ESAB/NSE/2021

9 July, 2021

National Stock Exchange of India Limited
Exchange Plaza, 5th Floor
Plot No. C/1, Block
Bandra Kurla Complex, Bandra (E)
Mumbai - 400 051

Scrip Code: 500133

Dear Sir,

Sub: Submission of Notice of 34th Annual General Meeting and Annual Report for the Financial Year 2020-21 under Regulation 30 and 34(1) of SEBI Listing Obligations and Disclosure Requirements, Regulations, 2015

Pursuant to Regulation 30 and 34(1) of SEBI Listing Obligations and Disclosure Requirements, Regulations, 2015, please find enclosed the Notice of 34th Annual General Meeting and the Annual Report for the Financial Year 2020-21. The same is made available on the website of the Company at https://www.esabna.com/in/en/investors/upload/esab-annual-report-2021-2021-print-version.pdf

The schedule of AGM is as set out below:

Benpos Date for Sending Notice	2 July, 2021
Date of Completion of Dispatch	9 July, 2021
Cut Off Date	5 August, 2021
Remote e-Voting Start Date	9 August, 2021
Remote e-Voting Start Time	9:00 A.M.
Remote e-Voting End Date	11 August, 2021
Remote e-Voting End Time	5:00 P.M.
Date of AGM	12 August, 2021
AGM Start Time	9:00 A.M.
Result Date	13 August, 2021

We request you to bring the above to the attention of the members.

Yours truly,
For ESAB INDIA LIMITED

S. Venkatakrishnan

S VENKATAKRISHNAN
COMPANY SECRETARY

ANNUAL REPORT
2020 - 2021

Board of Directors

Scott A Grisham
Chairman (Upto 24.3.2021)

Kevin J Johnson
Chairman (From 24.3.2021)

Rohit Gambhir
Managing Director

K Vaidyanathan
Independent Director

Vikram Tandon
Independent Director

Sudhir Chand
Independent Director

Sabitha Rao
Independent Director

Key Managerial Personnel

B Mohan
Vice President - Finance & Chief Financial Officer

S Venkatakrishnan
Company Secretary & Compliance Officer
Email : **venkatakrishnan.s@esab.co.in**
investor.relations@esab.co.in

Registered Office

Plot No.13, 3rd Main Road, Industrial Estate
Ambattur, Chennai 600 058.
Tel : 044-4228 1100
Fax : 044-4228 1150
www.esabindia.com
CIN: L29299TN1987PLC058738

Bankers to the Company

1. AXIS Bank Limited
   No. 82, Dr Radhakrishnan Salai,
   Mylapore, Chennai 600 004.
2. HDFC Bank Limited
   No. 115, Dr Radhakrishnan Salai,
   Mylapore, Chennai 600 004.

Registrar & Share Transfer Agent

Integrated Registry Management Services Private Limited
2nd Floor, 'Kences Towers' No.1,
Ramakrishna Street, North Usman Road,
T. Nagar, Chennai 600 017.
Tel : 044-2814 0801 / 02 / 03
Fax : 044-2814 2479 / 3378
E-mail : srirams@integratedindia.in

Audit Committee

K Vaidyanathan	Chairman
Vikram Tandon	Member
Sudhir Chand	Member
Scott A Grisham	Member (Upto 24.3.2021)
Kevin J Johnson	Member (From 24.3.2021)

Stakeholders Relationship Committee

Vikram Tandon	Chairman
Sudhir Chand	Member
Scott A Grisham	Member (Upto 24.3.2021)
Rohit Gambhir	Member
Kevin J Johnson	Member (From 24.3.2021)

Nomination & Remuneration Committee

K Vaidyanathan	Chairman
Sudhir Chand	Member
Sabitha Rao	Member
Scott A Grisham	Member (Upto 24.3.2021)
Kevin J Johnson	Member (From 24.3.2021)

Corporate Social Responsibility Committee

Sabitha Rao	Chairperson
Scott A Grisham	Member (Upto 24.3.2021)
Rohit Gambhir	Member
Kevin J Johnson	Member (From 24.3.2021)

Risk Management Committee

Scott A Grisham	Chairman (Upto 24.3.2021)
Kevin J Johnson	Chairman (From 24.3.2021)
Rohit Gambhir	Member
B Mohan	Member

Statutory Auditors

M/s. S R Batliboi & Associates, LLP,
Chartered Accountants
6th Floor, "A" Block, Tidel Park,
No.4, Rajiv Gandhi Salai, Taramani,
Chennai 600 113.
Tel. No.044-6117 9000
Firm Regn No.101049W / E300004

Internal Auditors

M/s. KPMG Assurance & Consulting Services, LLP,
Chartered Accountants
Ground Floor, No. 1,
Harrington Road, Chetput, Chennai 600 031.
Tel. No. 044-3914 5000

Cost Auditors

M/s. Geeyes & Co.
Cost & Management Accountants
A-3, III Floor, 56, Seventh Avenue,
Ashok Nagar, Chennai 600 083.
Tel.044-4203 3470

Secretarial Auditors

M/s. V Mahesh & Associates
No. 12/22, II Floor, 7th Main Road,
R.A. Puram, Chennai - 600 028.
Tel.: 044-4317 4474

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Five year Financial Highlights

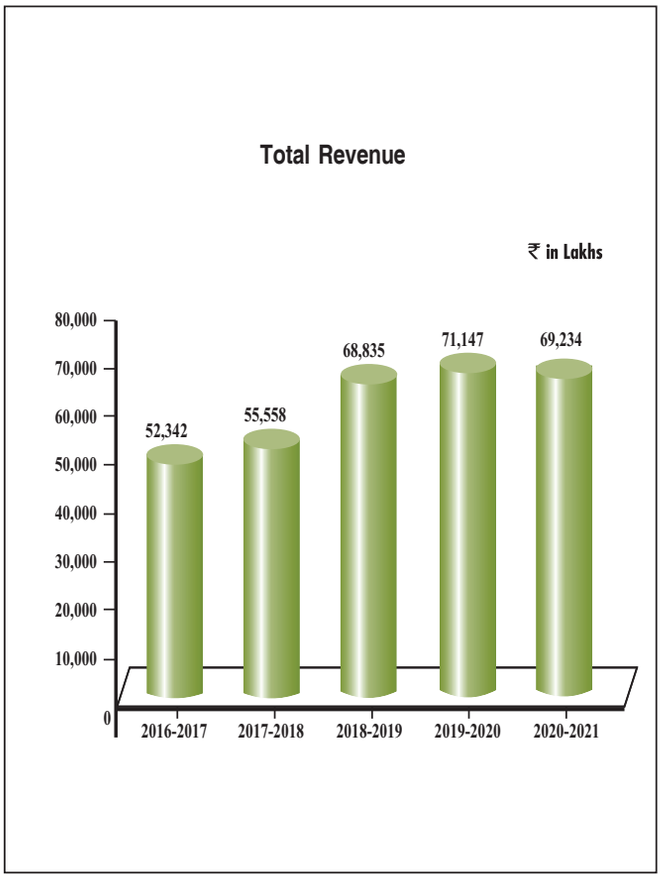
Highlights

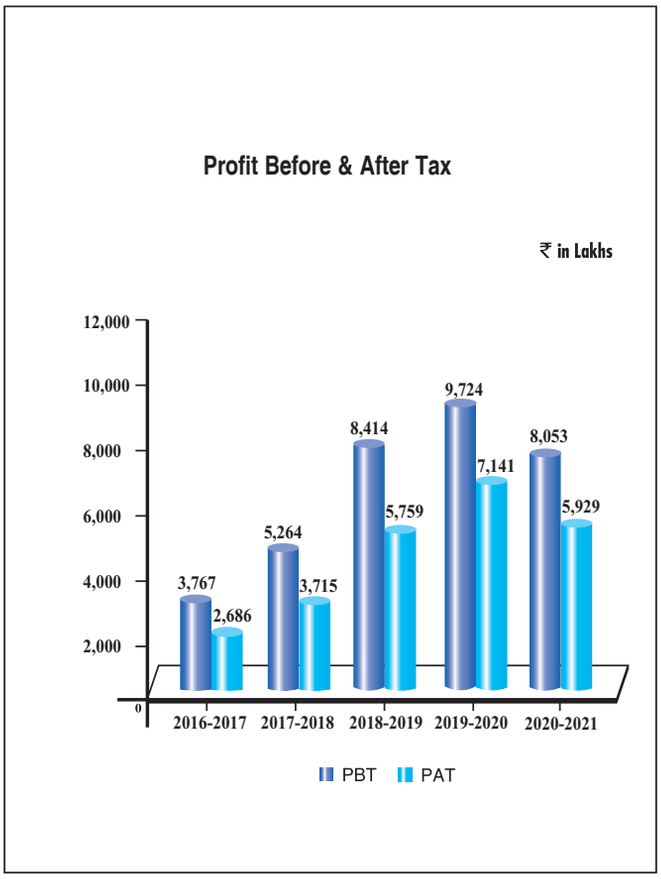
₹ in Lakhs

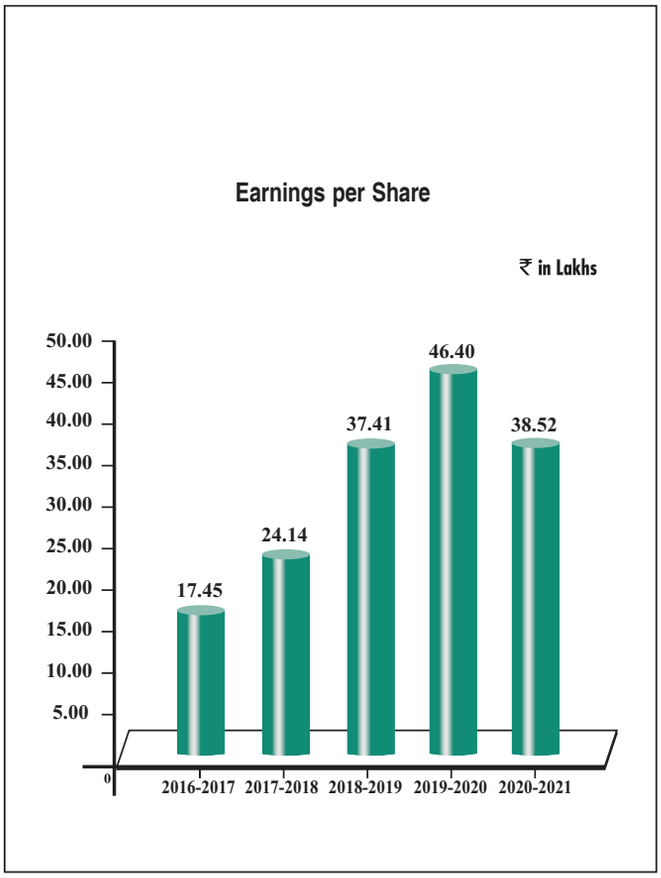
Operating Results	2020-2021	2019-2020	2018-2019	2017-2018	2016-2017
Total revenue	**69,234**	71,147	68,835	55,558	52,342
Materials	**43,915**	43,584	43,120	34,908	29,775
Manufacturing, Selling and Administative Expenses	**15,920**	16,496	16,135	14,167	16,826
Interest and Finance Charges	**175**	85	28	22	36
Depreciation	**1,171**	1,258	1,070	1,009	1,027
Operating Profit	**8,053**	9,724	8,482	5,452	4,678
Exceptional / Extraordinary items	**–**	–	68	188	911
Profit before Tax	**8,053**	9,724	8,414	5,264	3,767
Taxation	**(2,124)**	(2,583)	(2,655)	(1,549)	(1,081)
Profit after Tax	**5,929**	7,141	5,759	3,715	2,686
Other comprehensive income	**(82)**	(25)	(38)	41	(60)
Total comprehensive income for the period, net of tax	**5,847**	7,115	5,721	3,756	2,626
Earnings per share (₹)	**38.52**	46.40	37.41	24.14	17.45
Dividends	**6,773**	10,775	13,854	154	154
Dividends Distribution Tax	**–**	–	2,848	31	31
Dividend per share (₹)	**44.00***	70.00	90.00	1.00	1.00
Dividend Payout Ratio	**114%**	151%	242%	4%	6%

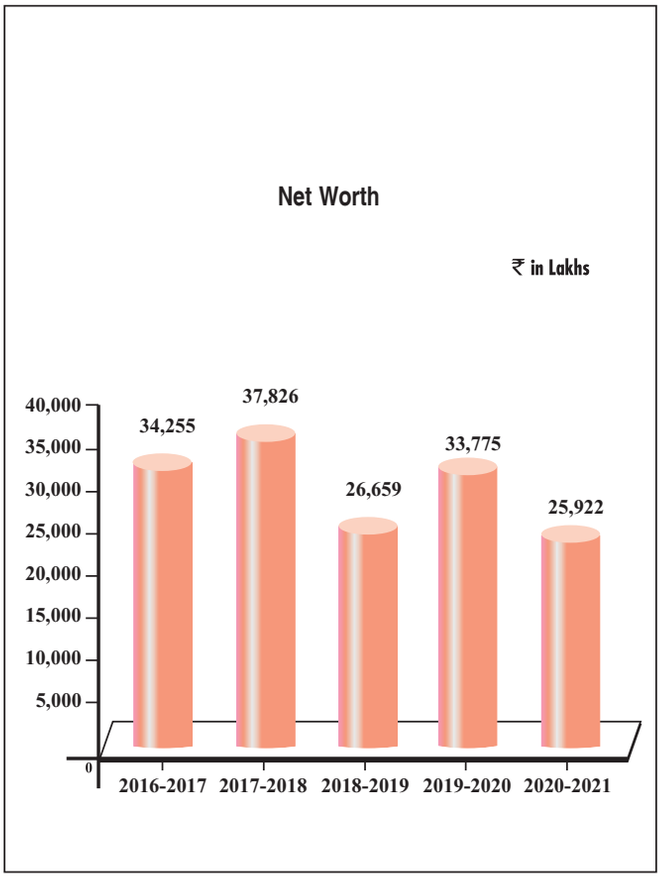
Financial Position	2020-2021	2019-2020	2018-2019	2017-2018	2016-2017
Sources of Funds					
Capital	**1,539**	1,539	1,539	1,539	1,539
Reserves*	**24,383**	32,236	25,120	36,287	32,716
Net Worth	**25,922**	33,775	26,659	37,826	34,255
Borrowings	**–**	–	–	–	–
Deferred Tax Liability	**–**	–	–	–	–
Total	**25,922**	33,775	26,659	37,826	34,255
Application of Funds					
Fixed Assets	**9,215**	9,295	8,626	8,923	8,426
Investments	**4,124**	6,998	3,026	12,457	14,685
Deferred Tax Assets	**145**	153	141	166	242
Non Current Assets	**342**	463	839	639	2,879
Current Assets	**24,993**	29,032	25,244	25,852	16,611
Non Current Liabilities	**(691)**	(710)	(362)	(288)	(317)
Current Liabilities and Provisions	**(12,206)**	(11,456)	(10,855)	(9,923)	(8,271)
Total	**25,922**	33,775	26,659	37,826	34,255
Number of Employees	**808**	755	753	734	660

* Includes Final dividend of ₹ 25/- proposed by the Board of Directors for approval of the Shareholders at the forthcoming AGM.


Total Revenue
₹ in Lakhs
80,000
70,000
60,000
50,000
40,000
30,000
20,000
10,000
0
52,342
55,558
68,835
71,147
69,234
2016-2017
2017-2018
2018-2019
2019-2020
2020-2021


Profit Before & After Tax
₹ in Lakhs
12,000
10,000
8,000
6,000
4,000
2,000
0
3,767
2,686
5,264
3,715
8,414
5,759
9,724
7,141
8,053
5,929
2016-2017
2017-2018
2018-2019
2019-2020
2020-2021
PBT
PAT


Earnings per Share
₹ in Lakhs
50.00
45.00
40.00
35.00
30.00
25.00
20.00
15.00
10.00
5.00
0
17.45
24.14
37.41
46.40
38.52
2016-2017
2017-2018
2018-2019
2019-2020
2020-2021


Net Worth
₹ in Lakhs
40,000
35,000
30,000
25,000
20,000
15,000
10,000
5,000
0
34,255
37,826
26,659
33,775
25,922
2016-2017
2017-2018
2018-2019
2019-2020
2020-2021

Notice to Shareholders

NOTICE is hereby given that the Thirty Fourth Annual General Meeting of the Members of the Company will be held on Thursday the 12 August, 2021 at 9.00 a.m. through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") to transact the following businesses:

ORDINARY BUSINESS

1. To consider and adopt the Balance Sheet as at 31 March 2021 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 declare a dividend.
3. 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.

SPECIAL BUSINESS

4. To consider and to pass the following resolution as an Ordinary Resolution:

   RESOLVED THAT the remuneration of ₹ 5,50,000/- (Rupees Five Lakh 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 31.3.2022 as recommended by the Audit Committee and approved by the Board of Directors at its meeting held on 21 May, 2021 in terms of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 be and is hereby ratified.

5. To consider and pass the following resolution, as a Special Resolution :

   RESOLVED THAT in terms of Regulation 17 (6) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 or any other applicable provisions of the SEBI Regulations and pursuant to the provisions of Section 197(4) & (6) and other applicable provisions, if any, of the Companies Act, 2013, consent of the Company be and is hereby accorded to the payment of remuneration by way of commission not exceeding 1% of the net profits of the Company for a period of five financial years commencing from 1 April, 2021 to 31 March, 2026 to Directors (other than Directors not resident in India) who are not in the whole time employment of the Company.

By Order of the Board of Directors

Chennai
21 May, 2021

S Venkatakrishnan
Company Secretary

NOTES:

The Explanatory Statement required pursuant to Section 102 of the Companies Act, 2013 (Act) in relation to Item No.4 & 5 above is annexed hereto.

Voting rights shall be reckoned on the basis of the shares registered in the name of the Members / Beneficial Owners as on 5 August, 2021.

In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and General Circular No. 02/2021 dated January 13, 2021 and all other relevant circulars issued from time to time, permitted the holding of the Annual General Meeting (AGM) through VC / OAVM without the physical presence of Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR

Regulations") and MCA Circulars the AGM of the Company is being held through VC / OAVM. Hence, Members can attend and participate in the ensuing AGM through VC / OAVM.

The relevant details, pursuant to Regulations 26(4) and 36(3) of the SEBI LODR Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking re-appointment at this AGM is annexed.

As per the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his / her behalf and the proxy need not be a Member of the Company. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-Voting.

Institutional / Corporate Shareholders (i.e other than individuals / HUF, NRI, etc.) are required to send to the Scrutinizer by e-mail to their registered email address maheshvenki@vmacs.co.in. with a copy marked evoting@nsdl.co.in a certified copy of the relevant Board Resolution / Authorization etc., together with the specimen signatures authorizing their representative(s) to attend the AGM through VC / OAVM and to vote through remote e-Voting.

As per Regulation 40 of SEBI LODR Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from, April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all the risks associated with physical shares and ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrars and Transfer Agents, Integrated Registry Management Services Private Limited for any assistance in this regard.

The Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with Integrated Registry Management Services Private Limited in case the shares are held by them in physical form.

The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to the Depository Participants with whom they maintain their demat accounts. Members holding shares in physical form should submit their PAN to the Company.

Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone / mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held by them in electronic form and to Integrated Registry Management Services Private Limited in case the shares are held by them in physical form.

As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who hold shares in physical form can nominate a person in respect of all the shares held by them singly or jointly. Members who hold shares in a single name are advised, in their own interest, to avail the nomination facility by submitting Form SH 13. Members holding shares in dematerialized form may contact their Depository Participant for recording the nomination in respect of their shares.

Members holding shares under identical names (in the same order) in more than one folio are requested to write to the Company Secretary at the Registered Office of the Company, enclosing their share certificate to enable consolidation of their holding into one folio.

In case of joint holders attending the AGM, only such joint holder who is higher in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.

Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company on or before 5 August, 2021 through email on investor.relations@esab.co.in or Venkatakrishnan.s@esab.co.in. The same will be replied by the Company suitably.

Pursuant to the provisions of Section 124 (5) & (6) of the Companies Act, 2013, the Company has transferred on due dates, unpaid or unclaimed dividends up to the financial year ended 2012 to the Investor Education and Protection Fund (IEPF) established by the Central Government. Pursuant to the provisions of Investor Education and Protection Fund (Uploading of Information regarding unpaid and unclaimed amounts lying with Companies) Rules, 2012, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on 28 August, 2020 (date of the last Annual General Meeting) on the website of the Company (www.esabindia.com), as also on the website of the Ministry of Corporate Affairs (www.mca.gov.in).

In accordance with the following schedule, the dividend for the years mentioned below, if unclaimed within a period of seven years will be transferred to IEPF.

Year	Type of dividend	Dividend per share (₹)	Date of declaration	Due date for transfer	Unpaid / Unclaimed amount as on 31.03.2021
2013	Final	1.00	25.04.2014	31.05.2021	167,412.00
2014-15	Final	1.00	7.08.2015	12.09.2022	131,560.00
2015-16	Final	1.00	4.08.2016	09.09.2023	133,906.00
2016-17	Final	1.00	3.08.2017	08.09.2024	146,627.00
2017-18	Final	1.00	9.08.2018	14.09.2025	92,399.00
2018-19	Interim	90.00	23.11.2018	29.12.2025	50,67,990.00
2019-20	Interim	70.00	28.05.2020	03.07.2027	43,52,234.00
2020-21	Interim	19.00	10.02.2021	17.03.2028	249,636.25
				Total	1,03,41,764.25

Members are requested to note that pursuant to the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, all such shares in respect of which dividend has not been paid or claimed for seven consecutive years or more are also required to be transferred to IEPF. In pursuance of this provision, the Company has already transferred the shares pertaining to such shareholders who have not claimed their dividend for a consecutive period of 7 years to the Investor Education and Protection Fund.

The Company had already sent a communication to all the shareholders that henceforth all documents to be sent to the shareholders under the provisions of Companies Act, 2013 will be sent to their registered email address; thereby enabling paperless compliance. Further, in compliance with the aforesaid MCA Circulars dated 13 January, 2021 and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2020-21 is being sent only through electronic mode to those Members whose email addresses are registered with the Company / Depositories.

In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, members may note that the Notice and Annual Report 2020-21 will be available on the Company's website www.esabindia.com, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of NSDL (agency for providing the Remote e-Voting facility) www.evoting.nsdl.com.

The attendance of the Members attending the AGM through VC / OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

Since the AGM will be held through VC / OAVM, the Route Map is not annexed to this Notice.

AGM has been convened through VC / OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.

The Members can join the Annual General Meeting in the VC / OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility for participation in the Annual General Meeting will be available for 1000 members on first come first served basis except for large shareholders (Holding more than 2% or more of shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as e-Voting on the date of the AGM will be provided by NSDL.

In terms of Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, brief profile of the Directors, who are proposed to be re-appointed / appointed in this AGM, nature of their expertise in specific functional areas, their other directorships and committee memberships, shareholding and relationship with other directors of the Company are given below:

Mr Rohit Gambhir

DIN	06686250
Date of Birth	06-03-1973
Nationality	Indian
Date of appointment on the Board	1 November 2013

Shareholding in ESAB	Nil
List of Directorships held in other Companies (excluding foreign, private and Section 8 Companies)	He is a Director in EWAC Alloys Limited.
Membership / Chairmanship of Audit and Stakeholders' Relationship Committees across Public Companies	Member of Audit Committee of EWAC Alloys Limited

Mr Rohit Gambhir, aged 48 years, is a B.Tech (Mechanical) from NIT Kurukshetra (1994) and EPGDM from IIM Indore (2004). He has an overall experience of 26 years. He started his career in August, 1994 with Saint Gobain. He rose through the ranks to be the Sales Manager for Abrasive Industrial trade products by April, 2003 and he served them till November, 2007. In 2007 Mr Rohit Gambhir joined Stanley Black & Decker as its Business Head. He joined ESAB India in March, 2013 as its Head of Sales & Marketing.

His areas of expertise include Business Management and strategy, marketing plans and implementation, end user B 2 B sales, international projects with Emerging Market focus, Sales and Operating margin management; Working capital management, Organization development, Supply Chain Management and Segment development.

Mr Rohit Gambhir is a Non-executive Director of EWAC Alloys Limited. He does not hold any equity shares in the Company as on date and is also not related to any other Director on the Board of the Company.

INSTRUCTIONS FOR e-VOTING AND JOINING THE AGM THROUGH VC / OAVM ARE AS UNDER

VOTING THROUGH ELECTRONIC MEANS:

In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and Regulation 44 of the SEBI LODR Regulations, the Company is pleased to provide members with the facility to attend the AGM through VC/OAVM and to cast their vote electronically, through the NSDL e-Voting services, on all the resolutions set forth in the Notice.

The remote e-Voting period begins on 9 August, 2021 at 10:00 A.M. and ends on 11 August, 2021 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 5 August, 2021 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 5 August, 2021.

The Members who have cast their vote by remote e-Voting prior to the AGM may also attend / participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again. Those Members, who will be present in the AGM through VC / OAVM facility and have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system during the time of conduct of Annual General Meeting and until conclusion of the Annual General Meeting.

The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.

The Board of Directors has appointed Mr. V Mahesh (Membership No. F 4162) of V Mahesh & Associates, Practicing Company Secretaries as the Scrutinizer to scrutinize the voting during the AGM and remote e-Voting process in a fair and transparent manner.

The Scrutinizer shall within a period not exceeding forty eight hours from the conclusion of the e-Voting period unblock the votes in the presence of at least two witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast "in favour" or "against", if any, forthwith to the Chairman of the Company or to any authorized signatory of the Company.

Any person, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@nsdl.co.in. However, if he / she is already registered with NSDL for remote e-Voting then he / she can use his / her existing User ID and password for casting the vote.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Your User ID details are given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under "IDeAS" section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS" Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders holding securities in demat mode with CDSL	1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. 2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.

Type of shareholders	Type of shareholders
	3. If the user is not registered for Easi / Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL / CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against company name or e-Voting service provider-NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder / Member' section.
3. A new screen will open. You will have to enter your User ID, your Password / OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDeAS, you can log-in at https://eservices.nsdl.com/ with your existing IDeAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12********** then your user ID is 12**********
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the Company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
   a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
   b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
   c) How to retrieve your 'initial password'?
      (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
      (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
   a) Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
   b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
   c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number / folio number, your PAN, your name and your registered address etc.
   d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
3. Select “EVEN” of the Company which is **116127**.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify / modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional / Corporate Shareholders (i.e other than individuals / HUF, NRI, etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to maheshvenki@vmacs.co.in. with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-Voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries relating to e-Voting you may refer to the FAQs for Shareholders and e-Voting user manual for Shareholders available at the download

section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request to Attn : Ms. Sarita Mote at email id : evoting@nsdl.co.in.

In case of any grievances connected with facility for e-Voting, please contact NSDL Official Ms. Sarita Mote, at 4th Floor, 'A' Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai 400 013 at Email id: evoting@nsdl.co.in Tel: 91 22 2499 4553/1800-222-990

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-Voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to the Registrar and Transfer Agents of the Company srirams@integratedindia.in.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to the Registrar and Transfer Agents of the Company srirams@integratedindia.in. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholders/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-Voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING AND ATTENDING THE AGM THROUGH VC / OAVM ARE AS UNDER:

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-Voting.
2. Only those Members / shareholders, who will be present in the AGM through VC / OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-Voting.
5. Members will be provided with a facility to attend the AGM through VC / OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC / OAVM link" placed under "Join General meeting" menu against company name. You are requested to click on VC / OAVM link placed under Join General Meeting menu. The link for VC / OAVM will be available in Shareholder / Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
6. Members are encouraged to join the Meeting through Laptops for better experience.
7. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
8. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio / Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

Members who have any queries on the subjects detailed in the Annual Report, may send in their questions in advance from their registered email address mentioning their name, DP ID and Client ID / folio number, PAN, mobile number to email id Venkatakrishnan.s@esab.co.in on or before 5 August, 2021 (5:00 p.m. IST). Alternatively, a Q&A panel would also be made available for the Members on the date of AGM i.e. 12 August, 2021 and the Members may raise questions through such panel also. The Company reserves the right to restrict the number of questions depending on the availability of time for the AGM.

Other Instructions:

The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and make, not later than 48 hours of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same.

The result declared along with the Scrutinizer's Report shall be placed on the Company's website www.esabindia.com and on the website of NSDL https://www.evoting.nsdl.com immediately. The Company shall simultaneously forward the results to National Stock Exchange of India Limited and BSE Limited, where the shares of the Company are listed. The resolution, if approved, will be taken as passed effectively on the date of Annual General Meeting.

The Board of Directors at its meeting held on 21 May, 2021 appointed the scrutinizer for e-Voting as per details given below:

Mr V Mahesh
V Mahesh and Associates
Practising Company Secretaries
C/o. Integrated Registry Management Services Private Ltd Unit: ESAB India Limited
2nd Floor, 'Kences Towers', No.1 Ramakrishna Street, North Usman Road, T.Nagar, Chennai 600017.

Members who have cast their vote already by remote e-Voting shall not be entitled to cast their vote again on the day of AGM.

The Scrutinizer, after completion of the Scrutiny, will submit his report to the Chairman of the Company or any person authorized by him in writing. The results will be declared by the Chairman or by any person authorized by him in this regard on or before 13 August, 2021.

EXPLANATORY STATEMENT (PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013)

Item No.4

The Board at its meeting held on 21 May, 2021 appointed M/s. Geeyes & Co., Practising Cost Accountants, holding Firm Registration No.000044 allotted by the Institute of Cost Accountants of India, as Cost Auditor of the Company in terms of Section 148 of the Companies Act, 2013 (the Act 2013) and fixed a sum of ₹ 5,50,000 (Rupees five lakhs fifty thousand only) as remuneration payable to them, for the financial year ending 31 March, 2022.

The remuneration, as recommended by the Audit Committee and approved by the Board, is required to be ratified by the shareholders of the Company, as per the requirements of the Companies (Audit and Auditors) Rules, 2014, read with Section 148 (3) of the Act 2013.

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution as set out in item no.4

The Board recommends the Ordinary Resolution as set out at item no.4 of the Notice for approval by the Shareholders.

Item No.5

The shareholders of the Company at the Twenty Ninth Annual General Meeting of the Company held on 4 August, 2016, had approved the payment of remuneration by way of commission to the directors (other than directors not resident in India) (referred to "Non-Wholetime Indian Directors") for a period of five financial years commencing from 1 April, 2016 up to 31 March, 2021.

With Corporate Governance attracting significant focus of all body corporates in India, the role played by the Non-Wholetime Directors and more so the Independent Directors has grown multifold. Their contributions during Board deliberations and at other times, immensely help the Company to streamline its strategy and help it to grow and get the better of the competition in the market. Their differing roles based on their respective areas of personal expertise and experience have required varying levels of commitments of time in relation to their membership on committees of the Board. Taking into consideration the above, it is proposed that Non-Wholetime Indian Directors be compensated adequately and that in terms of Section 197 of the Companies Act, 2013, they be paid a remuneration not exceeding 1% of the net profits of the Company computed in accordance with the provisions of the Companies Act, 2013. The authority to determine the manner and quantum of the aforesaid commission to be paid to each of the Non-Wholetime Indian Director will vest with the Board. The proposed payment of commission requires shareholders' approval by way of a special resolution. Hence the Board recommends the passing of this Special Resolution as set out at item no.5 of the Notice for approval by the Shareholders.

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, except the Indian Non-Wholetime Directors in the resolution as set out in item no.5.

By Order of the Board of Directors

Chennai
21 May, 2021

S Venkatakrishnan
Company Secretary

Directors' Report to Shareholders

Your Directors take pleasure in presenting the Thirty Fourth Annual Report together with the audited accounts of the Company for the financial year ended 31 March, 2021.

1. FINANCIAL SUMMARY / HIGHLIGHTS

(₹ in Lakhs)

Particulars	2020-21	2019-20
Total revenue	**69,234**	71,147
Profit before Interest expense and Depreciation	**9,265**	11,032
Provision for Depreciation	**(1,171)**	(1,258)
Finance cost	**(41)**	(50)
Profit before exceptional and prior period items and tax	**8,053**	9,724
Exceptional items	**–**	–
Profit before Tax from continuing operations	**8,053**	9,724
Provision for Tax	**(2,124)**	(2,583)
Net Profit After Tax	**5,929**	7,141

The financials of the Company for the year under review as also the financial statements of the previous year are prepared under IND AS.

2. EVENTS SUBSEQUENT TO THE DATE OF FINANCIAL STATEMENTS

There were no reportable events subsequent to the date of the financial statements.

3. CHANGE IN THE NATURE OF BUSINESS, IF ANY

There has been no material change in the nature of business during the period under review.

4. DIVIDEND

The Board of Directors had approved an interim dividend of ₹ 19/- per equity share of ₹ 10/- each (190%) at its meeting held on 10 February, 2021 resulting in a cash outflow of about ₹ 29.25 Crores for the financial year ended 31 March, 2021. This was disbursed on 10 March, 2021. The Board has proposed a final dividend of ₹ 25/- per equity share of ₹ 10/- each (250%) which dividend is subject to approval of the shareholders at the ensuing Annual General Meeting.

5. IND AS STANDARDS

Your Company had adopted IND AS in pursuance of Section 133 of the Companies Act, 2013 and in compliance with the Companies (Indian Accounting Standard) Rules, 2015. The financials for the current financial year ended 31 March 2021 and the comparative figures for the last financial year ended 31 March, 2020 have been prepared and published based on such INDAS standards.

The quarterly results are also published by the Company based on IND AS. These have been published in newspapers and also made available in the Company's website www.esabindia.com and the website of the stock exchanges where the shares of the Company are listed.

6. TRANSFERS TO THE INVESTOR EDUCATION AND PROTECTION FUND (IEPF)

Pursuant to the applicable provisions of the Companies Act, 2013 ("the Act") read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("The Rules"), all unpaid or unclaimed dividends are required to be transferred by the Company to the Investor Education and Protection Fund (IEPF) established by the Central Government, after completion of seven years. Further, according to the Rules, the shares in respect of which dividend has not been paid or claimed by the Members for seven consecutive years or more shall also be transferred to the dematerialized account created by the IEPF authority.

The Company had sent individual notices and also advertised in the newspapers seeking action from the Members who have not claimed their dividends for seven consecutive years or more. Accordingly, the Company is in the process of transferring such unpaid or unclaimed dividends and corresponding shares up to Final Dividend 2013 to the IEPF shortly.

Members / claimants whose shares, unclaimed dividend, have been transferred to the IEPF Demat Account of the

Fund, as the case may be, may claim the shares or apply for refund by making an application to the IEPF Authority in Form IEPF-5 (available on http:www.iepf.gov.in) along with requisite fee as decided by IEPF Authority from time to time. The Member / Claimant can file only one consolidated claim in a Financial year as per the IEPF Rules.

Due dates for transfer of Unclaimed Dividend to IEPF are provided elsewhere in the notice calling the Annual General Meeting.

Details of shares / shareholders in respect of which dividends have not been claimed, are provided on our website at www.esabindia.com. The shareholders are encouraged to verify their records and claim their dividends of all the preceding seven years, if not claimed.

7. BOARD MEETINGS

The Board of Directors met 7 times during the financial year 2020-21. The Meetings were held on 28 May, 24 June, 6 August, 18 September, 5 November of 2020, 10 February and 19 March of 2021.

8. DIRECTORS & KEY MANAGERIAL PERSONNEL

The Board of Directors of the Company has six members.

ESAB Holdings Limited withdrew the nomination of Mr.Scott Allen Grisham from the Board of Directors with effect from 24 March, 2021. The Board of Directors would like to place on record their sincere appreciation of the services rendered by Mr Scott Allen Grisham, during his tenure as Chairman of the Company.

In terms of the Articles of Association, the promoters of the Company, viz. Esab Holdings Limited have nominated Mr. Kevin Joseph Johnson as the Chairman of the Board in place of Mr. Scott Allen Grisham with effect from 24 of March 2021. Mr Kevin Joseph Johnson is a nominated Director of ESAB Holdings Limited and a non-retiring Director in terms of the provisions of the Articles of Association.

Mr Rohit Gambhir is the Managing Director of the Company. He was appointed for a period of five years with effect from 1 November, 2013. He was subsequently re-appointed for a term of 5 years with effect from 1st November 2018 vide a postal ballot resolution of the shareholders dated 25 September 2018.

There are four Non-executive and Independent Directors on the Board of the Company.

In accordance with the provisions of Article 129 of the Company's Articles of Association, Mr Rohit Gambhir retires by rotation at the forthcoming Annual General Meeting and being eligible, has offered himself for re-appointment. The details as required under Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 regarding Mr. Rohit Gambhir are published as part of the Notice calling the Annual General Meeting.

Key Managerial Personnel

In compliance with Section 203 of the Companies Act, Mr Rohit Gambhir, Managing Director, Mr. B.Mohan, Vice-President Finance & Chief Financial Officer and Mr S Venkatakrishnan, Company Secretary have been designated as the Key Managerial Personnel of the Company.

Mr. B Mohan, Chief Financial Officer joined the Company on 1 February, 2005 and Mr. S Venkatakrishnan, Company Secretary joined the Company on 10 March, 2006.

9. DECLARATION FROM INDEPENDENT DIRECTORS ON ANNUAL BASIS

As required under Section 149 (7) of the Companies Act, 2013 all the Independent Directors on the Board of the Company have individually issued the stipulated annual declaration confirming that they meet all the criteria of independence as stipulated under the Act. Further, the Independent Directors have completed their KYC confirmation on the MCA website and have also uploaded their profile in the Institute of Company Affairs before the stipulated date. All the Directors have been exempted from undergoing the mandatory online tests based on their quantum and areas of experience.

