



ESAB/NSE/2017

4 August, 2017

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: Outcome of 30th 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 30th Annual General Meeting of the Company held on 3 August, 2017 at P Obul Reddy hall, Vani Mahal, 103, G N Road, T Nagar, Chennai – 600 017 at 10:00 am.
1. The Balance Sheet as at 31 March 2017 and the Profit and Loss Account for the financial year ended on that date together with the Reports of Directors and the Auditors thereon were considered and adopted.
 2. Declare dividend at Re.1/- per share (10%).
 3. Appointed Mr Rohit Gambhir having Director Identification Number 06686250, who retires by rotation and was eligible for re-appointment.
 4. Ratification of appointment of M/s S.R. Batliboi & Associates LLP, Chartered Accountants as Statutory Auditors, being the 3rd consecutive year out of their term of 5 years.
 5. Ratification of Remuneration to Cost Auditor.
- B. The Company had provided the Members right to cast their votes through 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 ballot forms for Members present at the Annual General Meeting and who had not exercised their votes through 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.



C. M/s V Mahesh and associates were appointed as the scrutinizer to scrutinize the e-Voting and ballot voting process and provide the scrutinizer's report.

A certified true copy of the **scrutinizer's report** on the consolidated results of e-Voting and Ballot are enclosed. The results are further uploaded on the Company's website 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,

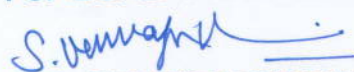
Yours truly,
For ESAB India Limited

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

S. Venkatakrishnan
Company Secretary

Voting results	
Record date	27-07-2017
Total number of shareholders on record date	9515
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	2
b) Public	442
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	0
b) Public	0
No. of resolution passed in the meeting	5

For ESAB INDIA LIMITED


S. VENKATAKRISHNAN
 Company Secretary
 ACS 10061

Resolution (1)									
Resolution required: (Ordinary / Special)									
Whether promoter/promoter group are interested in the agenda/resolution?									
Description of resolution considered									
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled	Invalid Votes
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	(6)
Promoter and Promoter Group	E-Voting Poll	11347960	11347960	100.0000	11347960	0	100.0000	0.0000	0
	Postal Ballot (if applicable)								
	Total	11347960	11347960	100.0000	11347960	0	100.0000	0.0000	0
Public- Institutions	E-Voting Poll	669424	351502	52.5081	351502	0	100.0000	0.0000	0
	Postal Ballot (if applicable)								
	Total	669424	351502	52.5081	351502	0	100.0000	0.0000	0
Public- Non Institutions	E-Voting Poll	3375636	1522601	45.1056	1522551	50	99.9967	0.0033	0
	Postal Ballot (if applicable)		220	0.0065	184	35	83.6364	15.9091	1
	Total	3375636	1522821	45.1121	1522735	85	99.9944	0.0056	1
Total	Total	15393020	13222283	85.8979	13222197	85	99.9993	0.0006	1
Whether resolution is Pass or Not.							Yes		

For ESAB INDIA LIMITED

S. Venkatakrishnan
S. VENKATAKRISHNAN
 Company Secretary
 ACS 10061

Resolution (2)									
Resolution required: (Ordinary / Special)									
Whether promoter/promoter group are interested in the agenda/resolution?									
Description of resolution considered									
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled	Invalid Votes
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	(6)
Promoter and Promoter Group	E-Voting Poll	11347960	11347960	100.0000	11347960	0	100.0000	0.0000	0
	Postal Ballot (if applicable)								
	Total	11347960	11347960	100.0000	11347960	0	100.0000	0.0000	0
Public- Institutions	E-Voting Poll	669424	351502	52.5081	351502	0	100.0000	0.0000	0
	Postal Ballot (if applicable)								
	Total	669424	351502	52.5081	351502	0	100.0000	0.0000	0
Public- Non Institutions	E-Voting Poll	3375636	1522601	45.1056	1522601	0	100.0000	0.0000	0
	Postal Ballot (if applicable)		220	0.0065	216	3	98.1818	1.3636	1
	Total	3375636	1522821	45.1121	1522817	3	99.9997	0.0002	1
Total	Total	15393020	13222283	85.8979	13222279	3	100.0000	0.0000	1
						Whether resolution is Pass or Not.			
						Yes			

