



ESAB/NSE/2015

19 March, 2015

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

Dear Sir,

Sub: Result of the Postal Ballot

Further to our letter dated 20th February, 2015 we wish to inform that the Scrutinizer, Mr V Mahesh, submitted his report to the Chairman, who has authorized the Company Secretary to announce the results. The results of the said Postal Ballot are given below:

Brief Particulars of Special Resolution	Total No. of votes Received	No. of shares and % of total votes cast in favour		No. of shares and % of total votes cast against		No. of members and no. of shares	
	No of Shares	No. of shares	% of votes	No. of shares	% of votes	No. of members	No. of Shares
Appointment of Mr.Vikram Tandon as Independent Director	12961997	12955603	99.95%	3209	0.02%	15	3185
Appointment of Mr.Sudhir Chand as Independent Director	12962347	12955753	99.94%	3409	0.03%	15	3185
Appointment of Mr.Kalyanasundaram Vaidyanathan as Independent Director	12962347	12956038	99.95%	3414	0.03%	15	2895
Appointment of Ms.Sabitha Rao as Independent Director	12962347	12955633	99.95%	3229	0.02%	16	3485

S. Venkatesh

The Special resolution for appointment of Independent Directors Mr.Vikram Tandon (DIN: 01727251), Mr.Sudhir Chand (DIN: 01385201), Mr.Kalyana Sundaram Vaidyanathan (DIN: 00063692) and Ms.Sabitha Rao (DIN: 06908122) for a term of five years with effect from 29 January 2015 has been duly approved by the requisite majority of the Shareholders on 19th March 2015.

A certified true copy of the scrutinizer's report is enclosed.

Kindly bring this to the attention of members and investors.

Thanking you,

Yours truly,

For ESAB India Limited


S. Venkatakrishnan
Company Secretary



Form MGT - 13

Combined Report of Scrutinizer (E-voting & Poll)

**[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of
the Companies (Management and Administration) Rules, 2014]**

To,
The Chairman
M/s. ESAB India Limited,
Plot No.13, 3rd Main Road,
Industrial Estate Ambattur,
Chennai - 600 058.

Dear Sir,

SUB: Scrutinizer's Report for the resolutions passed by eVoting & Postal Ballot.

We, V. Mahesh & Associates, Practicing Company Secretaries, represented by Mr. V. Mahesh, Promoter & CEO, have been appointed by the Board of Directors of M/s. ESAB India Limited as a Scrutinizer for the purpose of Scrutinizing the e-voting process and to receive, process and scrutinize the postal ballot papers as per the provisions of Section 108 and 110 of the Companies Act, 2013 in respect of the resolution(s) mentioned in the in the proposed resolution to be passed through postal ballot:

Our responsibility as a Scrutinizer for the e-voting and poll process is restricted to make Scrutinizer report of the vote cast "in favour" or "against" and/or "Invalid" the resolutions, based on the Ballot Papers handed over by the Company in a duly sealed/locked box and the reports generated from the e-voting system provided by M/s. Integrated Enterprises, the authorized agency to provide e-voting facilities, engaged by the Company and ballot papers handed over to us by the Company respectively.

Further to the above, I submit the report as under:

- i) The e-voting period was open from 16th February, 2015 (09.00 A.M) to 17th March, 2015 (06.00 P.M). We further confirm that eVoting option/facility was closed after 06.00 P.M on 17th March 2015.
- ii) The members of the Company as on the "Cut-off date" i.e., 02nd February, 2015 were entitled to vote on resolutions (item No. 01 to 04) as set out in the Notice sent to the shareholders of the Company.

**CERTIFIED TO BE TRUE
For ESAB INDIA LIMITED**

S. Venkatesh



- iii) Thereafter the details containing inter-alia, list of Equity shareholders, who "for", "against" each of the resolutions that were put to vote, were generated from the e-voting website of Integrated Enterprises i.e., <https://www.evoting.nsdl.com> and based on such reports generated.
- iv) The postal ballot papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.