10.COMMITTEES OF THE COMPANY

A. AUDIT COMMITTEE

The Company's Audit Committee consists of three Independent Directors and one Non-executive Director. Mr K Vaidyanathan, is the Chairman of the said Committee. Mr. Vikram Tandon and Mr. Sudhir Chand are the other Independent Directors on the Committee. Mr. Kevin J Johnson was coopted as member of the Committee with effect from 24 March, 2021 in place of Mr Scott Allen Grisham and joined the audit committee at its meeting held on 21 May, 2021.

The said Committee met 6 times during the financial year 2020-2021, on the 24 June, 6 August,18 September, 5 November of 2020 and 10 February and 19 March of 2021. The constitution and the terms of reference of the Committee are in line with the requirements of Section 177 of the Companies Act and Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

There were no occasions during the year where the Board of Directors did not accept the recommendations of the Audit Committee.

B. NOMINATION AND REMUNERATION COMMITTEE

The Company's Nomination and Remuneration Committee consists of three Independent Directors and one Non-Executive Director. Mr. K Vaidyanathan is the Chairman

of the said Committee while Mr. Sudhir Chand & Ms. Sabitha Rao, Independent Directors are the Members of the Committee. Mr. Kevin J Johnson, Chairman of the Board was coopted as Member of the Nomination and Remuneration Committee with effect from 24 March, 2021 in place of Mr Scott Allen Grisham.

This Committee met twice during the financial year 2020-2021 on the, 10 February, and 19 March of 2021.

This Committee lays down the policy on remuneration stating therein the attributes required for the Managing Director, Independent Directors and Key Managerial Personnel. The said policy also states the modus operandi for determining the remuneration for the above referred personnel. The remuneration policy of the Company can be viewed on the Company's website www.esabindia.com.

The said committee is constituted in compliance with Section 178 (4) of the Companies Act, 2013 and Regulation 19 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

C. STAKEHOLDERS RELATIONSHIP COMMITTEE

The Company's Stakeholders Relationship Committee consists of two Independent Directors, one Non-executive Director and the Managing Director. Mr Vikram Tandon is the Chairman of the Committee, Mr Sudhir Chand, Independent Director, and Mr Rohit Gambhir, Managing Director are the Members of the Committee. Mr Kevin J Johnson was coopted into the stakeholders relationship committee with effect from 24 March, 2021 in place of Mr Scott Allen Grisham.

The Committee met four times during the year on 24 June, 6 August, 5 November, of 2020 and on the 10 February 2021.

This Committee and the matters being placed before the said committee are in compliance with Section 178(5) of the Companies Act 2013 and Regulation 20 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

D. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

The Company's Corporate Social Responsibility Committee consists of one Independent Director, one Non-executive Director and the Managing Director. Ms Sabitha Rao is the Chairperson of the said Committee and Mr Rohit Gambhir, Managing Director is the other Member of the said Committee. Mr Kevin J Johnson was coopted as Member of this Committee with effect from 24 March, 2021 in place of Mr Scott Allen Grisham.

The Committee met once during the financial year 2020-2021 on 24 June, 2020.

The Committee lays down the Policy on Corporate Social Responsibility stating therein the strategy, objectives, funding & allocation for the CSR projects, implementation, strategy and steps involved in achieving the CSR objectives. The Policy on Corporate Social Responsibility of the Company and the budget allocation for CSR projects for the year 2021-22 can be viewed on the Company's website www.esabindia.com.

The formation of the Committee and its terms of reference are in line with the requirements of Section 135 (1) of the Companies Act, 2013. The CSR Report which is attached as annexure to this report is in compliance with the Companies (Corporate Social Responsibility Policy) Amendment Rules, 2021.

E. RISK MANAGEMENT COMMITTEE

The Company has a Risk Management Committee as stipulated by the Companies Act, 2013 and Regulation 21 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Company's Risk Management Committee consists of Mr Rohit Gambhir, Managing Director and Mr B Mohan, Vice President Finance & Chief Financial Officer of the Company. Mr Kevin J Johnson was coopted as Member of the Risk Management Committee with effect from 24 March, 2021 in place of Mr Scott Allen Grisham. A Risk Management Committee is now mandatory for the Company since it is now part of the Top 500 Companies in terms of market capitalization.

The said Committee met once during the Financial year on 10 February, 2021.

The said Committee lays down the Policy on Risk Management. The main objective of this policy is to ensure sustainable business growth with stability and to promote a pro-active approach in reporting, evaluating and mitigating those risks which are material in nature and are associated with the business. In order to achieve the key objective, the policy establishes a structured and disciplined approach to Risk Management.

The Risk Management Policy of the Company can be viewed on the Company's website www.esabindia.com.

11.VIGIL MECHANISM

The Company has set up a whistleblower policy which can be viewed on the Company's website www.esabindia.com. In terms of the said policy the Directors and employees are given direct access to the Chairman of the Audit Committee to report on alleged wrongdoings. The said policy has been made available at the Offices / Plants of the Company at conspicuous places to enable the employees to report concerns, if any, directly to the Chairman of the Board and to the Chairman of the Audit Committee. Employees who join the Company newly are apprised of the availability of the said policy as a part of their induction schedule.

The above is in compliance of Section 177 (9) & (10) of the Companies Act, 2013 and in terms of Regulation 22 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Company did not receive any complaints under the whistle blower policy during the year under review.

12. DIRECTORS' RESPONSIBILITY STATEMENT

To the best of their knowledge and belief, and according to the information and explanations obtained by them, your Directors make the following statements as per the requirements of Section 134 (5) of the Companies Act, 2013.

1. In the preparation of the annual accounts for the financial year ended 31 March, 2021 the applicable accounting standards have been followed;
2. The Directors have selected such accounting policies listed in Note 2.2 to the Notes to the Financial Statements and applied consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of the affairs of the Company at the end of the financial year on 31 March, 2021 and of the Profit of the Company for that year;
3. The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
4. The Directors have prepared the annual accounts for the year ended 31 March, 2021 on a going concern basis;
5. The Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and
6. The Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

13. MANAGEMENT DISCUSSION AND ANALYSIS

A. ECONOMIC & BUSINESS ENVIRONMENT

The financial year commenced with huge disruptions caused by Covid19 which turned into a raging pandemic as the year progressed. The Company had to contend with extreme levels of disruption on every front with a strong and sustained focus on health and safety. The Company had to adapt to remote working with increasing reliance on IT on its workflows. The Company had also to contend with challenges in the supply chain arising from restrictions on mobility and frequent lockdowns that were announced from time to time.

The year under review also witnessed a sharp and sustained surge in commodity prices with some metal prices hitting all time highs. This contributed to pressure on margins as prices of steel and alloys have a significant bearing on the profitability of the Company.

Capital goods went through a difficult cycle as well with low levels of capacity additions in the light of weak demand overall.

The economy reportedly contracted by about 8% during the Financial Year with several customer segments addressed by the Company reportedly contracting at much higher rates.

In the context of the above, the Company continued to maintain its position as a leading player in the domestic welding industry. The Company's geographical reach within the Country, strong financial profile & benefits derived from being part of a group which has wide presence across the globe helped deliver a strong performance in an extremely difficult economic environment.

B. OUTLOOK, OPPORTUNITIES AND THREATS

The Country is in the grip of a second wave of Covid 19 with catastrophic impact all around triggering a fresh and serious set of measures to contain its spread. The Company has been adapting to ever changing needs prioritizing health and safety while delivering on its commitments to customers. The Company continues to follow applicable guidelines on safety protocols as directed by the Government and also internal guidelines on health and safety.

Prices of raw materials continue to increase in the current financial year due to a combination of local and global factors. There are disruptions at customers' end as well due to short term cessation of fabrication activities as mandated by Government guidelines.

We continue to see threats arising from excess capacities in the market and competition from Tier II and global players pursuing growth in an anemic environment. Additionally, volatilities in customer segments and any economy linked headwinds pose risks as well.

14. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Management evaluates the Company's internal controls from time to time and also works with independent internal auditors to test these and identify areas for improvement. Additionally, the Company is subjected to reviews applicable for Subsidiaries of US headquartered entities. The Company continues to list and evaluate key controls and process to an extent leveraging on the work done as part of its global reporting requirements. Key

findings and actions taken to implement or remediate the same are reviewed by the Audit Committee periodically at its meetings. The scope and coverage of internal audits are aligned to have coverage in terms of key controls and locations. The endeavor is to align to the requirements of Internal Control on Financial Reporting (ICFR) framework while leveraging on work done as part of global reporting requirements. Management testing through independent audit teams followed by external testing were done during the year.

The scope of work of Internal Auditors includes review of controls on accounting, financial reporting, statutory and other compliances and operational areas in addition to reviews relating to efficiency and economy in operations. In the context of higher levels of work from home during the year, controls in Information Technology were a priority area as well during the Financial Year.

Our efforts on the above lines are expected to ensure compliance with the requirements of Internal Controls on Financial Reporting.

15. FINANCIAL PERFORMANCE OF THE COMPANY

A. INCOME AND EXPENDITURE

The Company's revenue from contract with customers was lower by 2.4% The reduction was seen across all key product categories and also driven by lack of large value orders as in the preceding financial year. Service income on support services on R&D and shared services grew over the previous year.

New product offerings and enhancements were areas of continuing focus as the Company pursued growth and market share. The Company saw good growth in income from services to related party entities which grew by 25.5%

Other income fell by about 9% driven by lower interest rates and lower surplus cash for investment.

Finance income was at comparable levels after adjusting for part repayment of loans by a related party.

Materials costs as a percentage to sales was higher due to higher input costs and product mix

Overheads including employee costs were lower by 2.9% over the previous year primarily due to significant reduction in travel costs. Transportation costs and power / fuel costs were lower in line with lower sales.

The Company has continued to provide for Depreciation at useful lives based on a technical evaluation of useful life of assets.

Profit before tax was lower by 17.2% over the previous year with the impact of lower sales and higher input costs with some offsets on overheads driven by restrictions on mobility.

B. BALANCE SHEET

The turbulence in the overall economy had a severe impact on manufacturing and more so on enterprises in the small and medium segment which had to deal with manpower constraints in addition to limited bandwidth for riding a difficult phase. For the Company, this meant having to deal with higher short-term working capital requirements and taking considered decisions on supply chain and distribution.

We continued to focus on cash flows and to monitor working capital closely through the year. Our spends on capital expenditure were aligned to the evolving environment. Our cash position of being a debt free enterprise stood us in good stead. Closing cash and equivalents including investments were at ₹ 83.3 Crores after dividend payments of ₹ 137 Crores during the financial year.

Capital Expenditure was about ₹ 13.15 Crores as against ₹ 13.35 Crores in the preceding year. The capital expenditure was primarily on productivity improvements, capacity enhancements and upgrading IT systems.

Inventories were lower in value terms and in terms of days to sales as the Company adapted to volatilities and disruptions through the year. The Company focused on monitoring and reduction of Inventory levels with emphasis on containing excesses and obsolescence.

Trade receivables were higher by 17% over the previous year in the light of difficult cycles in liquidity and consequently longer credit terms. The Management continued to focus on quality of receivables with rigorous monitoring of collections and overdue amounts.

16. SUBSIDIARY / JOINT VENTURE / ASSOCIATE COMPANY

The Company does not have any subsidiary, joint venture or an associate company.

17. HOLDING COMPANY

Colfax Corporation is a Delaware, USA based industrial group with existing global business interests in, medical devices, fabrication technology products and services. Colfax Corporation holds 73.72% of equity shares of your Company through ESAB Holdings Limited, UK and Exelvia Group India BV, Netherlands which are its indirect wholly-owned subsidiaries.

18. EXTRACT OF THE ANNUAL RETURN

The Extract of the Annual Return in form MGT-9 of the Company made up as on the Financial Year ended 31 March, 2021 is attached by way of **Annexure-1**. This is also made available in the website of the Company viz. www.esabindia.com. Those interested may visit our website and see the details of MGT-9.

19. STATUTORY AUDITORS

M/s. S R Batliboi & Associates, LLP, Chennai (Firm Regn No.101049W / E300004) were re-appointed for a period of four years by the shareholders at the Annual General Meeting held on 28 August, 2020 as the Statutory Auditors of the Company in compliance with Section 139 (1). The re-appointment of statutory auditors was informed to the Registrar of Companies through Form ADT 1 dated 29 August, 2020 vide SRN R51933133. The details of remuneration of the statutory auditors with break-up of fee paid to SRBA and its network firms as required by the provisions of amended SEBI (LODR) Regulations for the financial year 2020-2021 is given as part of the Corporate Governance Report.

This is the first year out of the four years that they have been re-appointed. Their remuneration is fixed in line with the recommendations of the audit committee and as duly approved by the Board of Directors.

M/s. S R Batliboi & Associates, LLP, Chartered Accountants, have given their written consent to continue as the Statutory Auditors of the Company and have also issued a certificate that the appointment if made shall be in accordance with the conditions and that they satisfy the criteria provided under Section 139(1), Section 141 and Chapter X of the Companies Act read with Companies (Audit and Auditors) Rules, 2014.

The Statutory Auditors have issued a clean report on the financials of the Company and have not issued any qualifications for the financial year ended 31 March, 2021. Members may please take note of the changes in the requirements with respect to the report of the Auditors including specific references to key audit matters.

20. SECRETARIAL AUDIT

In terms of Section 204 (1) of the Companies Act, 2013, the Company has appointed M/s. V Mahesh & Associates, Chennai to do the secretarial audit of the Company for the financial year 1 April, 2020 to 31 March, 2021. Their appointment was informed to the Registrar of Companies, Chennai vide SRN R44181733 form MGT-14 dated 2 July, 2020.

M/s. V Mahesh & Associates, have now completed their secretarial audit and have issued their certificate dated 8 May, 2021 as per the prescribed format in MR-3 to the shareholders of the Company, which is annexed to this Report as **Annexure-2**.

They have no adverse observations in their report and have confirmed that the Company has proper board processes and a compliance mechanism in place. They have also affirmed that the Company has complied with the relevant statutes, rules and regulations and secretarial standards, as applicable.

21. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE OUTGO

The information required under Section 134 (3) (m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014, is given in the **Annexure-3** and forms part of this Report.

22. DETAILS RELATING TO DEPOSITS

The Company has not accepted any deposits during the period under review as envisaged under Section 73, 74 & 76 of the Companies Act, 2013. There have been additional filing requirements introduced with respect to liabilities not in the nature of deposits. The necessary form DPT 3 has been filed for the financial year 2019-20 on 25.06.2020 vide SRN No. R43113679

23. SIGNIFICANT & MATERIAL ORDERS PASSED BY THE REGULATORS

During the year under review, there have been no significant and material orders passed by any regulators / courts / tribunals that could impact the going concern status and the company's operations in future.

24. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

The Company had made a loan of Rs.30 Crores to M/s. EWAC Alloys Limited, related party and a fellow subsidiary on an arm's length basis at a rate not exceeding 9% per annum (Floater rate) as per Section 186 and 188 of the Companies Act, 2013 during the year under review. The Company has informed the same to Registrar of Companies by filing form MGT 14 dated 22 September, 2020 vide SRN R57728883.

The Board of Directors from time to time has authorized the Company to invest the surplus funds of the Company in deposits with Bank and investments in debt funds, liquid funds and fixed maturity plans with mutual funds for a tenor not exceeding 100 days. The investments are made in liquid and debt funds. The Company has earned an income of around ₹ 139 Lakhs for the period 1 April, 2020 to 31 March, 2021 in the form of dividends and fair value gains of investments. The Company has not given any guarantees other than bank guarantees in the normal course of business to meet contractual obligations.

25. RISK MANAGEMENT POLICY

In compliance with the requirements of Section 134 (3) (n) of the Companies Act, 2013 and as required under Regulation 21 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company has constituted a Risk Management Committee consisting of Mr Kevin J Johnson, as the Chairman (with effect from 24 March, 2021) Mr Rohit Gambhir, Managing Director and Mr. B Mohan, Chief Financial Officer as the Members of the

Committee. The said Committee lays down the procedures to identify risks and the mitigation procedures and adopted a policy in this regard. The Board of Directors defines the roles and responsibilities of the Committee.

The policy on Risk Management has been hosted in the Company's website www.esabindia.com. The said committee updates the Board of Directors on a periodical basis on the material risks faced by the Company and the measures taken by the Company to mitigate the said risks. The Committee analysed various risks including those arising from COVID-19, cyber security aspects and remote access control and other different controls necessary to be established with executives working from home. They suggested the actions to be taken to mitigate these risks which went a long way in the Company successfully managing all the risks. The Ministry of Home Affairs (MHA) had also during the pandemic had issued various guidelines for the plants to follow and the Company had complied with all these MHA guidelines to ensure that all the risks associated with the COVID 19 pandemic were adequately being addressed.

26. CORPORATE SOCIAL RESPONSIBILITY

As required under Section 134 (3) (o) read with Section 135 (1) of the Companies Act, 2013, the Company has constituted a Corporate Social Responsibility Committee. The Committee has Ms. Sabitha Rao, as the Chairperson and Mr Rohit Gambhir as the Member of the said Committee. Mr Kevin J Johnson was coopted as Member of the Committee in place of Mr Scott Allen Grisham with effect from 24 March, 2021.

The Committee formulated a policy on CSR and the Board of Directors approved the same. The policy as required under Section 135 (4) (a) of the Companies Act, 2013 has been uploaded on the Company's website www.esabindia.com.

As part of ongoing initiatives, the Company has been involved in promoting and educating safe welding practices including usage of all personal protective equipment during the process of welding to ensure total safety of the welders, especially at smaller towns through deployment of duly trained resources. The Company had also tied up with certain vocational institutions for educating the welders in Tier II and Tier III cities on welding through deployment of personnel.

The Company also tied up with All India Manufacturing Association at Irungattukottai for setting up a welding school which had given vocational training to the prospective welders to take welding as their profession for their livelihood. The Company also during the year 2021-2022 have planned various activities and have budgeted for these projects accordingly and had obtained the approval of the CSR Committee and the Board of Directors at its respective meetings held on 21 May, 2021 to carry out these activities. The CSR Report enclosed as annexure is in compliance with the Companies (Corporate Social Responsibility Policy) Amendment Rules, 2021 amended with effect from 22 January, 2021.

During the year under review, the Company had also engaged budding engineers under the NEEM scheme for imparting vocational training in the neighbourhood of our Plant to provide training in welding consumables with the intent of providing skill sets relevant to employment.

The Company also initiated actions on environmental protection with expenditure on greenery and gardening outside of its plant locations.

The Company also initiated action in and around its plant at Ambattur on community and infrastructure development. The Company had also contributed towards prevention and control of COVID 19 and by providing sanitizers and necessary personal protective equipment.

The Company's spend on CSR increased from ₹ 70 Lakhs in the previous year to ₹ 133 Lakhs during the year under review. The Company had clear focus and tie up with various parties to expend the entire money on CSR Budget during the current year and shall carry forward its activities as envisaged in Schedule VII of the Companies Act, 2013, in a structured manner towards its stated objectives on CSR.

