



ESAB/BSE/2020

28 August, 2020

Bombay Stock Exchange Limited  
P J Towers  
Dalal Towers,  
Mumbai 400 023

**Scrip Code: 500133**

Dear Sir,

**Sub: Outcome of 33rd Annual General Meeting**

- A. Pursuant to Section 108 and 109 of the Companies Act, 2013 read with Rule 21(2) 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 33rd Annual General Meeting of the Company held on 28 August, 2020 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 2020 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 appoint a Director in place of Mr Rohit Gambhir having Director Identification Number 06686250, who retires by rotation and is eligible for re-appointment.
  3. Re-appointment of M/s S R Batliboi & Associates LLP having Firm Registraiton Number 101049W / E300004 as Statutory Auditors of the Company for further term of four consecutive years from the financial year 2020-2021 upto and including the financial year 2023-2024.
  4. Ratification of Remuneration to Cost Auditor.
- 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 11:00 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.

*S. Venkatesh*



- 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**

A handwritten signature in blue ink, appearing to read "S. Venkatakrisnan", with a horizontal line underneath.

**S. Venkatakrisnan**  
**Company Secretary**



**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 33<sup>rd</sup> Annual General Meeting  
**ESAB India Limited,**  
CIN: L29299TN1987PLC058738  
Plot No.13, 3<sup>rd</sup> 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 Tuesday, 25<sup>th</sup> August 2020 (9.00AM) to Thursday, 27<sup>th</sup> August, 2020 (5.00 PM). We further confirm that e-voting facility was closed at 5.00 PM on 27<sup>th</sup> August 2020.
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 11. A.M
4. The Members of the Company as on the "**Cutoff date** and the **Record Date**" (21<sup>st</sup> day of August, 2020) 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**

**Item No.1 - Ordinary Resolution:**

To consider and adopt the Balance Sheet as at 31<sup>st</sup> March 2020 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 |
|-------------------------|------------------------------|---------------------------------------|
| <b>94</b>               | <b>13477614</b>              | <b>99.99</b>                          |

**Voted against the resolution:**

| Number of Members voted | Number of Votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------|---------------------------------------|
| <b>3</b>                | <b>102</b>                   | <b>0.01</b>                           |

**Invalid Votes:**

| Number of Members whose votes were declared invalid | Total Number of votes cast by them |
|---|------------------------------------|
| <b>NIL</b>  |                                    |



**Item No.2 - Ordinary Resolution:**

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 favour of the Resolution**

| Number of Members voted | Number of Votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------|---------------------------------------|
| <b>91</b>               | <b>13477379</b>              | <b>99.99</b>                          |

**Voted Against the Resolution**

| Number of Members voted | Number of Votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------|---------------------------------------|
| <b>6</b>                | <b>337</b>                   | <b>0.01</b>                           |

**Invalid Votes**

| Number of Members whose votes were declared invalid | Total Number of votes cast by them |
|---|------------------------------------|
|   | <b>NIL</b>                         |



**Item No. 3 - Ordinary Resolution:**

**RESOLVED THAT** pursuant to the provisions of section 139,142 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with the companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), M/s S.R. Batliboi & Associates, LLP, Chartered Accountants, (Firm Registration No. 101049W/E300004), be and are hereby re-appointed as Statutory Auditors of the Company from the conclusion of this meeting to hold such office till the conclusion of Thirty Seventh Annual General Meeting to be held in 2024, at a remuneration plus taxes and levies, as applicable and reimbursement of out-of-pocket expenses incurred, payable in one or more installments, as may be duly recommended by the Audit Committee and approved by the Board of Directors from time to time to conduct the statutory audit from the financial year 2020-2021 up to and including the financial year 2023-2024.

**Voted in favour of the Resolution**

| Number of Members voted | Number of Votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------|---------------------------------------|
| <b>92</b>               | <b>13477530</b>              | <b>99.99</b>                          |

**Voted Against the Resolution**

| Number of Members voted | Number of Votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------|---------------------------------------|
| <b>4</b>                | <b>107</b>                   | <b>0.01</b>                           |

**Invalid Votes**

| Number of Members whose votes were declared invalid | Total Number of votes cast by them |
|---|------------------------------------|
| <b>NIL</b>  |                                    |



**Special Business**

**Item No. 4 - Ordinary Resolution:**

**RESOLVED THAT** the remuneration of Rs.5,50,000/- (Rupees five lakhs fifty thousand only), in addition to reimbursement of travel and out-of-pocket expenses, payable to M/s. Geeyes & Co., Practicing 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 31.3.2021 as recommended by the Audit Committee and approved by the Board of Directors at its meeting held on 24 June, 2020 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 favour of the resolution**

| Number of Members voted | Number of Votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------|---------------------------------------|
| <b>92</b>               | <b>13477599</b>              | <b>99.99</b>                          |

**Voted against the resolution**

| Number of Members voted | Number of Votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------|---------------------------------------|
| <b>5</b>                | <b>117</b>                   | <b>0.01</b>                           |

**Invalid votes**

| Number of Members whose votes were declared invalid | Total Number of votes cast by them |
|---|------------------------------------|
| <b>NIL</b>  |                                    |

**Date: 28<sup>th</sup> August, 2020**

**Place: Chennai**



**For V. Mahesh & Associates**

**V. Mahesh  
Practicing Company Secretary  
(CP No.2473)**

**UDIN: F004162B000626421**