



ESAB/BSE/2023

19 May 2023

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 2023

Please find enclosed a copy of the Annual secretarial compliance report dated 17 May 2023 issued by Mr. V Mahesh, V Mahesh & Associates, Practising Company Secretaries for the financial year ended 31 March 2023.

Thanking you,

Yours truly,

For ESAB INDIA LIMITED

**G. BALAJI
COMPANY SECRETARY**

Encl: As above

This is a system generated document

Company :
ESAB INDIA LIMITED
Plot No.13, 3rd Main Road,
Industrial Estate, Ambattur,
Chennai – 600 058

Telephone :
91-(0)44 – 42281100
Fax :
91-(0)44 – 42281150

Website:
www.esabindia.com
CIN: L29299TN1987PLC058738

Registered Office :
ESAB INDIA LIMITED
Plot No.13, 3rd Main Road,
Industrial Estate, Ambattur,
Chennai – 600 058

ANNUAL SECRETARIAL COMPLIANCE REPORT OF M/S. ESAB INDIA LIMITED
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2023

We V. Mahesh & Associates have examined:

- (a) all the documents and records made available to us and explanation provided by **M/s. 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 documents/ filings, as may be relevant, which has been relied upon to make this certification,

for the year ended **31st March, 2023** (“Review Period”) in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, circulars, guidelines issued thereunder; and
- (b) 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 (**Not Applicable to the listed entity during the review period**);
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 (**Not Applicable to the listed entity during the review period**);
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021(**Not Applicable to the listed entity during the review period**);



- (f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 **(Not Applicable to the listed entity during the review period);**
- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (h) Securities and Exchange Board of India (Depository and Participants) Regulations, 2018;
- (i) Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993

and circulars/ guidelines issued thereunder:

We hereby report that, during the Review Period the Compliance Status of the Listed Entity is appended as below:

S. No	Particulars	Compliance Status (Yes/ No/ NA)	Observations/ Remarks by PCS*
1.	<p>Secretarial Standards:</p> <p>The Compliances of the Listed Entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries of India (ICSI), as notified by the Central Government under Section 118(10) of the Companies Act, 2013 and mandatorily applicable.</p>	Yes	-
2.	<p>Adoption and timely updation of the Policies:</p> <ul style="list-style-type: none"> • All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities • All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations/circulars/guidelines issued by SEBI 	<p>Yes</p> <p>Yes</p>	<p>-</p> <p>The Management of the Company is under the process of updating and reviewing all the policies in consonance with the recent amendments.</p>



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<p>3.</p>	<p>Maintenance and Disclosures on Website:</p> <ul style="list-style-type: none"> • The Listed entity is maintaining a functional website • Timely dissemination of the documents/ information under a separate section on the website • Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re- directs to the relevant document(s)/ section of the website 	<p>Yes</p> <p>Yes</p> <p>Yes</p>	<p>-</p> <p>Regular uploading of the intimation to the Stock Exchanges has been complied with except in one or two instances the same could not be maintained in legible format due to technical snags and glitches.</p> <p>However, subsequently the same has been rectified and complied with.</p> <p>-</p>
<p>4.</p>	<p>Disqualification of Director:</p> <p>None of the Director(s) of the Company is/are disqualified under Section 164 of the Companies Act, 2013 as confirmed by the listed entity</p>	<p>NA</p>	<p>None of the Directors of the Company were disqualified during the review period</p>
<p>5.</p>	<p>Details related to Subsidiaries of listed entities have been examined w.r.t.:</p> <ul style="list-style-type: none"> • Identification of material subsidiary companies • Disclosure requirement of material as well as other subsidiaries 	<p>NA</p> <p>NA</p>	<p>During the review period, the Company does not has any Subsidiary</p>
<p>6.</p>	<p>Preservation of Documents:</p> <p>The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015</p>	<p>Yes</p>	<p>-</p>



7.	Performance Evaluation: The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations	Yes	-
8.	Related Party Transactions: <ul style="list-style-type: none"> The listed entity has obtained prior approval of Audit Committee for all related party transactions; or The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/ rejected by the Audit Committee, in case no prior approval has been obtained 	Yes NA	- During the Review Period, there are no such instances
9.	Disclosure of events or information: The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder	Yes	-
10.	Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015	Yes	-
11.	Actions taken by SEBI or Stock Exchange(s), if any: No action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder except as provided under separate paragraph herein (**)	NA	During the Review Period, there are no such instances
12.	Additional Non-compliances, if any: No additional non-compliance observed for any SEBI regulation/circular/guidance note etc	NA	During the Review Period, there are no such instances

**Observations/ Remarks by PCS are mandatory if the Compliance status is provided as 'No' or 'NA'*



(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:

S. No	Compliance Requirement (Regulations/ Circulars / Guidelines including specific clause)	Regulations/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the PCS	Management Response	Remarks
Not Applicable										

(b) The Listed Entity has taken the following actions to comply with the observations made in previous reports:

S. No	Compliance Requirement (Regulations/ Circulars/ Guidelines including specific clause)	Regulations/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the PCS	Management Response	Remarks
1.	Clarification vide mail dated 02 nd May, 2022 by the National Stock Exchange of India Limited (NSE)	Reg. 21 (3C)	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	NA-only clarification was sought by National Stock Exchange of India Limited (NSE)	NA	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	NA	NA	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.	NA

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			time limit of one hundred and eighty days)		of one hundred and eighty days				
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For V. Mahesh & Associates

Place: Chennai

Date: 17/05/2023



V Mahesh

Practicing Company Secretary

M. No.: F4162

C.P. No.: 2473

UDIN: F004162E000322117

PR No.: 2107/2022