The Company's policy on CSR envisages expenditure in areas falling within the purview of Schedule VII of the Companies Act, 2013. The annual report on CSR activities is enclosed by way of **Annexure - 4** to this report.

27. RELATED PARTY TRANSACTIONS

As required under Section 188 of the Companies Act, 2013 and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the company places before the audit committee the list of related parties from whom they buy raw materials or finished goods, to whom the Company extends services or exports goods. The details of the basis of pricing and the margins on such transactions are also tabled. The Audit Committee accords its omnibus approval for such related party transactions on an annual basis. The updates on the transactions with the related parties are placed before the audit committee on a quarterly basis. The details are also placed before the Board of Directors for its information.

As required under Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company has formulated a policy on related party transactions and the same was approved by the Audit Committee and the Board of Directors. The said policy has been uploaded on the company's website www.esabindia.com.

All the transactions with the related parties entered into during the period under review have been in the ordinary course of business and at arms' length basis. There have been no

material related party transactions entered into during this period.

The details of related party transactions pursuant to Clause (h) of sub-section (3) of Section 134 of the Act, is enclosed in form no. AOC 2 as A**nnexure - 5**.

28. FORMAL ANNUAL EVALUATION

As required under Section 134 (3) (p) of the Companies Act, 2013 and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors had already approved the evaluation criteria for evaluating the performance of the Board of Directors, its committees and the performance of Independent Directors.

Accordingly, as required under Schedule IV of the Companies Act, 2013 and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Independent Directors at their separate meeting held on 10 February, 2021 evaluated the performance of the non-independent Directors and the Board as a whole. They also reviewed the performance of the Chairman of the Company and also assessed the quality, quantity and timeliness of flow of information between the Company Management and the Board that was necessary for the Board to effectively and reasonably perform their duties.

Also as required under Regulation 17 (10) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board assessed the performance of the Independent Directors as per the criteria laid down and has recommended their continuation on the Board of the Company at its meeting held on 21 May, 2021.

As required under the said regulations, the Board of Directors assessed the performance of the individual directors on the Board based on parameters such as, relevant experience and skills, ability and willingness to speak up, focus on shareholder value creation, high governance standards, knowledge of business, processes and procedures followed, openness of discussion / integrity, relationship with management, impact on key management decisions etc. The Members of the Committees of Audit, Nomination & remuneration, Stakeholders relationship, Corporate social responsibility and Risk management committee were also assessed on the above parameters and also in the context of the committee's effectiveness vis-a-vis the Act and the listing regulations.

The Independent Directors fulfilled the independence criteria as specified under the above regulations and the Companies Act, 2013. The Board was satisfied with the evaluation results which reflected the overall engagement and the effectiveness of the Board and its committees. The Independent Directors also updated their current profiles by paying up the relevant fees in the website of the Ministry of Corporate Affairs on Independent Directors for a period of five years from 2020-2021. Since all the four Independent Directors possess the necessary experience and the expertise, they are exempted from taking up the online assessment test of the Ministry.

29. COST AUDITOR

As required under Section 148 of the Companies Act, 2013 the Board of Directors at its meeting held on 21 May, 2021 has appointed M/s. Geeyes & Co., Cost Accountants within the meaning of Cost & Works Accountants Act and holding a valid certificate of practice No.000044 as the Cost Auditor for conducting the Cost Audit for the financial year 2021-2022. The Audit Committee recommended the appointment subject to the compliance of the requirements stipulated in the relevant notifications issued by Ministry of Corporate Affairs.

The Company has received a letter dated April 16, 2021 from the Cost Auditor stating that the appointment, if made, will be within the limit prescribed under the Act.

The relevant Form CRA 2 for appointment of Cost auditor for the financial year 2020-21 was filed with the Registrar of Companies on 2 July, 2020 vide SRN R44250884.

The cost audit report issued by the Cost Auditor for the financial year ended 31 March, 2020 was filed with the Registrar of Companies vide form CRA - 4 dated 19 October, 2020 vide SRN R67693994.

30. RATIO OF REMUNERATION TO EACH DIRECTOR

As required under Section 197 (12) and Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the details of ratio of remuneration to each Director to the median employee remuneration are as given below:

A. Executive Director

Ratio of remuneration paid to Mr Rohit Gambhir, Managing Director vs the median employee is: 26:1 (24:1 for the year ended 31.3.2020).

B. The percentage increase in the median remuneration of employees in the financial year was 7.37%.

C. The number of management employees in the rolls of the Company as on 31 March 2021 is 545 (526 as on 31 March 2020).

D. Average percentile increase made in salaries of employees other than KMP in comparison to the percentile increase in the remuneration of KMP and the justification thereof.

The average percentile increases in salaries of employees other than KMP proposed was 8.03% while that of KMPs was 7.94%.

Justification thereof: Compensation revisions generally take into account performance metrics on sales, operating profits and working capital apart from specific elements attributable to various functions within the organization. Despite the difficulties in the operating environment, we exceeded the budget in all the three metrics. Taking into consideration the rate of inflation, it was decided to

consider an average increase of 7.7%. This increase also includes a higher percentage of increase that has been considered for junior / middle level employees who have been considered for promotion.

As at the end of March 2021 the Company had 808 employees as against 755 at the end of 31 March 2020. The Company believes in providing a working environment that is focused on the customers, teamwork, continuous improvement, innovation and a competitive environment where employees strive to improve value for shareholders.

E. The key parameters for any variable component of remuneration availed by the Directors.

Variable Component to Mr Rohit Gambhir - This is linked to various parameters, financial and non-financial. Key elements include sales, operating profit, working capital, implementation of business systems.

Variable Component to Independent Directors - Is based on the roles and responsibilities and their contribution to the Company in their respective capacities. The Commission is individually determined based on their varying commitments of time and effort to the Board and to its committees.

The Board of Directors would like to affirm that the remuneration paid to the Executive and Non-executive Directors and the Key Managerial Personnel is in line with the Remuneration Policy of the Company.

Details of employees receiving the remuneration in excess of the limits prescribed under Section 197 of the Act, 2013 read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are annexed as a statement and given in **Annexure - 6**. In terms of first proviso to Section 136(1) of the Act, 2013 the Annual report, excluding the aforesaid annexure is now being sent. The annexure is available for inspection at the Registered Office of the Company and any shareholder interested in obtaining a copy of the said annexure may write to the Company Secretary at the Registered Office of the Company.

31. FINANCE

The Company's relationships with its Bankers viz. AXIS Bank Ltd. and HDFC Bank Ltd. continued to be cordial during the year. The Company would like to thank its Bankers for their support.

32. ENVIRONMENT, HEALTH AND SAFETY

The Company continued its commitment to industrial safety and environment protection and all its factories have obtained its ISO 14001 and OHSAS 18001 certification. Periodical audits are done by external and internal agencies to assess the continued levels of EHS efficiency of each of these plants and the OHSAS certification given is renewed after every such audit. The Company is also networked with the Group on EHS initiatives and works closely with them on initiatives and actions concerning EHS. During the year under review, the Company's Plants at Ambattur and Nagpur won global recognition for EHS initiatives.

Cautionary Statement

Certain statements in this Directors' Report may constitute "forward looking statements" within the meaning of applicable laws and regulations. Actual results may differ materially from those either expressed or implied in this Report.

33. LISTING WITH STOCK EXCHANGES

The Company's equity shares are listed with a) BSE Limited and b) National Stock Exchange of India Limited. The annual fees for both the exchanges have been paid promptly for the year 2020-2021. Pursuant to the requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the company had executed fresh listing agreements with BSE Limited and National Stock Exchange of India Limited on 9 November, 2015.

The Company had 14,526 shareholders as at the end of the year 31 March, 2021. 98.99% of the shares are held in dematerialized form.

The Company is part of the Top 500 Companies by way of Market capitalization. The Company has adopted a dividend policy, formed a risk management committee and have also prepared a Business Responsibility Report for the year under review. The Company's dividend policy can be viewed in its website www.esabindia.com under investor relations.

As required under Regulation 39 (4) Read with Schedule VI of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the details of the shares issued by the Company consequent to amalgamation of erstwhile Maharashtra Weldaids Limited with the Company in 1994, the details of the physical shares which remains unclaimed and transferred to the Unclaimed Suspense Account and the

reconciliation of the shares claimed by shareholders during the year 2020-2021 and the shares outstanding in the suspense account as on 31 March, 2021 is given below:

Sl. No.	Details	No. of shareholders	No. of equity shares
1.	Aggregate number of shareholders and the outstanding shares lying in the unclaimed suspense account at the beginning of the year i.e. as on 1.4.2020	55	4,010
2.	Number of Shareholders who approached the Company during the year	1	50
3.	Number of shareholders to whom shares were transferred from the unclaimed suspense account during the year	1	50
4.	No. of shares transferred to Investor Education and Protection Fund	10	900
5.	Aggregate Number of shareholders and the outstanding shares lying in the unclaimed Suspense Account at the end of the year i.e. 31.3.2021	44	3,060

44 shareholders holding 3,060 equity shares constituting about 0.02% of shares have not made their claim from the Company on the shares outstanding in the Unclaimed Suspense Account of ESAB India Limited. The voting rights for these shares shall remain frozen until these are claimed by the rightful owners.

34. CORPORATE GOVERNANCE

In terms of Chapter IV Regulation 15 Read with Schedule II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 a Corporate Governance Report is made part of this Annual report.

A certificate from the Statutory Auditors of the Company regarding compliance of the conditions stipulated for Corporate Governance as required under Clause E of Schedule V read with Regulation 34 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is attached to this report.

The declaration by the Managing Director addressed to the Members of the Company pursuant to Clause D of Schedule V Read with Regulation 34 (3) Chapter IV of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 regarding adherence to the Code of Conduct by the Members of the Board and by the Members of the Senior Management Personnel of the Company is also attached to this Report.

35. POLICY ON PREVENTION OF SEXUAL HARASSMENT OF WOMEN AT WORKPLACE ACT

The Company has also adopted the mandatory policy on Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013. Employees have been sensitized on the provisions of this enactment and the Company has also constituted an internal complaints committee with effect from 30 October, 2013 to deal with complaints, if any, under the said Act. The Committee also has an independent external NGO representative as one of its members. The Committee meets as and when requirement arises. The Company believes in providing safe working place for the Women in the Company and adequate protection are given for them to carry out their duties without fear or favour. All the employees of the Company as a part of induction are sensitized about the provisions of the said Act.

As required under Section 21 of Chapter VIII of the said Act, the Committee has submitted its annual report in the prescribed format to the designated authority within the stipulated period.

36. SECRETARIAL STANDARDS

As on 31 March, 2021 all the applicable Secretarial Standards which have been notified have been complied with by the Company.

A certificate of compliances issued by the Secretarial Auditor M/s. V Mahesh & Associates dated 8 May, 2021 is enclosed as **Annexure - 2** and forms part of this Report.

37. ISSUE OF SHARES

The Company during the year under review has not issued any SWEAT equity shares or shares with differential rights or under Employee stock option scheme nor did it buy back any of its shares.

38. ACKNOWLEDGEMENTS

Your Directors place on record their appreciation for the confidence reposed and continued support extended by its customers, suppliers and shareholders.

Your Board would like to place on record, its sincere appreciation to the employees for having played a very significant part in the Company's operations till date and more so in a difficult year that we went through.

For and on behalf of the Board of Directors

Kevin J Johnson
Chairman

Chennai
21 May, 2021

ANNEXURE - 1

Form No. MGT-9

EXTRACT OF ANNUAL RETURN

as on the Financial Year ended on 31st March, 2021

[Pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS

CIN	L29299TN1987PLC058738
Registration Date	10-November-1987
Name of the Company	**ESAB INDIA LIMITED**
Category / Sub-Category of the Company	PUBLIC LIMITED COMPANY
Address of the Registered office and Contact details	Plot No. 13, 3rd Main Road, Industrial Estate, Ambattur, Chennai - 600 058. Mr Rohit Gambhir, Managing Director **rohit.gambhir@esab.co.in** Mr B Mohan, Chief Financial Officer **mohan.b@esab.co.in** Mr S Venkatakrishnan, Company Secretary **venkatakrishnan.s@esab.co.in**
Whether listed company	Yes
Name, address and contact details of Registrar and Transfer Agent, if any	Integrated Registry Management Services Private Limited 2nd Floor, Kences Towers, No. 1, Ramakrishna Street, North Usman Road, T. Nagar, Chennai - 600 017. E-mail: **srirams@integratedindia.in**

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the company shall be stated:-

Sl. No.	Name and Description of main products / services	NIC Code of the Product / service	% to total turnover of the Company
1.	Welding Consumable	2592	71
2.	Welding Equipment	2710	29

III. PARTICULARS OF HOLDING COMPANIES

Sl. No.	Name and address of the Company	CIN / GLN	Holding / Subsidiary / Associate	% of Shares held	Applicable Section
1.	**ESAB Holdings Limited** Hertford Road, Waltham Cross, England EN87RP	Foreign Company	Holding Company	37.31	2 (46)
2.	**Exelvia Group India B V** Lansinkesweg 4, 7553, AE Hengelo, The Netherlands	Foreign Company	Holding Company	36.41	2 (46)

IV. SHAREHOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i) Category-Wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. SHAREHOLDING OF PROMOTER AND PROMOTERS GROUP									
1. Indian									
Individual / Hindu Undivided Family	–	–	–	–	–	–	–	–	–
Central Government	–	–	–	–	–	–	–	–	–
State Government(s)	–	–	–	–	–	–	–	–	–
Bodies Corporate	–	–	–	–	–	–	–	–	–
Financial Institutions / Banks	–	–	–	–	–	–	–	–	–
Any other (specify)	–	–	–	–	–	–	–	–	–
SUB-TOTAL A(1)	**–**	**–**	**–**	**–**	**–**	**–**	**–**	**–**	**–**
2. Foreign									
Individual (Non–resident / foreign)	–	–	–	–	–	–	–	–	–
Bodies corporate	11347960	–	11347960	73.72	11347960	–	11347960	73.72	–
Institutions	–	–	–	–	–	–	–	–	–
Qualified Foreign Investor	–	–	–	–	–	–	–	–	–
Any other (specify)	–	–	–	–	–	–	–	–	–
SUB-TOTAL A(2)	**11347960**	**–**	**11347960**	**73.72**	**11347960**	**–**	**11347960**	**73.72**	**–**
Total Shareholding of Promoter and Promoter Group (A) = A(1)+A(2)	**11347960**	**–**	**11347960**	**73.72**	**11347960**	**–**	**11347960**	**73.72**	**–**
B. PUBLIC SHAREHOLDING									
1. Institutions									
Mutual funds / UTI	209812	7701	217513	1.41	1540227	7601	1547828	10.06	–
Financial Institutions / Banks	3187	300	3487	0.02	652	300	952	0.01	–
Central Government	48596	–	48596	0.32	61150	–	61150	0.40	–
State Government(s)	–	–	–	–	–	–	–	–	–

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
Venture Capital Funds	–	–	–	–	–	–	–	–	–
Insurance Companies	412034	–	412034	2.68	–	–	–	–	–
Foreign Institutional Investors	–	–	–	–	–	–	–	–	–
Foreign Venture Capital Investors	–	–	–	–	–	–	–	–	–
Qualified Foreign Investor	–	–	–	–	–	–	–	–	–
Any other (specify)	–	–	–	–	–	–	–	–	–
SUB-TOTAL B(1)	**673629**	**8001**	**681630**	**4.43**	**1602029**	**7901**	**1609930**	**10.46**	**6.03**
2. Non-Institutions									
Bodies Corporate (Indian / Foreign / Overseas)	82708	3603	86311	0.56	72393	3603	75996	0.49	–
Individuals (Resident / NRI / Foreign National)									
Individual shareholders holding Nominal share capital upto ₹ 1 Lakh	1320788	161280	1482068	9.63	1328692	143262	1471954	9.56	–
Individual shareholders holding Nominal share capital above ₹ 1 Lakh	178840	–	178840	1.16	213601	–	213601	1.39	–
Any other (specify)	1616211	–	1616211	10.49	673579	–	673579	4.38	–
SUB-TOTAL B(2)	**3198547**	**164883**	**3363430**	**21.84**	**2288265**	**146865**	**2435130**	**15.82**	**-6.03**
Total Public Share Holding (B) = B(1) + B(2)	**3872176**	**172884**	**4045060**	**26.28**	**3890294**	**154766**	**4045060**	**26.28**	**–**
Shares held by Custodians against which Depository Receipts have been issued (C)	–	–	–	–	–	–	–	–	–
GRAND TOTAL (A) + (B) + (C)	**15220136**	**172884**	**15393020**	**100.00**	**15238254**	**154766**	**15393020**	**100.00**	**–**

(ii) Shareholding of Promoters

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% Change in Shareholding during the year
		No. of Shares	% of Total Shares of the Company	% of Shares Pledged / encumbered to total Shares	No. of Shares	% of Total Shares of the Company	% of Shares Pledged / encumbered to total Shares	
1	ESAB Holdings Limited	5743200	37.31	–	5743200	37.31	–	–
2	Exelvia Group India B V	5604760	36.41	–	5604760	36.41	–	–
	Total	**11347960**	**73.72**	**–**	**11347960**	**73.72**	**-**	**-**

(iii) Change in Promoters' Shareholding

Sl. No.	Name	Opening Balance		Increase / Decrease		Closing Balance	
		Shares	%	Shares	%	Shares	%
1	ESAB HOLDINGS LIMITED PAN : AABCE6787C Opening Balance as on 01/04/2020 Closing Balance as on 31/03/2021	 5743200 –	 37.31 –	 – –	 – –	 – 5743200	 – 37.31
2	EXELVIA GROUP INDIA B V PAN : AABCE8359E Opening Balance as on 01/04/2020 Closing Balance as on 31/03/2021	 5604760 –	 36.41 –	 – –	 – –	 – 5604760	 – 36.41

(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

Sl. No.	Name	Opening Balance		Increase / Decrease		Closing Balance	
		Shares	%	Shares	%	Shares	%
1	ACACIA PARTNERS, LP PAN : AALFA7272K Opening Balance as on 01/04/2020	 821140	 5.33	 –	 –	 –	 –
	05/03/2021	–	–	-331649	-2.16	489491	3.18
	Closing Balance as on 31/03/2021	–	–	–	–	489491	3.18
2	BAJAJ ALLIANZ LIFE INSURANCE COMPANY LTD. PAN : AADCA1701E Opening Balance as on 01/04/2020	 412034	 2.677	 –	 –	 –	 –
	05/04/2020	–	–	500	0.00	412534	2.68
	10/04/2020	–	–	1000	0.01	413534	2.69
	19/06/2020	–	–	1000	0.01	414534	2.69
	26/06/2020	–	–	2000	0.01	416534	2.71
	30/06/2020	–	–	4000	0.03	420534	2.73
	03/07/2020	–	–	4100	0.03	424634	2.76
	21/08/2020	–	–	1000	0.01	425634	2.77
	28/08/2020	–	–	929	0.01	426563	2.77
	04/12/2020	–	–	-10000	-0.07	416563	2.71
	18/12/2020	–	–	-1797	-0.01	414766	2.70
	25/12/2020	–	–	-450	0.00	414316	2.69
	01/01/2021	–	–	3443	0.02	417759	2.71
	08/01/2021	–	–	-500	0.00	417259	2.71
	29/01/2021	–	–	7600	0.05	424859	2.76
	12/02/2021	–	–	-2343	-0.02	422516	2.75
	26/02/2021	–	–	-422516	-2.75	0.00	0.00
	Closing Balance as on 31/03/2021	–	–	–	–	0.00	0.00