For ESAB INDIA LIMITED

S. Venkatarishnan
S. VENKATKRISHNAN
 Company Secretary
 ACS 10061

Resolution (3)									
Resolution required: (Ordinary / Special)									
Whether promoter/promoter group are interested in the agenda/resolution?									
Description of resolution considered									
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Invalid Votes
To appoint a Director in place of Mr Rohit Gambhir having Director Identification Number									
Promoter and Promoter Group	E-Voting Poll	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	(6)
	Postal Ballot (if applicable)	11347960	11347960	100.0000	11347960	0	100.0000	0.0000	0
	Total	11347960	11347960	100.0000	11347960	0	100.0000	0.0000	0
Public-Institutions	E-Voting Poll	669424	351502	52.5081	351502	0	100.0000	0.0000	0
	Postal Ballot (if applicable)	669424							
	Total	669424	351502	52.5081	351502	0	100.0000	0.0000	0
Public- Non Institutions	E-Voting Poll		1522601	45.1056	1522551	50	99.9967	0.0033	0
	Postal Ballot (if applicable)	3375636	220	0.0065	186	33	84.5455	15.0000	1
	Total	3375636	1522821	45.1121	1522737	83	99.9945	0.0055	1
Total	Total	15393020	13222283	85.8979	13222199	83	99.9994	0.0006	1
Whether resolution is Pass or Not.						Yes			

For ESAB INDIA LIMITED

S. Venkatakrishnan
S. VENKATAKRISHNAN
Company Secretary
ACS 10061

Resolution (4)									
Resolution required: (Ordinary / Special)									
Whether promoter/promoter group are interested in the agenda/resolution?									
Description of resolution considered									
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled	Invalid Votes
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	(6)
Promoter and Promoter Group	E-Voting Poll	11347960	11347960	100.0000	11347960	0	100.0000	0.0000	0
	Postal Ballot (if applicable)								
	Total	11347960	11347960	100.0000	11347960	0	100.0000	0.0000	0
Public- Institutions	E-Voting Poll	669424	351502	52.5081	351502	0	100.0000	0.0000	0
	Postal Ballot (if applicable)								
	Total	669424	351502	52.5081	351502	0	100.0000	0.0000	0
Public- Non Institutions	E-Voting Poll		1522601	45.1056	1522551	50	99.9967	0.0033	0
	Postal Ballot (if applicable)	3375636	220	0.0065	186	33	84.5455	15.0000	1
	Total	3375636	1522821	45.1121	1522737	83	99.9945	0.0055	1
Total	Total	15393020	13222283	85.8979	13222199	83	99.9994	0.0006	1
						Whether resolution is Pass or Not.			
						Yes			

For ESAB INDIA LIMITED


S. VENKATAKRISHNAN
Company Secretary
ACS 10061

Resolution (5)									
Resolution required: (Ordinary / Special)									
Whether promoter/promoter group are interested in the agenda/resolution?									
Description of resolution considered									
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled	Invalid Votes
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	(6)
Promoter and Promoter Group	E-Voting Poll	11347960	11347960	100.0000	11347960	0	100.0000	0.0000	0
	Postal Ballot (if applicable)								
	Total	11347960	11347960	100.0000	11347960	0	100.0000	0.0000	0
Public- Institutions	E-Voting Poll	669424	351502	52.5081	351502	0	100.0000	0.0000	0
	Postal Ballot (if applicable)								
	Total	669424	351502	52.5081	351502	0	100.0000	0.0000	0
Public- Non Institutions	E-Voting Poll	3375636	1522601	45.1056	1522551	50	99.9967	0.0033	0
	Postal Ballot (if applicable)		220	0.0065	186	33	84.5455	15.0000	1
	Total	3375636	1522821	45.1121	1522737	83	99.9945	0.0055	1
Total	Total	15393020	13222283	85.8979	13222199	83	99.9994	0.0006	1
						Whether resolution is Pass or Not.		Yes	

For ESAB INDIA LIMITED

S. Venkatakrishnan
S. VENKATAKRISHNAN
 Company Secretary
 ACS 10061



V. MAHESH & ASSOCIATES
COMPANY SECRETARIES

39/19, Aspen Court, 3rd Floor,
6th Main Road, R.A. Puram,
Chennai - 600 028.
Telefax : 91 (44) 2435 4113
Phone : 91 (44) 4317 4474
E-mail : chennaiho@vmacs.co.in

COMBINED REPORT OF SCRUTINIZER (E-VOTING & POLL)