The combined results of the e-voting and poll are as follows:

Item No.1

a) Special Resolution:

To appoint Mr. Vikram Tandon (holding DIN 01727251) as a nonexecutive and independent director of the Company, to hold office for a term of five consecutive years with effect from 29th January, 2015 and to receive remuneration by way of fees, reimbursement of expenses for participation in the meetings of the board and / or committees and profit related commission in terms of applicable provisions of the Companies Act, 2013 as determined by the board from time to time.

i) Voted In favour of the Resolution:

Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
260	12955603	99.95%

ii) Voted against the resolution:

Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
4	3209	0.02%

iii) Invalid Votes:

Number of members whose votes were declared invalid	Total number of votes cast by them
15	3185

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V. MAHESH & ASSOCIATES
V. MAHESH
CP No. 2473
COMPARTMENTARY

Item No.2**b) Special Resolution:**

To appoint Mr. Sudhir Chand (holding DIN 01385201) as a non-executive and independent director of the Company, to hold office for a term of five consecutive years with effect from 29th January, 2015 and to receive remuneration by way of fees, reimbursement of expenses for participation in the meetings of the board and / or committees and profit related commission in terms of applicable provisions of the Companies Act, 2013 as determined by the board from time to time.

i) Voted In favour of the Resolution:

Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
258	12955753	99.94%

ii) Voted against the resolution:

Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
7	3409	0.03%

i) Invalid Votes:

Number of members whose votes were declared invalid	Total number of votes cast by them
15	3185




Item No.3**c) Special Resolution:**

To appoint Mr Kalyana Sundaram Vaidyanathan (holding DIN 00063692) as a non-executive and independent director of the Company, to hold office for a term of five consecutive years with effect from 29th January, 2015 and to receive remuneration by way of fees, reimbursement of expenses for participation in the meetings of the board and / or committees and profit related commission in terms of applicable provisions of the Companies Act, 2013 as determined by the board from time to time:

i) Voted In favour of the Resolution:

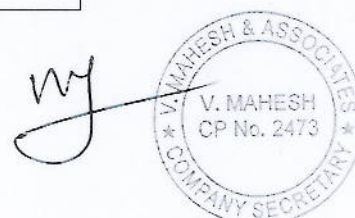
Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
259	12956038	99.95%

ii) Voted against the resolution:

Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
6	3414	0.03%

iii) Invalid Votes:

Number of members whose votes were declared invalid	Total number of votes cast by them
15	2895



Item No.4**d) Special Resolution:**

To appoint Ms. Sabitha Rao (holding DIN 06908122) as a non-executive and independent director of the Company, to hold office for a term of five consecutive years with effect from 29th January, 2015 and to receive remuneration by way of fees, reimbursement of expenses for participation in the meetings of the board and / or committees and profit related commission in terms of applicable provisions of the Companies Act, 2013 as determined by the board from time to time along with authorisation to the Board of Directors of the Company to do all such acts and deeds as may be required from time to time:

i) Voted In favour of the Resolution:

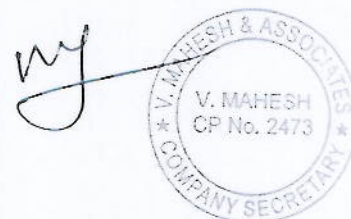
Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
250	12955633	99.95%

ii) Voted against the resolution:

Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
5	3229	0.02%

iii) Invalid Votes:

Number of members whose votes were declared invalid	Total number of votes cast by them
16	3485



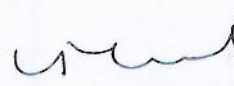
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A Compact Disc (CD) containing a details of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is handed over to the Company.

The postal ballot papers and all other relevant records were sealed and handed over to the Company Secretary / Director authorized by the Board for safe keeping.

Thanking You,

For V. Mahesh & Associates


V. Mahesh
Practicing Company Secretary



Date : 18.03.2015

Place : Chennai