(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs): *(Contd.)*

Sl. No.	Name	Opening Balance		Increase / Decrease		Closing Balance	
		Shares	%	Shares	%	Shares	%
3	SBI LONG TERM ADVANTAGE FUND - SERIES III PAN : AABTS6407Q Opening Balance as on 01/04/2020	0	0.00	–	–	–	–
	26/02/2021	–	–	925225	6.01	925225	6.01
	05/03/2021	–	–	397000	2.58	1322225	8.59
	12/03/2021	–	–	556	0.00	1322781	8.59
	19/03/2021	–	–	4794	0.03	1327575	8.63
	26/03/2021	–	–	1024	0.01	1328599	8.63
	Closing Balance as on 31/03/2021	–	–	–	–	1328599	8.63
4	ACACIA INSTITUTIONAL PARTNERS, LP PAN : AALFA7278Q Opening Balance as on 01/04/2020	271098	1.76	–	–	–	–
	26/02/2021	–	–	-271098	-1.76	0.00	0.00
	Closing Balance as on 31/03/2021	–	–	–	–	0.00	0.00
5	SUNDARAM MUTUAL FUND A/C SUNDARAM EMERGING SMALL CAP - SERIES VII PAN : AAATS2554B Opening Balance as on 01/04/2020	184957	1.20	–	–	–	–
	12/06/2020	–	–	-17354	-0.11	167603	1.09
	15/01/2021	–	–	-2256	-0.02	165347	1.07
	Closing Balance as on 31/03/2021	–	–	–	–	165347	1.07
6	ACACIA CONSERVATION FUND LP PAN : ABCFA8290P Opening Balance as on 01/04/2020	150000	0.97	–	–	–	–
	05/03/2021	–	–	-60583	-0.39	89417	0.58
	Closing Balance as on 31/03/2021	–	–	–	–	89417	0.58
7	ITHOUGHTWEALTH ANALYTICS LLP PAN : AAFFI8518J Opening Balance as on 01/04/2020	63798	0.41	–	–	–	–
	Closing Balance as on 31/03/2021	–	–	–	–	63798	0.41
8	INVESTOR EDUCATION AND PROTECTION FUND AUTHORITY MINISTRY OF CORPORATE AFFAIRS PAN : EXEMPTCATG Opening Balance as on 01/04/2020	48596	0.32	–	–	–	–
	12/02/2021	–	–	11609	0.08	60205	0.39
	18/02/2021	–	–	945	0.01	61150	0.40
	Closing Balance as on 31/03/2021	–	–	–	–	61150	0.40
9	S. SHYAM PAN : AAMPS6032J Opening Balance as on 01/04/2020	41447	0.27	–	–	–	–
	Closing Balance as on 31/03/2021	–	–	–	–	41447	0.27

(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs): *(Contd.)*

Sl. No.	Name	Opening Balance		Increase / Decrease		Closing Balance	
		Shares	%	Shares	%	Shares	%
10	NIHAR NANDAN NILEKANI PAN : AEVPN5413M Opening Balance as on 01/04/2020	35362	0.23	–	–	–	–
	Closing Balance as on 31/03/2021	–	–	–	–	35362	0.23

(v) Shareholding of Directors and Key Managerial Personnel:

For each of the Directors	Shareholding		Cumulative	
	No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
At the beginning of the year	None of the Directors hold shares in the Company			
Date wise Increase / Decrease in Directors Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc)	None of the Directors hold shares in the Company			
At the end of the year	None of the Directors hold shares in the Company			

Name of the KMP : Mr S Venkatakrishnan	Shareholding		Cumulative	
	No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
At the beginning of the year	1	–	1	–
Date wise Increase / Decrease in KMPs Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc)	–	–	–	–
At the end of the year	1	–	1	–

Name of the KMP : Mr B Mohan	Shareholding		Cumulative	
	No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
At the beginning of the year	–			
Date wise Increase / Decrease in KMPs Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc)	–			
At the end of the year	–			

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding / accrued but not due for payment

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total indebtedness
Indebtedness at the Beginning of the financial year	Nil			
i) Principal Amount				
ii) Interest due but not paid				
iii) Interest accrued but not due				
Total (i + ii + iii)	**Nil**			
Change in Indebtedness during the financial year	Nil			
Addition				
Reduction				
Net Change	Nil			
Indebtedness at the end of the financial year	Nil			
i) Principal Amount				
ii) Interest due but not paid				
iii) Interest accrued but not due				
Total (i + ii + iii)	Nil			

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and / or Manager

Sl. No.	Particulars of Remuneration	Mr Rohit Gambhir Managing Director	Total amount (Amount in ₹)
1	Gross salary		
	a) Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961	2,25,36,147	2,25,36,147
	b) Value of perquisites u/s 17(2) Income-tax Act, 1961	9,54,817	9,54,817
	c) Profits in lieu of salary under Section 17(3) Income-tax Act, 1961	Nil	Nil
2	Stock Option	Nil	Nil
3	Sweat Equity	Nil	Nil
4	Commission - as % of profit	Nil	Nil
5	Others, (Sitting Fees)	Nil	Nil
6	Others, please specify	Nil	Nil
	Total	**2,34,90,964**	**2,34,90,964**
	Ceiling as per the Act	**5% of the net profits of the Company as calculated under the applicable provisions of the Companies Act, 2013**	

B. Remuneration to other Directors (Amount in ₹)

Particulars of Remuneration	Name of Directors				Total amount
	Mr Sudhir Chand	Mr Vikram Tandon	Mr K. Vaidyanathan	Ms Sabitha Rao	
1 Independent Directors					
- Fee for attending board / committee meetings	3,12,000	2,75,000	2,96,000	2,03,500	10,86,500
- Commission	5,50,000	5,50,000	6,00,000	5,50,000	22,50,000
- Others, please specify	–	–	–	–	–
Total (1)	**8,62,000**	**8,25,000**	**8,96,000**	**7,53,500**	**33,36,500**
2 Other Non-Executive Directors	–	–	–	–	–
- Fee for attending board / committee meetings	–	–	–	–	–
- Commission	–	–	–	–	–
- Others, please specify	–	–	–	–	–
Total (2)	**–**	**–**	**–**	**–**	**–**
Total (B) = (1 + 2)	**8,62,000**	**8,25,000**	**8,96,000**	**7,53,500**	**33,36,500**
Total Managerial Remuneration	**8,62,000**	**8,25,000**	**8,96,000**	**7,53,500**	**33,36,500**
Overall Ceiling as per the Act	**1% of the net profits of the Company as calculated under the applicable provisions of the Companies Act, 2013**				

C. Remuneration to Key Managerial Personnel other than MD / Manager / WTD (Amount in ₹)

Sl. No.	Particulars of Remuneration	Key Managerial Personnel			Total amount
		CEO	Company Secretary	CFO	
1	Gross salary				
	a) Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961	Nil	56,66,416	1,10,52,471	1,67,18,887
	b) Value of perquisites u/s 17(2) Income-tax Act, 1961	Nil	3,01,519	3,21,321	6,22,840
	c) Profits in lieu of salary under Section 17(3) Income-tax Act, 1961	Nil	Nil	Nil	Nil
2	Stock Option	Nil	Nil	Nil	Nil
3	Sweat Equity	Nil	Nil	Nil	Nil
4	Commission as % of profit	Nil	Nil	Nil	Nil
5	Others, please specify	Nil	Nil	Nil	Nil
	Total	**Nil**	**59,67,935**	**1,13,73,792**	**1,73,41,727**

VII. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment / Compounding fees imposed	Authority (RD / NCLT / COURT)	Appeal made, if any (give Details)
A. COMPANY Penalty Punishment Compounding	None				
B. DIRECTORS Penalty Punishment Compounding	None				
C. OTHER OFFICERS IN DEFAULT Penalty Punishment Compounding	None				

For and on behalf of the Board of Directors

Kevin J Johnson
Chairman

Chennai
21 May, 2021

ANNEXURE - 2

FORM MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2021

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies *(Appointment and Remuneration Personnel)* Rules, 2014]

To

The Members,
M/s. ESAB INDIA LIMITED,
CIN: L29299TN1987PLC058738
Plot No. 13, 3rd Main Road,
Industrial Estate, Ambattur,
Chennai - 600 058.

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **M/s. ESAB India Limited** (hereinafter called the "**The Company**"). The Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period (01st April, 2020 to 31st March, 2021) covering the financial year ended on 31st March, 2021 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2021 according to the provisions of the below said Acts & subject to modifications / re-enactments wherever applicable:

(i) The Companies Act, 2013 (the Act) and the rules made there under

(ii) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

(iii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under,

(iv) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;

(v) The following regulations and guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-

a. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

b. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;

c. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

(vi) The Following laws, are specifically applicable to the Company as per the representation given by the Company (apart from General Laws such as Environment Laws, Labour Laws etc):

a. The Petroleum Act, 1964.
b. Gas Cylinder Storage Rules.
c. Batteries (Management and Handling) Rules, 2001.
d. Electricity Act, 2003.
e. The E-Waste (Management and Handling) Rules, 2016.
f. Indian Boilers Act, 1923.
g. Food Safety and Standards Act, 2006.
h. The Ground Water Regulation Act.
i. Legal Metrology Act, 2009 and Legal Metrology (Packaged Commodities) Rules, 2011.
j. The Energy Conservation Act, 2001.
k. The Environment Protection Act & Rules, 1986.
l. Plastic Waste Management Rules, 2016.
m. The Tamil Nadu Industrial Establishments (National and Festival Holidays) Act 1958.
n. Public Liability Insurance Act, 1991.
o. Air (Prevention and control of pollution) Act, 1991.
p. Water (Prevention and control of pollution) Act, 1974.
q. The Noise pollution (Regulation and control) Rules 2000.
r. Employees State Insurance Act, 1948.
s. Maternity Benefit Act, 1961
t. The Contract Labour (Regulation and abolition) Act, 1970 and Rules 1971.
u. The Child Labour (Prohibition and Regulation) Act,1986.
v. The Apprentices Act, 1961.
w. The Inter- State migrant workmen (Regulation of employment and conditions of service) Act, 1979
x. Employees Provident Fund and Miscellaneous provisions Act, 1952.
y. Payment of Bonus Act, 1965.
z. Goods and Services Act, 2017.
aa. The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (PoSH).

However, during the year under purview there were no instances attracting the following Laws / regulations.

1. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
2. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
3. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
4. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
5. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;

We have also checked the compliance with the applicable clauses pertaining to the following

(i) Secretarial Standards with regard to Meeting of Board of Director(SS 1), General Meeting (SS 2) and Dividend (SS 3) issued by The Institute of Company Secretaries of India subject to such modifications and amendments thereon;

(ii) The Listing Agreements entered into by the Company with National Stock Exchange and Bombay Stock Exchange; and

(iii) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

We further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. During the year under review ESAB Holdings Limited, the promoter company had vide letter dated 24.03.2021 withdrawn the nomination of Mr. Scott Allen Grisham as a Nominee Director and has in his place nominated Mr. Kevin. J Johnson as the Non-retiring non-executive nominee director of the company. Mr. Kevin Johnson would be co-opted in the respective committees in place of Mr. Scott Grisham in the ensuing Board Meeting to be held on 21.05.2021. All the requisite committees that are required to be constituted by the Company as per prescribed Laws and Regulations are duly constituted.

Adequate notice is given to all the Directors to schedule the Board Meetings, agenda and detailed notes on agenda are being sent at least seven days in advance in the manner provided under the Act and Secretarial Standards (SS- 1) and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

As per the minutes of the Meetings duly recorded and signed by the Chairman, the decisions of the Board was taken upon by the approval of majority of the Members of the Board.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

For V Mahesh & Associates

V Mahesh
Practising Company Secretary
M.No. F4162
C.P. No. : 2473
UDIN: F004162C000259615

Date : 08th May, 2021
Place: Chennai

Annexure - A

To

The Members,
M/s. ESAB INDIA LIMITED,
CIN:L29299TN1987PLC058738
Plot No. 13, 3rd Main Road,
Industrial Estate, Ambattur,
Chennai - 600 058.

Our Secretarial Audit report dated, the 08th day of May, 2021 is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. Due to the resurgence of COVID-19 pandemic scenario, we have followed the audit practices and procedures that were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test / sampling basis to ensure that correctness of the secretarial records by way of examining the records online as facilitated by the Company. We believe that the processes and practices, which we followed, provide a reasonable basis for our opinion.
4. We have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
5. Wherever required, we have obtained the management representation about the compliance of laws, rules and regulations and happening of events etc.
6. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
7. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For V Mahesh & Associates

V Mahesh
Practising Company Secretary
M.No. F4162
C.P. No. : 2473
UDIN: F004162C000259615

Date : 08th May, 2021
Place : Chennai

SECRETARIAL COMPLIANCE REPORT OF ESAB INDIA LIMITED FOR THE YEAR ENDED 31ST MARCH, 2021

To

The Board of Directors,
M/s. ESAB INDIA LIMITED,
Plot No. 13, 3rd Main Road,
Industrial Estate, Ambattur,
Chennai - 600 058.

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, 2021 ("01st April, 2020 - 31st March, 2021") 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 (Share Based Employee Benefits) Regulations, 2014;

d) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; and

e) Securities and Exchange Board of India (Depositories & Participants) Regulations, 1996 & 2018 (amended Regulations).

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
NA			

(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
NA				

(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	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
NA				

Note: Due to the resurgence of COVID-19 pandemic scenario, we have followed the audit practices and procedures that were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test/sampling basis to ensure that correctness of the secretarial records by way of examining the records online as facilitated by the Company. We believe that the processes and practices, which we followed, provide a reasonable basis for our opinion.

For V Mahesh & Associates

V Mahesh
Practising Company Secretary
M.No. F4162
C.P. No. : 2473
UDIN: F004162C000259648

Date : 08th May, 2021
Place: Chennai

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10) (i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To

The Board of Directors,
ESAB INDIA LIMITED,
Plot No. 13, 3rd Main Road,
Industrial Estate, Ambattur,
Chennai - 600 058.

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **ESAB INDIA LIMITED** having CIN L29299TN1987PLC058738 and having registered office at Plot No. 13, 3rd Main Road, Industrial Estate, Ambattur, Chennai - 600058 (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations/management representation letter furnished to us by the Company & its officers, we hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2021 have been disqualified or debarred from being appointed or continuing as Directors of the Company for the Financial Year 2021-22 by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any other Statutory Authorities.

S. No.	Name of the Director	DIN	Designation
1.	Scott Grisham Allen*	08430599	Non Executive Chairman
2.	Rohit Gambhir	06686250	Managing Director
3.	Vaidyanathan Kalyanasundaram	00063692	Non-Executive Independent Director
4.	Vikram Tandon	01727251	Non-Executive Independent Director
5.	Sudhir Chand	01385201	Non-Executive Independent Director
6.	Sabitha Rao	06908122	Non-Executive Independent Director

**ESAB Holdings Limited, the promoter Company had vide letter dated 24.03.2021 withdrawn the nomination of Mr. Scott Allen Grisham as a Nominee Director and has in his place nominated Mr. Kevin. J Johnson as the Non-retiring non-executive nominee director of the Company.*

Ensuring the eligibility of for the appointment/continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For V Mahesh & Associates

V Mahesh
Practising Company Secretary
M.No. F4162
C.P. No. : 2473
UDIN: F004162C000259659

Date : 08th May, 2021
Place: Chennai

ANNEXURE - 3

ANNEXURE TO THE DIRECTORS' REPORT

Statement under Section 134(3)(m) of the Companies Act, 2013 read with Companies (Disclosure of Particulars in the Report of the Board of Directors) Rules, 1988 and forming part of the Directors' Report for the year ended 31 March, 2021.

A. CONSERVATION OF ENERGY

- Roof top Solar power panels installation initiated.
- Continuing arrangements on wind power for part of our energy requirements.
- Reduction in LPG consumption through design changes.
- Auto switching mechanisms introduced for reducing power consumption.
- Installation of variable frequency drives for air control and energy saving.
- Generators optimization done for flexible usage and to utilize the energy effectively.

B. TECHNOLOGY ABSORPTION

- Capital equipment installed for reducing import dependence in Gas equipment.
- Ultrasonic Machine installed to further improvement of Quality.
- Dedicated set up for smaller volume products with quick changeovers.
- Advanced mechanical and electrical control setup in filler metals making equipment.
- "In house" facility installed to minimize dependency on sub-contractors.
- Dedicated manufacturing set-up to create opportunity for exports and domestic market.
- Setup in place for new product ranges in wires.
- Manual processes changed to fully automated process on certain operations in Filler metals.
- Isolation transformers introduced to eliminate issues due to spikes.
- New electrical infrastructure upgradation with better energy conserving equipment initiated.

C. FOREIGN EXCHANGE

The Company exports its products and services to Bangladesh, Srilanka, Nepal, Singapore, Middle East, Indonesia, China, Malaysia, Uzbekistan, Hongkong, Czech Republic, Taiwan, Korea, Ghana, South Africa, Thailand, Egypt, Vietnam, Germany, Australia and USA.

During the year, the total outflows in foreign exchange amounted to ₹ 14,154 lakhs (which includes ₹ 13,025 lakhs for the import of raw materials, components and capital goods and ₹ 1,129 lakhs towards expenditure in foreign currency).

During the year, the Foreign exchange earnings were ₹ 5,552 lakhs resulting in net foreign exchange outflow of ₹ 8,602 lakhs for the year.

For and on behalf of the Board of Directors

Chennai
21 May, 2021

Kevin J Johnson
Chairman

ANNEXURE - 4

REPORT ON CSR ACTIVITIES FOR THE YEAR 2020-2021

1. Brief Outline on CSR Policy of the Company

CSR policy, encompasses the company's philosophy for delineating its responsibility as a Corporate Citizen and lays down the guidelines and mechanism for carrying out socially useful activities / projects and programmes for welfare and sustainability, development of community at large and is titled "ESAB's CSR Policy".
http://www.esabindia.com/investor_relations/corporate_social_responsibility_policy.htm

2. Composition of CSR Committee

Sl. No.	Name of Director	Designation nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee meeting attended during the year
1	Ms. Sabitha Rao,	Chairperson	1	1
2	Mr Rohit Gambhir	Member	1	1
3	Mr Scott Allen Grisham *	Member	1	1
4	Mr Kevin Joseph Johnson *	Member	–	–

* Nomination of Mr Scott Allen Grisham as nominee of ESAB Holdings Limited withdrawn with effect from 24 March, 2021 and Mr Kevin Joseph Johnson appointed as nominee Director of ESAB Holdings Limited in his place with effect from 24 March, 2021.