[Pursuant to Section 108 & 109 of the Companies Act, 2013 read along with rule 20 of Companies (Management and Administration) Amendment Rules, 2015 and Rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman of the 30th Annual General Meeting
M/s. ESAB India Limited,
CIN: L29299TN1987PLC058738
Plot No.13, 3rd Main Road,
Industrial Estate, Ambattur,
Chennai - 600 058

Dear Sir,

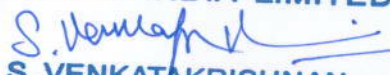
Sub: Scrutinizer's Report for the resolutions passed by e-Voting and Demand for poll

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 to receive, scrutinise the polling process at the meeting through ballot papers as per the provisions of Section 108 and Section 109 of the Companies Act, 2013 read along with the respective ruled for the resolutions mentioned in the notice calling the 30th Annual General Meeting held on Thursday the 03rd day of August 2017 at 10.00A.M.

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

- i) The e-voting period was open from Monday, 31st July, 2017 (09.00 A.M) to Wednesday, the 02nd August 2017 (05.00 P.M). We further confirm that e-voting facility was closed at 05.00 P.M on 02nd August 2017.
- ii) The Members of the Company as on the "**Cut-off date and the Record Date**" (27th day of July, 2017) were entitled to vote on resolutions as set out in the notice.
- iii) All the ballot papers were found to be in order.
- iv) Thereafter the details containing the list of Equity Shareholders, who voted "for", or "against" each of the resolutions were generated from the website of e-voting agency (NSDL) i.e., <https://www.evoting.nsdl.com> and based on the information generated, the result of the e-voting are as under:

CERTIFIED TRUE COPY
For ESAB INDIA LIMITED


S. VENKATAKRISHNAN
Company Secretary
ACS 10061

Branches at : • [1] Bangalore • Tirupur



Ordinary Business

Item No.1

Ordinary Resolution:

To consider and adopt the Balance Sheet as at 31 March 2017 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 favour of the resolution:

Number of Members voted	Number of Votes cast by them	% of total number of valid votes cast
51	13222197	99.99

Voted against the resolution:

Number of Members voted	Number of Votes cast by them	% of total number of valid votes cast
5	85	0.0006

Invalid Votes:

Number of Members whose votes were declared invalid	Total number of votes cast by them
1	1

[Handwritten signature]



CERTIFIED TRUE COPY
of ESAB INDIA LIMITED

S. VENKATKRISHNAN
Company Secretary
ACS 10081

Item No.2

Ordinary Resolution:

To declare a dividend.

Voted in favour of the resolution:

Number of Members voted	Number of Votes cast by them	% of total number of valid votes cast
55	13222279	99.99

Voted against the resolution:

Number of Members voted	Number of Votes cast by them	% of total number of valid votes cast
1	3	0.0002

Invalid Votes:

Number of Members whose votes were declared invalid	Total number of votes cast by them
1	1

V. MAHESH & ASSOCIATES
V. MAHESH
CP No. 2473
COMPANY SECRETARY

Item No.3

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
53	13222199	99.99

Voted against the resolution:

Number of Members voted	Number of Votes cast by them	% of total number of valid votes cast
3	83	0.0006

Invalid Votes:

Number of Members whose votes were declared invalid	Total number of votes cast by them
1	1




Item No.4

Ordinary Resolution:

“RESOLVED THAT in terms of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) read with the Rules (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the appointment of M/s S. R. Batliboi & Associates, LLP, Chartered Accountants, (Firm Registration No. 101049W / E300004), as Statutory Auditors of the Company from the conclusion of this Annual General Meeting up to the conclusion of the Thirty First Annual General Meeting, being the third consecutive year out of their term of five consecutive years approved at the Twenty Eighth Annual General Meeting on such remuneration as shall be fixed by the Board of Directors of the Company 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
53	13222199	99.99

Voted against the resolution:

Number of Members voted	Number of Votes cast by them	% of total number of valid votes cast
3	83	0.0006

Invalid Votes:

Number of Members whose votes were declared invalid	Total number of votes cast by them
1	1



Special Business

Item No.5

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., Practising 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 31.3.2018 as recommended by the Audit Committee and approved by the Board of Directors at its meeting held on 25 May, 2017 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
53	13222199	99.99

Voted against the resolution:

Number of Members voted	Number of Votes cast by them	% of total number of valid votes cast
3	83	0.0006

Invalid Votes:

Number of Members whose votes were declared invalid	Total number of votes cast by them
1	1

Date: 03.08.2017

Place: Chennai



For V. Mahesh & Associates

V. Mahesh

Practising Company Secretary