yours truly,

For ESAB INDIA LIMITED


G. BALAJI
COMPANY SECRETARY

Encl: As above

**SECRETARIAL COMPLIANCE REPORT OF ESAB INDIA LIMITED FOR THE YEAR ENDED
31ST MARCH, 2022**

To,
The Board of Directors,
ESAB India Limited
Plot No. 13, 3rd Main Road, Industrial Estate,
Ambattur, Chennai – 600058

We have examined:

- (a) All the documents and records made available to us and explanation provided by **ESAB India Limited** (“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 document/ filing, as may be relevant, which has been relied upon to make this certification, for the Financial Year ended **31st March, 2022** (“01st April, 2021 – 31st March, 2022”) in respect of compliance with the provisions of:
 - i. the Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, circulars, guidelines issued thereunder; and
 - ii. 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;
- c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takovers) Regulations, 2011;
- d) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- e) Securities and Exchange Board of India (Depositories And Participants) Regulations, 2018



Based on the above examination, we hereby report that, during the Review Period:

- (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:-

Sr. No	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1.	Pursuant to Regulation 21(3C) of SEBI (LODR) Regulation, 2015, the meetings of the Risk Management Committee shall be conducted in such a manner that on a continuous basis not more than one hundred and eighty days shall elapse between any two consecutive meetings	During the period under review, the gap between two consecutive committee meetings (held on 12.08.2021 and 10.02.2022 respectively) was one hundred and eight two days as against the time period of one hundred and eighty days	The Management of the Company has clarified to the National Stock Exchange of India Limited (NSE) vide letter dated 04.05.2022 regarding the said gap and this clarification has been taken note of.

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/guidelines issued thereunder insofar as it appears from our examination of those records.
- (c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No	Action taken by	Details of violation	Details of action taken e.g. fines, warning letter, debarment, etc	Observations/ Remarks of the Practicing Company Secretary, if any
1.	Clarification vide mail dated 02 nd May, 2022 by the National Stock Exchange of India Limited (NSE)	Pursuant to Regulation 21(3C) of SEBI (LODR) Regulation, 2015, the gap between two consecutive meetings of Risk Management Committee exceeded one hundred and eighty two days as against the prescribed time limit of one hundred and eighty days.	NA-only clarification was sought by National Stock Exchange of India Limited (NSE)	The Management of the Company clarified to NSE vide letter dated 04 th May, 2022 and this clarification was taken due cognizance of.



- (d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No	Observation of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended 31st March,2022	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
NA				

Place: Chennai
Date: 19.05.2022



For V. Mahesh & Associates

V. Mahesh
Practising Company Secretary
FCS No.: 4162
C.P No.:2473
Peer Review No.:2107/2022
UDIN: F004162D000347560