3. The web-link where Composition of CSR Committee, CSR Policy and CSR Projects approved by the Board are disclosed on the website of the Company.
www.esabindia.com>investorrelations>Policies>PoliciesonCorporateSocialResponsibility

4. Provide the details of impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social responsibility Policy) Rules, 2014, if applicable (attach the report).
Not Applicable.

5. Details of the amount available for set off in pursuance of sub-rules (3) of rule 7 of the Companies (Corporate Social responsibility Policy) Rules, 2014 and amount required for set off for the financial year, if any.

Sl. No.	Financial year	Amount available for set-off from preceding financial year (in ₹)	Amount required to be set-off for the financial year, if any (in ₹)
1	2020-2021	Nil	Nil

6. Average Net profit of the Company as per Section 135 (5)

(₹ in lakhs)

Financial year	Net Profit as per Section 135	Average of the profits for the last three years
2017-2018	5,332	
2018-2019	8,482	
2019-2020	9,724	7,769

7. (a) Two percent of average net profit of the Company as per Section 135 (5) — ₹ 155 lakhs

(b) Surplus arising out of the CSR projects Programmes or activities of the previous Financial years — Nil

(c) Amount required to be set off for the Financial year, if any — Nil

(d) Total CSR Obligation for the financial year (7a + 7b - 7c) — ₹ 155 lakhs

8(a) CSR amount spent or unspent for the financial year

Total amount Spent for the financial year	Amount unspent (in ₹)				
	Total amount transferred to unspent CSR Account as per Section 135(6)		Amount transferred to any fund specified under Schedule VII as per second proviso to Section 135(5)		
	Amount	Date of transfer	Name of fund	Amount	Date of transfer
2020-2021	22 lakhs	30.04.2021	Nil	Nil	Nil

(b) Details of CSR amount spent against ongoing projects for the financial year

(₹ in lakhs)

1	2	3	4	5		6	7	8	9	10	11	
S. No.	Name of the Project	Item from the list of activities in Schedule VII to the Act	Local area (Yes / No)	Location of the project		Project duration	Amount allocated for the project (in ₹)	Amount spent in the current financial year (in ₹)	Amount transferred to unspent CSR account for the project as per Section 135(6) (in ₹)	Mode of implementation - direct (Yes / No).	Mode of implementation - through implementing agency	
				State	District						Name	CSR Reg. No.
1.	Promoting Educational & Employment Enhancing Vocational Skills	Clause (ii)	No	All places	MH, TN, WB	3 years	1,32,86,339	1,11,21, 620	21,64,719	Yes	Nil	Nil

(c) Details of CSR Amount against other than ongoing projects for the financial year:

1	2	3	4	5		6	7	8	9	10	11	
S. No.	Name of the Project	Item from the list of activities in Schedule VII to the Act	Local area (Yes / No)	Location of the project		Project duration	Amount allocated for the project (in ₹)	Amount spent in the current financial year (in ₹)	Amount transferred to unspent CSR account for the project as per Section 135(6) (in ₹)	Mode of implementation - direct (Yes / No).	Mode of implementation - through implementing agency	
				State	District						Name	CSR Reg. No.
1.	Promoting Educational & Employment Enhancing Vocational Skills	Clause (ii)	Yes	TN	Chennai	1 year	2,29,853	2,29,853		Yes	Nil	Nil
2.	Activities for Countering COVID 19 pandemic	Clause (xii)	Yes	TN	Chennai	1 year	13,74,732	13,74,732		Yes	Nil	Nil
3.	Promoting Educational & Employment Enhancing Vocational Skills	Clause (ii)	Yes	TN	Chennai	1 year	6,09,076	6,09,076		Yes	Nil	Nil

(d) Amount spent in Administrative overheads - Nil

(e) Amount spent on Impact Assessment, if applicable - Nil

(f) Total amount spent for the Financial year (8b + 8c + 8d + 8e) = ₹ 1,33,35,281.

(g) Excess amount for set off, if any - Nil

9 (a) Details of Unspent CSR amount for the preceding three financial years: Nil

(b) Details of CSR amount spent in the financial year for ongoing projects of the preceding financial years : Nil

10. In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year

Nil

11. Specify the reason(s), if the Company has failed to spend two per cent of the average net profit as per Section 135 (5)

The Company had clearly earmarked the CSR projects for the year 2020-2021 and obtained the approval of the CSR Committee and the Board of Directors of the Company. But due to COVID pandemic the Government of India had imposed lock downs in the areas of Tamil Nadu, Maharashtra and West Bengal where the plants of the Company are situated and hence the Company was constrained and was not able to spend the full money earmarked towards the identified projects. However, the Company is fully committed to spending the amount earmarked for the last year i.e.for the financial year 2020-21 and have transferred the unspent CSR amount to a scheduled bank account and is expecting to complete the CSR spend fully before end of September, 2021.

B. Mohan	Rohit Gambhir	Sabitha Rao
Chief Financial Officer	Managing Director	Chairperson CSR Committee

Place : Chennai
Date : 21 May, 2021

ANNEXURE - 5

FORM No. AOC-2

Pursuant to Clause (h) of sub-section (3) of Section 134 of the Act and
Rule 8(2) of the Companies (Accounts) Rules, 2014

Form for disclosure of particulars of contracts / arrangements entered into by the Company with related parties referred to in sub-section (1) of Section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso thereto

A. Details of contracts or arrangements or transactions not at arm's length basis:

(a)	Name(s) of the related party and nature of relationship	Nil
(b)	Nature of contracts / arrangements / transactions	
(c)	Duration of the contracts / arrangements / transactions	
(d)	Salient terms of the contracts or arrangements or transactions including the value, if any	
(e)	Justification for entering into such contracts or arrangements or transactions	
(f)	Date(s) of approval by the Board	
(g)	Amount paid as advances, if any	
(h)	Date on which the special resolution was passed in general meeting as required under first proviso to Section 188	

B. Details of Material contracts or arrangements or transactions at arm's length basis:

(a)	Name(s) of the related party and nature of relationship	Nil
(b)	Nature of contracts / arrangements / transactions	
(c)	Duration of the contracts / arrangements / transactions	
(d)	Salient terms of the contracts or arrangements or transactions including the value, if any	
(e)	Justification for entering into such contracts or arrangements or transactions	
(f)	Date(s) of approval by the Board	
(g)	Amount paid as advances, if any	

Kevin J Johnson
Chairman

Chennai
21 May, 2021

Business Responsibility Report

[Pursuant to Regulation 34(2)(f) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

Introduction

ESAB India Limited started its operations in 1987 by acquiring the welding business of Peico Electronics & Electricals Limited (now Philips India Limited). The Company continued its expansion in the Indian market with the purchase of Indian Oxygen Limited's welding business in 1991 and Flotech Welding & Cutting Systems Limited in 1992, followed by the merger of Maharashtra Weldaids Limited in 1994.

ESAB India Limited is owned 73.72% by the ESAB Group. The remainder of its shares are held widely. The company is listed on the BSE Limited and the National Stock Exchange of India Limited.

ESAB India has established itself as one of the leading suppliers of welding and cutting products in the country. ESAB products are now widely used in industries like Shipbuilding, Petrochemical, Construction, Transport, Offshore, Energy, General Engineering and in Repair and Maintenance of Steel, Mills, Cement, Sugar Industry, etc.

All of the four manufacturing facilities of ESAB India comply with the welding industry's global quality standards and are triple certified for ISO 9001, ISO 14001 and OHSAS 18001. A state of the art development facility with a team of highly qualified product development engineers, support development of products suited for the local and global emerging requirements, in terms of new products and cost-effective solutions.

To emphasize both the cutting and welding capabilities of its wide range of ESAB product lines, ESAB India, like its affiliates globally, commonly does business under the commonly known name of ESAB India Limited D/B/A ESAB Welding & Cutting products.

Section A : General Information about the Company

1.	Corporate Identity Number	L29299TN1987PLC058738
2.	Name of the Company	ESAB India Limited
3.	Registered Address	Plot No.13, 3rd Main Road, Industrial Estate, Ambattur Chennai 600 058.
4.	Website	www.esabindia.com
5.	Email id	Investor.relations@esab.co.in
6.	Financial Year Reported	2020-2021
7.	Sector(s) that Company is engaged in (industrial activity code-wise)	C7 - Manufacturing - Metal and metal products
8.	List three key products / services that the company manufactures / provides (as in balance sheet)	Welding Consumables Welding Equipment Cutting Equipment
9.	Total Number of locations where business activity is undertaken by the Company	Four Locations at (1) Ambattur, Chennai, (2) Irungattukottai, Kancheepuram, (3) Kalmeshwar, Nagpur, (4) Taratala, Kolkata.
a.	Number of international locations	Nil
b.	National Locations	4 (four only)

The Company has four manufacturing locations, viz.

	i. Tamil Nadu	1. Plot No.13, 3rd Main Road, Industrial Estate Ambattur, Chennai 600 058.
		2. G22, Sipcot Industrial Park, Irungattukottai, Sriperumpudur, Kancheepuram Taluk, Chengalput District Tamil Nadu 602 105.
	ii. Maharashtra	3. B-28, MIDC Industrial Area, Kalmeshwar, Nagpur 441 501.
	iii. West Bengal	4. P-41, Taratala Road Kolkata 700 088.
10.	Markets served by the Company	ESAB India caters to All India market and to foreign countries, like, Qatar, Bangladesh, Vietnam, Dubai, Indonesia, Nepal, Srilanka, Malaysia, Australia, Thailand, Singapore, South Africa, China, Uzbekistan, Hongkong, Czech Republic, Taiwan, Korea, Ghana, Egypt, Germany and USA.

Section B : Financial Details of the Company

1	Paid up Capital (INR)	₹ 15,39,30,200
2.	Total Revenue	₹ 69,234 Lakhs
3.	Profit After tax	₹ 5,929 Lakhs
4.	Total Spending on Corporate Social Responsibility (CSR) as percentage of profit after tax	₹ 133.00 Lakhs (1.71% of Net Profit)
5.	List of activities in which expenditure in 4 above has been incurred.	Kindly refer to the annexure 4 of the Director's Report.

Section C : Other Details

Does the Company have any Subsidiary Company / Companies?

No.

Do the subsidiary Company / Companies participate in the BR initiatives of the parent company? If yes, then indicate the number of such subsidiary company(s). - N.A.

Do any other entity / entities (eg. Suppliers, distributors etc.) that the Company does business with, participate in the BR initiatives of the Company? If yes, then indicate the percentage of such entity / entities> (Less than 30%, 30-60%, More than 60%) :

The Company encourages its suppliers, dealers, vendors and other stakeholders to support in its initiatives towards its business responsibility. Being a Manufacturing Company, the Suppliers are critical to the operations of the Company and its supply chain management. All contracts entered into with third parties insist on the third parties complying with the need for Employee Health & Safety requirements and the need to use personal protective equipment for their own safety and the safety and health of its employees. The Company also through various initiatives, drives the need to keep the environment safely without polluting, the air and water and reduce noise pollution.

Section D : BR Information

Details of Director / Director responsible for implementation of the BR policy / policies.

DIN Number : 06686250

Name : Rohit Gambhir

Designation : Managing Director

Telephone Number : 044-4228 1101

Email id : rohit.gambhir@esab.co.in

1. Principle-wise (as per NVGs) BR Policy / policies

The National Voluntary Guidelines on Social, Environmental and Economic Responsibilities of Business (NVGs) released by the Ministry of Corporate Affairs has adopted nine areas of Business Responsibility. These are briefly are as under:

P1 Businesses should conduct and govern themselves with Ethics, Transparency and Accountability.

P2 Businesses should provide goods and services that are safe and contribute to sustainability through their life cycle.

P3 Businesses should promote the well-being of all employees.

P4 Businesses should respect the interests of and be responsive towards all stakeholders, especially those who are disadvantaged, vulnerable and marginalized.

P5 Businesses should respect and promote human rights.

P6 Businesses should respect, protect and makes efforts to restore the environment.

P7 Businesses when engaged in influencing public and regulatory policy, should do so in a responsible manner.

P8 Businesses should support inclusive growth and equitable development

P9 Businesses should engage with and provide value to their customers and consumers in a responsible manner

2. Principle-wise (As per National Voluntary Guidelines) Business Responsibility Policy / Policies (Reply in Y/N)

Sl. No	Question	Principle (Yes / No)								
		1	2	3	4	5	6	7	8	9
1	Do you have policy / policies for?	Y	Y	Y	Y	Y	Y	Y	Y	Y
2	Has the policy being formulated in consultation with the relevant stakeholders?	Y	Y	Y	Y	Y	Y	Y	Y	Y
3	Does the policy conform to any national / international standards? If yes, specify	All the policies of the company conform to national / international standards wherever applicable								
4	Has the policy been approved by the Board? If yes, has it been signed by Managing Director / Owner / CEO / appropriate Board Director?	Y	Y	Y	Y	Y	Y	Y	Y	Y
5	Does the Company have a specific committee of the Board / Director / official to oversee the implementation of the policy?	Y	Y	Y	Y	Y	Y	Y	Y	Y
6	Indicate the link for policy to be viewed online	www.esabindia.com								
7	Has the policy been formally communicated to all relevant internal and external stakeholders.	The reference to the policies are made in all the contracts entered into with the vendors, suppliers etc., as and when the transactions happen.								
8	Does the Company have in-house structure to implement the policy / policies?	Y	Y	Y	Y	Y	Y	Y	Y	Y
9	Does the Company have a grievance redressal mechanism related to policy / policies to address stakeholders' grievances related to the policy / policies?	The whistle blower mechanism provides a platform to report any concerns / grievances pertaining to any potential or actual violation of the Company's code of conduct. Further individual policies by and large prescribe grievance redressal mechanisms for the concerned stakeholders.								
10	Has the Company carried out independent audit / evaluation of the working of this policy by an internal or external agency?	The internal audit team reviews various aspects of the policies from time to time. The Quality, Safety, Health and Environmental policies are subject to internal and external audits as part of the certification process and continuous assessments.								

2b. If answer to Sr. No.1 against any of the Principle is 'No', please explain why (Tick up to 2 options): Not Applicable

Sl. No	Question	Principle (Yes / No)								
		1	2	3	4	5	6	7	8	9
1	The Company has not understood the principle.	N.A.								
2	The Company is not at a stage where it finds itself in a position to formulate and implement the policies on specified principles.									
3	The Company does not have financial or manpower resources available for the task.									
4	It is planned to be done within next 6 months.									
5	It is planned to be done within the next 1 year.									
6	Any other reason (please specify).									

3. Governance related to BR:

Indicate the frequency with which the Board of Directors, Committee of the Board or CEO to assess the BR performance of the Company. Within 3 months, 3-6 months, more than 1 year.

The assessment of BR performance is an ongoing exercise and an inherent part of corporate function. The Managing Director and his leadership team review the Business Responsibility performance through their monthly review meetings.

Does the Company publish a BR or a Sustainability Report? What is the hyperlink for viewing this report? How frequently it is published?

The Business Responsibility Report is published annually in the Annual Report to the shareholders. The same can also be viewed at the Company's website www.esabindia.com.

Section E : Principle-wise Performance

Principle 1 : Business should conduct and govern themselves with Ethics, Transparency and Accountability.

1. Does the Policy relating to ethics, bribery and corruption cover only the Company?

Does it extend to the Group / Joint Ventures / Suppliers / Contractors / NGOs / Others?

The Company's policies and value systems aligned with that of its parent Company Colfax Corporation, gives its highest priority, focus and commitment to ethical and lawful business conduct, which is considered fundamental to its operations. The Company has a reputation for excellence of its products and services which is built on a strong foundation of integrity and fair dealing in every aspect of business. This style of working by the Company helps it tide over complex, competitive and dynamic world, protecting this reputation in a very competitive market and helps in building blocks of confidence and trust of the Company's diverse stakeholders which are the basics of its edifice.

The Company has adopted a Code of Ethics and a policy on Anti-Bribery and Corruption, which applies to its employees and also to the other group Companies in India and also to its vendors who deal with the Company. All the contracts and agreement entered into with the third parties draw reference and request for adherence to these policies.

The Code of Conduct enables the Directors and Senior Management Personnel to strive to perform their duties with highest standards of integrity, accountability, confidentiality and independence. An annual declaration from the Managing Director towards affirmation to the code of conduct by all the Directors and Senior Management Personnel is part of the annual report. The Company's Code of Conduct, policy of prevention of sexual harassment at workplace, whistle blower policy, code of conduct for prevention of insider trading, policy for fair disclosure of material events, policy on related party transactions, policy on corporate social responsibility and policy on document retention, drives the Company to live up to the highest ethical standards, to meet its avowed obligations to all the statutes, commitments to customer service and responsibilities to each other, society and the shareholders.

The Company in alignment with its Parent Company's Mission, is committed towards excellent ethical practices in dealing with all its stakeholders with strong internal control systems especially while dealing with suppliers who are awarded business purely on their technical skills and based on merits. Robust system for financial controls and process operating in the Company ensure transparency, accuracy and timeliness in financial reporting.

The Company being a subsidiary of Colfax Corporation is subject to compliance under the Foreign Corrupt Practices Act, since Colfax Corporation is listed in the NYSE which is also monitored through SoX audit and internal audit mechanism.

2. How many stakeholders complaints have been received in the past financial year and what percentage was satisfactorily resolved by the management? If so provide details thereof.

   During the year the Company did not receive any complaint under the whistle blower mechanism.

Principle 2

The Company's Vision and Mission Statement are aligned to that of its group and Parent Company and ensure that through its strict adherence of quality policy. Being a ISO 14001 certified Company, all its products and services meets the quality standards, with a clear focus to ensure safety and efficiency at the usage points.

List upto 3 of your products or services whose design has incorporated social or environmental concerns, risks and / or opportunities.

a. Stick Electrodes

b. Industrial Gas Regulators & Cutting pipes

c. Automated Gas Cutting Machines

d. Engine Driven Welding Machine

For each such product provide the following details in respect of resource use (energy, water, raw material etc.) per unit of product (optional):

Products	Power / Unit	Water (Liters) / Unit
Gas Regulators	0.20 Units	NA
Blow pipes	0.20 Units	0.25 Liters
Plasma Cutting systems	400 Units / Machine	50 Liters (In cutting tables for sample testing)
Engine driven welding	60 units / Machine	NA

These products have resulted in significant reduction in environmental pollution and energy savings including reduction in noise pollution.

3. Does the Company have procedures in place for sustainable sourcing (including transportation)? If Yes, what percentage of your inputs was sourced sustainably? Also provide details thereof, in about 50 words or so.

   The Company continuously emphasizes the need for qualifying suppliers who are bound with ESAB socially and ethically. Processes are established to evaluate suppliers on the basis of their Safety aspects, Quality performance, Environmental factors, ability to make out sustainable and continuous improvements in their operations and deliver the best goods for ESAB. Processes are put in place to execute confidentiality and Non-disclosure agreements between ESAB and the supplier. The Company prescribes Technical purchase specifications and insists the Suppliers to comply and qualify their products to meet our requirements on every delivery. The organization, as a policy also strives in developing alternate suppliers for all critical Raw materials for better mitigation of supply risks and to have a constructive price competitiveness. Terms and Conditions of Contract are put in place and are transparently being shared in each of the Purchase orders released on the suppliers. In case of international purchasing, the Company always believe in qualifying its strategic suppliers for its Global needs and Purchase Agreements are signed off with the support of the Global sourcing and procurement teams. Contracts are being executed for transportation vendors who handle the Key inbound raw materials especially Steel and international freight management are being handled with world class carriers approved by our Holding company, Colfax on an annual bidding process.

4. Has the Company taken any steps to procure goods and services from local and small producers, including communities surrounding their place of work? If yes, what steps have been taken to improve their capacity and capability of local and small vendors?

   The Company puts continuous efforts towards localization of all its raw materials and inputs. Local vendors who are price competitive are preferred, if they meet required quality specifications. Specific initiatives are in place to impart training to suppliers on quality. The Company demands high standards of safety, health and environmental practices from its suppliers. All agreements and contracts specify adherence to safety and quality standards as basic condition for continuation of the contract / arrangement. They must ensure excellence in the design, manufacturing, distribution, recycling and disposal of the products they create in full compliance with applicable legislations. Company's product and quality experts continually train and develop skill sets of vendors on process knowledge and industry best practices.

5. Does the Company have a mechanism to recycle products and waste? If yes what is the percentage of recycling of products and was (separately as <5%, 5-10%, >10%). Also provide details thereof in about 50 words or so.

   Yes, the process rejections are recycled either for re-use in the plant or to be sent back to the upstream recyclers. Typically, Stick electrodes and Welding wires are consumables for welding at our customer locations. During the production process in our facilities, the rejections are re-used/re-processed and the scrap is disposed off to the recyclers in the upstream process industry. This recycling is typically less than 5%.

Principle 3 - Business should promote the wellbeing of all Employees

The Company focuses on helping employees achieving their full potential which is considered absolutely necessity to the company's continued success. The Company provides merit-based opportunities both at the time of recruitment and during the course of employment, irrespective of caste, creed, gender, race, religion, disability etc. At workplace, the Company is committed to providing safe environment and hygienic conditions. Training during induction and periodic training on usage of protective equipment, identifying and eliminating unsafe working conditions are its top and continuing priority.

Prevention of accidents, loss time incidents are its basic principles in attaining its OHSAS 18001 certification, which goes a long way in employees working safely inside the premises. The employees are encouraged to report Near miss incidents to ensure timely actions and to prevent accidents. The company nurtures a culture of mutual responsibility towards health and safety among colleagues, customers and business partners through its continual training process. The company has a policy for health and safety and expects its suppliers and others who contract to do business with the Company to adhere to the policy with same rigor.

The Company continues to focus on skill development of employees through its training and competency development programs. The Company provides subsidized food to its employees, medical insurance coverage including dependents. The company conducts various programs concerning well-being of employees and strives to employ and empower women employees and fosters a professional work environment with an objective of having inclusive growth.

The Company has put in place a robust system for safety management and Safety policy that incorporates standard operating procedures, instructions, safe methods of work and work permit system.

The Company conducts safety audits at sites to identify strengths and weaknesses of the current system, identify risks of personal injury, and promote employee participation and morale. The scope of the audit also includes proper and safe use of equipment by employees.

Various activities like Health Check-up camps, Supply of tree sapling were carried out during the year under review.

1.	Total number of employees on rolls	763
2.	Total number of employees hired on temporary / contractual / casual basis	Nil
3.	No. of permanent women employees	45
4.	No. of permanent employees with disabilities	Nil
5.	Employee association that is recognized by management	There are recognized trade unions affiliated to various trade union bodies with which the Company's relationships are cordial.
6.	Percentage of permanent employees who are members of this recognized employee association	19.4%

7. No. of Complaints relating to child labour, forced labour, involuntary labour, sexual harassment in the last financial year and pending, as on the end of the financial year.

No	Category	No. of complaints filed during the financial year	No. of Complaints pending during the financial year
1.	Child labour / forced labour / involuntary labour	Nil	Nil
2.	Sexual Harassment at workplace	Nil	Nil
3.	Discriminatory employment	Nil	Nil

Your Company has a robust system of prevention of sexual harassment of women at workplace in the Company. The Company has complied with the provisions relating to the constitution of Internal Complaints Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

8. Percentage of under mentioned employees were given safety & skill up-gradation training in the last year.

Permanent Employees	:	100%
Permanent Women Employees	:	100%
Casual / Temporary / Contractual Employee	:	N.A.
Employees with Disabilities	:	N.A.

Principle 4 : Business should respect the interests of, and be responsive towards all Stakeholders, especially those who are disadvantaged, vulnerable and marginalized.

a. Has the Company mapped its internal and external stakeholders?

Yes. The Company has mapped its internal and external stakeholders, in a structured way and carried out engagements with investors, employees, customers, suppliers, the government regulatory authorities, trade unions and local community and follows a system of timely feedback and response from them.

b. Out of the above, has the Company identified the disadvantaged, vulnerable and marginalized stakeholders?

Yes. The Company has identified marginalized and disadvantaged groups in and around the plant locations by engaging with the local communities. The Company's CSR policy drives initiatives towards the benefit of such marginalized, vulnerable and disadvantaged stakeholders.

c. Are there any special initiatives taken by the Company to engage with the disadvantaged, vulnerable and marginalized stakeholders. If so provide details thereof in about 50 words or so.

The Company has always engaged itself in special initiatives with the disadvantaged, vulnerable and marginalized stakeholders especially those situated in and around the plant locations through its CSR policy driven initiatives. These initiatives are directed towards skill development, infrastructure, promoting safety and education. The Company continuously strives to achieve total inclusiveness by engaging with all stakeholders and encouraging people from all sections of the community irrespective of caste, creed or religion to benefit from its CSR initiatives.

Principle 5 : Business should respect and promote human rights.

a. Does the policy of the company on human rights cover only the Company or extend to Group / Joint Ventures / Suppliers / Contractors / NGOs / Others :

The Company does not have a separate Human Rights Policy. However, these principles are imbibed in the Company's Code of Conduct and Ethics Policy which is applicable to all employees and is extended to all the vendors and persons who enter into contract / arrangement with the Company.

b. How many stakeholder complaints have been received in the past financial year and what percent was satisfactorily resolved by the management?

The company did not receive any complaints from the stakeholders during the financial year 2020-2021 under this principle.

Principle 6 : Business should respect, promote and make efforts to restore the environment.

a. Does the policy related to Principle 6 cover only the company or extends to the Group / Joint Ventures / Suppliers / Contractors / NGOs / others?

The Company has an EHS policy under which the top management is committed to environment protection. Commitment to Safety, Health & Environment is an integral part of all business processes.

b. Does the Company have strategies / initiatives to address global environmental issues such as climate change, global warming, etc?

Yes. The Company's environmental policy focuses using only permitted materials in material selection process, conservation of energy and reduction of waste. To support this commitment all of ESAB India's manufacturing plants are certified under ISO 14001 for the environment management systems and OHSAS 18001.

The Company demands high standards for safety, health and environmental practices from the suppliers. Excellence in design, manufacturing, distribution, recycling and disposal are ensured in full compliance with applicable legislations and internal policies.

The Company recognizes the need for greenery and plants trees in all its manufacturing locations on a yearly basis and ensures its growth and survival on a continuous basis.

c. Does the Company identify and assess potential environmental risks?

Yes, the Company has a mechanism to continually evaluate and assess potential environmental risks and mitigation plans are formulated and implemented for the identified risks.

d. Does the Company have any project related to Clean Development Mechanism?

The Company periodically files returns to Pollution Control Board as per legal requirements. All the manufacturing locations of the Company are ISO 14001 and OHSAS 18001 certified.

e. Has the Company undertaken any other initiatives on clean technology, energy efficiency, renewable energy etc?

The Company is already sourcing Wind energy for more than 50% of the requirement in one of the plants and pursuing to put up roof top solar panels for all locations as well as options to source solar energy from third party.

f. Are the emissions / wastes generated by the Company within the permissible limits given by CPCB / SPCB for the financial year being reported?

Yes. The emissions / waste generated by the Company are within the permissible limits given by State Pollution Control Board. All statutory requirements are tracked and reported periodically.

g. There are no pending show cause / legal notice received from CPCB / SPCB (i.e. not resolved to satisfaction) as on end of the Financial Year.

Principle 7 : Businesses, when engaged in influencing public and regulatory policy, should do so in a responsible manner.

a. Is your Company a member of any trade and chamber or association?

The Company is a member of Indian Institute of Welding (IIW) and Association of Welding Products Manufacturers (AWPM). At IIW the Company supports the promotion of welding knowledge through lectures, skill evaluation tests etc.

At AWPM considerable efforts are made to promote welding through support of programs for propagating knowledge, safe welding practices, welding skill development etc.

The Company is also a member of various BIS Committees that develop standard for Welding Filler Metals and Equipment.

b. Have you advocated / lobbied through above association for the advancement or improvement of public good?

The Company does not indulge in lobbying. However, as a responsible corporate citizen and as part of the welding industry and as a member of Association of Welding Products Manufacturers makes recommendations, representations, views and opinions before regulators and associations broadly on promoting growth and technological progress, energy conservation, sustainability, road safety etc. Efforts are also made to highlight the concerns of the industry to other bodies and agencies.

Principle 8 : Business should support inclusive growth and equitable development.

1. Does the Company have specified programs / initiatives / projects in pursuit of the policy related?

As a responsible corporate citizen, the Company engages in social responsibility and community development activities. This year the activities were conducted through internal engagement of employees and resources, driving activities which would help the needy sections of the society as per the Company's CSR policy with specific focus towards areas surrounding the company's plant locations. The activities during the year were largely directed towards skill development, promoting education, preventive health care, safety education, support on fighting COVID 19 etc. Details are given in Annexure to the Directors Report for the year 2020-2021 and in the Management discussion and analysis report.

- All the Senior Management were trained on Diversity, Equity, and Inclusion (DEI) during the year. The mission is to support the organization in building a diverse, inclusive, equitable and values-driven internal culture wherein, equity is defined in the workplace as an initiative to distribute resources based on need to close the opportunity gap or remove barriers. In other words, equity levels in the playing field.

2. Have you done any impact assessment of your initiative?

Not Applicable.

3. What is your company's direct contribution to community development projects and the details of the projects undertaken?

The Company has spent an amount of ₹ 133 lakhs on community development projects for the year 2020-2021. The Details of the projects undertaken are enclosed as Annexure 4 to the Director's Report.

4. Have you taken steps to ensure that this community development initiative is successfully adopted by the Community?

   The Company ensures that its presence is established right from the commencement of the initiatives. It collaborates within the communities right from the need identification to project implementation phase and participates physically and financially.

Principle 9 - Business should engage with and provide value to their customers and consumers in a responsible manner.

a. What percentage of customer complaints / consumer cases are pending as on the end of the financial year.

   During the year 2020-2021, 84 complaints were received from the customers for filler metals and all of them were satisfactorily closed, 1392 concerns reported on equipment, out of which 72 are pending and being worked upon.

b. Does the Company display product information on the product labels, over and above what is mandated as per local laws?

   Yes the Company displays the product information with technical details of the products, usage, associated warning message, etc. by way of a separate label over and above the mandatory information given under the Legal Metrology Act.

c. Is there any case filed by any stakeholder against the Company regarding unfair trade practices, irresponsible advertising and / or anti-competitive behavior during the last five years and pending as on end of the financial year. If so, provide details thereof, in about 50 words or so.

   There were no cases filed by any stakeholders against the company which is pending as on the end of the financial year 2020-2021.

d. Did your company carry out any consumer survey / consumer satisfaction trends?

   Yes. Customer Satisfaction Survey conducted across various customer segments during 2020-21. A process is put in place to conduct the survey in a periodic manner.

For and on behalf of the Board of Directors

Kevin J Johnson
Chairman

Chennai
21 May, 2021

To

The Members of ESAB India Limited

Declaration regarding Code of Conduct pursuant Part D of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

I, Rohit Gambhir, Managing Director of ESAB India Limited, to the best of my knowledge and belief, declare that all the members of the Board of Directors and Senior Management Personnel have affirmed compliance with the Code of Conduct for the year ended 31 March, 2021.

Place : Chennai
Date : 21 May, 2021

Rohit Gambhir
Managing Director

Report on Corporate Governance

1. Your Company is committed to good Corporate Governance in all its activities and processes. The Director's endeavor is to create an environment of fairness, equity, accountability and transparency in transactions with the underlying objective of securing long-term shareholder value and wealth generation, while, at the same time, protecting the rights of all stakeholders.

2. BOARD OF DIRECTORS

A. Composition of Board

In order to pursue the above said Corporate Governance philosophy in the right earnest all statutory and other significant material information is placed before the Board of Directors to enable it to discharge its responsibility of strategic supervision of the Company as trustees of the Shareholders.

The Board of Directors consists of six members. Mr Rohit Gambhir is the Managing Director of the Company who was re-appointed for a period of five years effective 1 November, 2018. There are 4 Independent Directors and 2 Non-Independent Directors in the Board of the Company. Other than the Managing Director, all the other members of the Board are Non-Executive Directors, including the four Independent Directors.

All Independent Directors possess the requisite qualifications and are very experienced in their own fields. These Independent Directors have the necessary experience and expertise and were qualified to be re-appointed as Independent Directors pursuant to the recent MCA notifications on Independent Director's database and the online training requirement. None of the Directors on the Board of your Company are members of more than ten committees or Chairman of more than five committees in public limited companies in which they are Directors. Necessary disclosures have been obtained from all the Directors regarding their Directorship and have been taken on record by the Board at its meeting held on 21 May, 2021.

B. Attendance of Director at the Board Meetings and the last Annual General Meeting

During the period 1 April, 2020 to 31 March, 2021 ; 7 Board Meetings were held on 28 May,2020, 24 June,2020 , 6 August, 2020, 18 September, 2020 , 5 November, 2020, 10 February, 2021 and 19 March 2021 not more than 120 days has elapsed between any two meetings.

The details of the Directors' attendance at the Board Meetings during the year and at the last Annual General Meeting held on 28 August, 2020 and particulars of their Directorships and Committee Memberships / Chairmanships in other Companies are given below:

Director	Category	Board Meetings held during the period 2020-2021	Attendance	
			at Board Meetings in 2020-2021	at previous AGM
Scott A Grisham * (1)	NE-NI	7	7	Yes
Kevin J Johnson * (1)	NE-NI	–	–	–
K Vaidyanathan	NEI	7	7	Yes
Vikram Tandon	NEI	7	7	Yes
Sudhir Chand	NEI	7	7	Yes
Sabitha Rao	NEI	7	7	Yes
Rohit Gambhir	Executive	7	7	Yes

NE-NI - Non-Executive and Non-Independent Directors NEI - Non-Executive Independent Directors

*** Nominee of ESAB Holdings Limited**

(1) ESAB Holdings Limited has withdrawn their nomination of Mr. Scott A Grisham and nominated Mr. Kevin J Johnson as their non-retiring nominee Director in the Board of the Company and as Chairman with effect from 24 March, 2021.

C. The details of their other Company Directorships / Committee Memberships is given below:

Name of the Director	Category	DIN	Number of Directorships in Other Companies		Number of Committee Memberships in other Companies		Name of the listed entities where he / she is a Director	Catogory of Directorship
			Chairman	Member	Chairman	Member		
Kevin J Johnson*	Non-Executive Chairman	09147729	Nil	Nil	Nil	Nil	Nil	NA
Scott A Grisham*	Non-Executive Chairman	08430599	Nil	1	Nil	Nil	Nil	NA
Rohit Gambhir	Executive - Managing Director	06686250	1	Nil	Nil	1	Nil	NA
Vikram Tandon	Non -Executive & Independent	01727251	Nil	Nil	Nil	Nil	Nil	NA
Sudhir Chand	Non -Executive & Independent	01385201	Nil	3	1	1	Exide Industries Limited	Independent Director
K Vaidyanathan	Non -Executive & Independent	00063692	Nil	Nil	Nil	Nil	Nil	N.A.
Sabitha Rao	Non - Executive & Independent	06908122	Nil	1	Nil	Nil	Nil	N.A.

* ESAB Holdings Limited has withdrawn their nomination of Mr. Scott A Grisham and nominated Mr. Kevin J Johnson as their non-retiring nominee Director in the Board of the Company and as Chairman with effect from 24 March, 2021.

Membership of Audit Committee & Stakeholder's Relationship Committee alone have been considered for the above purpose as stipulated in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In compliance with Section 165 (1) of the Companies Act, 2013 and Regulation 17A of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, none of the Directors is a Director in more than 10 public limited companies or an Independent Director in more than 7 listed Companies. The Managing Director does not serve as an Independent Director in any Listed Company. Further, none of the Directors on the Board is a member of more than ten Committees or Chairman of more than five Committees across all Companies in which they are Directors.

D. Details of the number of meetings of the Board of Directors held and the dates on which it was held is as given below:

Name of the Director	Meeting Dates						
	28.05.2020	24.06.2020	06.08.2020	18.09.2020	05.11.2020	10.02.2021	19.03.2021
Scott A Grisham*	Yes	Yes	Yes	Yes	Yes	Yes	Yes
K Vaidyanathan	Yes	Yes	Yes	Yes	Yes	Yes	Yes
Vikram Tandon	Yes	Yes	Yes	Yes	Yes	Yes	Yes
Sudhir Chand	Yes	Yes	Yes	Yes	Yes	Yes	Yes
Sabitha Rao	Yes	Yes	Yes	Yes	Yes	Yes	Yes
Rohit Gambhir	Yes	Yes	Yes	Yes	Yes	Yes	Yes

* ESAB Holdings Limited has withdrawn their nomination of Mr. Scott A Grisham and nominated Mr. Kevin J Johnson as their non-retiring nominee Director in the Board of the Company and as Chairman with effect from 24 March, 2021.

E. None of the Directors are related to each other on the Board of the Company and to the Key Managerial Personnel of the Company.

F. None of the Directors hold any shares or convertible instruments in the Company.

G. The Independent Directors were appointed for a period of five years with effect from 29 January, 2015. Further, pursuant to the special resolution passed by the shareholders at the Annual General Meeting held on 13 August, 2019 the four Independent Directors were appointed for a further period of five years from 29 January, 2020. They were issued a letter of Appointment setting out in detail the terms of appointment, duties, responsibilities and expected time commitments. Their letter of appointment is available for viewing at the website of the Company www.esabindia.com. It's a general practice for the Company to introduce to the newly appointed independent director the Company's practices by way of a booklet and other communications giving details about the Company. The Directors are also taken around all the plants of the Company for them to understand the Company's operations and other processes.

The Company Secretary / Statutory Auditors brief the Directors about legal, statutory and regulatory updates on a quarterly basis as part of the familiarization process. The details of such familiarization programs presented to the Independent Directors are given in the website of the Company www.esabindia.com.

H. Chart setting out the skills, expertise, competence of the Board of Directors

The Board of Directors of the Company are highly competent professionals with varied experience and expertise in their niche area. The Board of Directors consists of six professional Directors having experience in areas like engineering, market strategy and planning, finance and accounts, Human Resources, legal and compliance related matters. Their contribution to the above said areas are derived by their extensive participation in the meetings of the board and its various committees. Their continuance on the board is based on assessment of their performance based on the skill matrix as given below:

Description	Kevin J Johnson*	Scott A Grisham*	Rohit Gambhir	Vikram Tandon	Sudhir Chand	K Vaidya-nathan	Sabitha Rao
Experience	Yes	Yes	Yes	Yes	Yes	Yes	Yes
Ability to act as Directors of the Company	Yes	Yes	Yes	Yes	Yes	Yes	Yes
Willingness to speak up	Yes	Yes	Yes	Yes	Yes	Yes	Yes
Focus on shareholder value creation	Yes	Yes	Yes	Yes	Yes	Yes	Yes
Maintenance of high govern-ance standards	Yes	Yes	Yes	Yes	Yes	Yes	Yes
Knowledge of business of the Company	Yes	Yes	Yes	Yes	Yes	Yes	Yes
Openness of discussion / integrity	Yes	Yes	Yes	Yes	Yes	Yes	Yes
Relationship with Management	Yes	Yes	Yes	Yes	Yes	Yes	Yes
Impact on key management decisions	Yes	Yes	Yes	Yes	Yes	Yes	Yes
Ability to carry others	Yes	Yes	Yes	Yes	Yes	Yes	Yes
Attendance at the Meetings	Yes	Yes	Yes	Yes	Yes	Yes	Yes
Ability to disagree and stand his / her ground	Yes	Yes	Yes	Yes	Yes	Yes	Yes

* ESAB Holdings Limited has withdrawn their nomination of Mr. Scott A Grisham and nominated Mr. Kevin J Johnson as their non-retiring nominee Director in the Board of the Company and as Chairman with effect from 24 March, 2021.

The profile of the Directors on the Board of the Company is as given below:

i. Mr Kevin J Johnson

Kevin J Johnson, aged 45 years, works as Chief Financial Officer for ESAB. Prior to this he held various positions in Colfax such as Vice President - Investor Relations, FP&A and also supported acquisition, diligence & integration. Prior to Colfax, he was with Howden in the roles of increasing responsibility including CFO for its South African Publicly -listed Company.

Mr. Kevin earned his MBA from University of Hasselt, Belgium, Master's degree in accounting from Macquarie University, Sydney, Australia and also earned his CPA in Australia.

ii. Mr Rohit Gambhir

Mr Rohit Gambhir, aged 48 years, is a B.Tech (Mechanical) from NIT Kurukshetra (1994) and EPGDM from IIM Indore (2004). He has an overall experience of 26 years. He started his career in August, 1994 with Saint Gobain. He rose through the ranks to be the Sales Manager for Abrasive Industrial trade products by April, 2003 and he served them till November, 2007. In 2007 Mr Rohit Gambhir joined Stanley Black & Decker as its Business Head. He joined ESAB India in March, 2013 as its Head of Sales & Marketing.

His areas of expertise include Business Management and strategy, marketing plans and implementation, end user B 2 B sales, international projects with Emerging Market focus, Sales and Operating margin management, Working capital management, Organization development, Supply Chain Management and Segment development.

Mr Rohit Gambhir is a Non-executive Director of EWAC Alloys Limited. He does not hold any equity shares in the Company as on date and is also not related to any other Director on the Board of the Company.

iii. Mr Vikram Tandon

Mr Vikram Tandon, 72, graduated from I.I.T. Delhi in 1970, and joined Hindustan Lever as a Management Trainee. His early career was in manufacturing. He started as production manager in a factory and was then factory manager successively in three factories across India, two with regional profit responsibility including sales. He then worked in Corporate Development to identify and set up new core sector businesses for the company, after which he ran the company's Fertiliser Business, and then moved on to run the entire Chemicals business. He later moved to Unilever's Head Offices in London and Rotterdam, where he worked on Corporate Strategy for Unilever's global chemicals businesses, in close conjunction with Dr Arnoldo Hax, Sloan professor of Management at Sloan School, MIT. He was also a member of Unilever's Technology Management Committee.

He returned to India in 1994 as Head of Corporate Strategy for the Unilever Group of companies in India. In 1995, Mr Tandon joined the Board of

Pepsico India as the Executive Director for Operations, with responsibility across South Asia. He was responsible for setting up the infrastructure and building the operating capability for Pepsico's beverages business over six years. The business grew meteorically in volume and share during that period, requiring a fourfold capacity enhancement. He then moved to New York to Pepsico's head office for 6 years, where he ran Pepsico's Worldwide Concentrate business. Mr Tandon retired from Pepsico and returned to India in 2007.

He was an Independent Director in Greaves Cotton Limited until 28 April, 2020. He is the Chairman of the Stakeholders Relationship Committee and is a member of the Audit Committee of ESAB India Limited. He does not hold any equity shares in the Company as on date. Mr Vikram Tandon is not related to any other Director in the Board of the Company.

iv. Mr Sudhir Chand

Mr. Sudhir Chand, aged 73 has over 48 years of work experience in various functions of General Management, Marketing, Sales, Manufacturing, HR and Consultancy. Worked with Crompton Greaves Ltd (7 yrs), Exide Industries Ltd (28 yrs) - where he held various leadership positions before being appointed to the main Board (10 yrs) first as Director Automotive (Marketing and Manufacturing) then as Director Corporate Affairs for the Company- including HR, Training and Corporate Social Responsibility. He retired from Exide in 2006. An Electrical Engineer from BITS Pilani with Dip in Marketing Management, University of Bombay, and Executive Development Programs at IIM Ahmedabad and Cranefield School of Management, UK - Sudhir has been visiting faculty at some Management Development Programs at IIM Calcutta and Calcutta Management Association. He is on the academic council of Globsyn Business School (Kolkata).

His areas of experience include Strategic and Corporate planning, Manufacturing, Marketing, Organization Structuring, HR Development, Collaborations and Technology absorption. He has served on various committees of Chambers of Commerce and CII. He is a Past President of Calcutta Management Association. He is an Associate of Grow Talent Company Ltd, the parent company of SOIL (School of Inspired Leadership) since 2006 and Right Management India (P) Ltd a Manpower group company of US (one of the World's largest talent and career management consulting firms) and has handled assignments in areas of Talent Appreciation, Leadership Development and Executive Coaching. He was an Associate of MART (the country's pioneering organization in rural marketing) and has worked on some rural, social and marketing projects. He is a Non Executive Independent Director of Exide Industries Ltd the leaders in storage Batteries and ESAB India Ltd, the leaders in the Welding Industry. He is on the Audit Committee and Stakeholders Relationship committees of both Companies. He does not hold any equity shares in ESAB India Limited. Mr Sudhir Chand is not related to any other director on the Board of the Company.

v. Mr Kalyanasundaram Vaidyanathan

Mr Kalyanasundaram Vaidyanathan, aged 73, is a Chartered Accountant with a good academic background-Calcutta University-Rank holder both in M.Com & B.Com (Hons.) First Class, Recipient of medals, awards & merit scholarships. He was a Corporate Member of the National Institute of Personnel Management of India from 1978 till 2016-17.

Mr Vaidyanathan has close to five decades of experience (out of which, around three decades has been at the Board level) in the areas of Corporate Finance, Corporate Restructuring and Advisory Services, Joint Venture Collaborations, Strategic Management, Internal Audit, Project Management, Human Resource and Industrial Relations etc.

He possesses proven track record of performance holding Board position for close to three decades. Board Level positions held includes TTK Group of Companies, Modi Rubber (makers of Continental Tyres) & Modistone (Firestone formerly) as independent Finance Director appointed by FI, Birla Vxl Ltd, ESSAR SWISS TELECOM & Samsons Group. He also served on the Board of L&T Howden Private Limited as an Independent Director and he retired during 2018-19.

His varied industry working exposure includes Automobiles (Vehicles, Tyres, Auto Components), Textiles (Spinning, hosiery, woolen worsted fabrics), FMCG, Paper, Printing, Engineering, Pharmaceuticals, Medical Devices, Plastics and Chemicals (basic chemicals, formulations), and Telecom.

Mr K Vaidyanathan, does not hold any equity shares in the Company. Mr K Vaidyanathan is not related to any other Director on the Board of the Company.

vi. Ms. Sabitha Rao

Ms. Sabitha Rao, aged 64 years is a post graduate in Management from the Indian Institute of Management (Calcutta), She started her career with Citibank, Mumbai as an Assistant Manager. After a two year stint at their corporate office, she moved to AF Ferguson and Co. where she handled a diverse client base ranging from family managed organisations to multinationals and

international aid organisations such as the World Bank and UNICEF. At AF Ferguson and Co. her assignments covered all aspects of HR including organisation restructuring, compensation surveys, training, performance management and job evaluations. Eight years later she moved to American President Lines, as HR where she was looking after the West Asia region accounting for about 450 employees.

With 18 years of experience behind her, Ms. Sabitha Rao joined Cerebrus in 1998 to head the South India Operations as well as Sri Lanka. Her experience includes a blend of Finance and Human resources. About 21+ years expertise in the area HR management covering on all areas of HR from strategy to implementation. She has executed HR assignments in India, Sri Lanka, South Africa, Middle East and South East Asia. She has traveled widely in Asia and has worked in consulting assignments across a cross section of sectors.

She is an active member of the Madras Management Association (MMA). Cerebrus has been the knowledge partner for 4 years for a flagship event held by MMA every year on women's day and Ms. Sabitha Rao is an invitee member of the management committee. She has authored articles for NHRD and the MMA newsletter. She has spoken at many industry fora in India and Sri Lanka including the CII, NHRD, MMA.

Ms.Sabitha Rao is a Director in Cerebrus Consultants. She does not hold any equity shares in ESAB India Limited and is also not related to any other Director on the Board of the Company.

I. Confirmation that in the opinion of the board, the independent directors fulfill the conditions specified in these regulations and are independent of the management.

At the meeting of the Board of Directors held on 21 May, 2021 the performance of the Independent Directors were evaluated under various criteria laid down and all of them in the opinion of the Board, fulfil the conditions specified in the SEBI (LODR) Regulations and are independent of the Management.

J. Detailed reasons for the resignation of an independent director who resigns before the expiry of his/her tenure along with a confirmation by such director that there are no other material reasons other than those provided. Not Applicable.

3. AUDIT COMMITTEE

The terms of reference of the Committee are governed by a Charter, covering all applicable matters specified under Part C of Schedule II of Regulation 18 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 dealing with Corporate Governance and Section 177 of the Companies Act, 2013.

The Members of the Committee were:

K Vaidyanathan	Chairman	Independent Director
VikramTandon	Member	Independent Director
Sudhir Chand	Member	Independent Director
Scott A Grisham*	Member	Non-Executive & Non-Independent Director
Kevin J Johnson*	Member	Non-Executive & Non-Independent Director

* ESAB Holdings Limited has withdrawn their nomination of Mr Scott A Grisham and nominated Mr Kevin J Johnson as their non-retiring nominee Director in the Board of the Company and as Chairman with effect from 24 March, 2021.

More than two-thirds of the members are Independent Directors and all the members of the Audit Committee are financially literate. Mr K Vaidyanathan the Chairman of the Audit Committee is a Chartered Accountant and the Company benefits in him being an expert in finance and related matters. The Company's Managing Director, Chief Financial Officer, its Statutory Auditors and its Internal Auditors are permanent invitees to the Committee's meetings held on a quarterly basis and as and when the need arises. The Company Secretary is Secretary to the Committee. The Cost Auditors are invited for the meetings as and when the Cost Audit Reports are considered by the Audit Committee. The Members of the Audit Committee are also given free access to other executives of the Company and such executives attend the meeting at the behest of the Audit Committee. The quorum for Committee meetings is two members or one third of the total strength of the Committee, whichever is higher, but a minimum of two Independent Directors presence is required to constitute a quorum.

Mr K Vaidyanathan the Chairman of the Audit Committee was present at the Annual General Meeting of the Company held on 28 August, 2020 to answer the shareholder queries apart from Mr Rohit Gambhir, Managing Director and Mr B Mohan, Chief Financial Officer. The text of the Charter which describes the terms of reference of the Audit Committee is available on the Company's website www.esabindia.com.

The Audit Committee assists the Board in the dissemination of financial information and in overseeing the financial and accounting processes in the Company. The terms of reference of the Audit Committee covers all matters specified in Part C of Schedule II of Regulation 18 (3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and also those specified in Section 177 of the Companies Act, 2013. The terms of reference broadly include the following:

- Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure

that the financial statement is correct, sufficient and credible;

- Recommendation for appointment, remuneration and terms of appointment of auditors;
- Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- Reviewing with the management the annual financial statements and auditor's report thereon before submission to the Board for approval;
- Reviewing with the management the quarterly financial statements before submission to the Board for approval;
- Reviewing and monitoring the auditor's independence and performance and effectiveness of audit process;
- Approval of any subsequent modification of transactions of the Company with Related parties;
- Scrutiny of inter-corporate loans and investments;
- Evaluation of internal financial controls and risk management systems;
- Reviewing with the management performance of statutory and internal auditors, adequacy of the internal control systems;
- Discussions with internal auditors of any significant findings and follow up thereon;
- Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control system of a material nature and reporting the matter to the Board;
- Discussions with the statutory auditors before the audit commences about the nature and scope of audit as well as post audit discussion to ascertain any area of concern;
- To look into the reasons, if any, for substantial default in the payment to the shareholders and creditors;
- To review the functioning of the whistle blower mechanism;
- Approval of appointment of Chief Financial Officer;
- Carrying out any other function as is mentioned in the charter of the audit committee;
- Management Discussion and Analysis of financial condition and results of operations;
- Statement of significant related party transactions submitted by the Management;
- Management Letters / Letters of Internal Control weaknesses issued by the statutory auditors; and
- Internal Audit reports relating to Internal Control weaknesses.

The Committee Members have also reviewed the performance of the Committee and the performance of its members at its meeting held on 21 May, 2021.

Details of constitution of the Audit Committee and the Meetings held during the year 2020-21 are as given below:

Audit Committee	Members	Meeting Dates					
		24.06.2020	06.08.2020	18.09.2020	05.11.2020	10.02.2021	19.03.2021
K Vaidyanathan	Chairman & Independent Director	Yes	Yes	Yes	Yes	Yes	Yes
Vikram Tandon	Member & Independent Director	Yes	Yes	Yes	Yes	Yes	Yes
Sudhir Chand	Member & Independent Director	Yes	Yes	Yes	Yes	Yes	Yes
Scott A Grisham*	Member & Non-executive Director	Yes	Yes	Yes	Yes	Yes	Yes

Not more than 120 days elapsed between any two meetings during the year under review. The audit committee meeting for the financial year 2019-2020 was last held on 6 February, 2020. However, due to the outbreak of COVID 19 the first of the audit committee meeting for the financial year 2020-2021 for consideration of audited financials for the financial year ended 31.03.2020 was convened on 24 June, 2020 with a gap of more than 120 days. SEBI Vide SEBI/HO/CFD//CMD1//CIR/P/2020/38 dated March 19, 2020 had given certain relaxations under Regulation 33 which allowed companies to consider the audited financial results on or before 30 June, 2020 and hence the audit committee meeting was held on 24 June, 2020 pursuant to such relaxation given by SEBI.

* ESAB Holdings Limited has withdrawn their nomination of Mr Scott A Grisham and nominated Mr Kevin J Johnson as their non-retiring nominee Director in the Board of the Company and as Chairman with effect from 24 March, 2021.

4. NOMINATION AND REMUNERATION COMMITTEE

a. The Company to comply with the requirements of Section 178 and Regulation 19 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, has constituted a Nomination and Remuneration Committee.

Mr K Vaidyanathan the Chairman of the Nomination and Remuneration Committee was present at the Annual General Meeting of the Company held on 28 August, 2020 to answer the shareholder queries.

The terms of reference of the Committee as stipulated under Schedule II Part (D) of the Regulation 19 (4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 which inter alia includes the following:

- Formulation of the criteria for determining qualifications, positive attributes and independence of a Director and recommend to the Board of Directors a policy relating to the remuneration of the Directors, Key Managerial Personnel and other employees.
- Formulation of criteria for evaluation of performance of Independent Directors and the Board of Directors.
- Devising a policy on diversity of Board of Directors.
- Identifying persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down and recommend to the Board of Directors their appointment and removal.
- To extend or continue the terms of appointment of the Independent Director on the basis of the report of performance evaluation of Independent Director.
- Determination of the remuneration / incentives of Managing Directors / Executive Directors / Whole time Directors / Key Managerial Personnel / Senior Management Personnel and review of the remuneration policy of the Company.
- The Committee also reviews recruitments one level below the Board of Directors and Direct reports to Key Managerial Personnel.
- The Committee also reviews the KPIs / KRAs of the Managing Director and its Direct Reports.
- recommend to the board, all remuneration, in whatever form, payable to senior management personnel.

b. There were two meetings held during the year 2020-21. The details of the Composition of the Committee and the attendance of the members at the meeting are as given below:

Nomination & Remuneration Committee	Members	Meeting Dates	
		10.02.2021	19.03.2021
K Vaidyanathan	Chairman & Independent Director	Yes	Yes
Sudhir Chand	Member & Independent Director	Yes	Yes
Sabitha Rao	Member & Independent Director	Yes	Yes
Scott A Grisham*	Member & Non-Executive Director	Yes	Yes

* ESAB Holdings Limited has withdrawn their nomination of Mr Scott A Grisham and nominated Mr Kevin J Johnson as their non-retiring nominee Director in the Board of the Company and as Chairman with effect from 24 March, 2021.

The Company Secretary is the Secretary to the Committee. The quorum for a meeting of the nomination and remuneration committee shall be either two members or one third of the members of the committee, whichever is greater, including at least one independent director in attendance. This requirement was adhered to during the year under review.

c. Remuneration Policy

The salient features of the policy *inter alia* are to:

(i) attract, recruit and retain good and exceptional talent;

(ii) list down the criteria for determining the qualifications, positive attributes and independence of the directors of the Company;

(iii) ensure that the remuneration of the Directors, Key managerial Personnel and other employees is performance driven, motivates them, recognizes their merits and achievements and promotes excellence in their performance.

(iv) motivate such personnel to align their individual interests with the interests of the Company, and further the interests of its stakeholders;

(v) ensure transparent nomination process for directors with the diversity of thought, experience, knowledge, perspective and gender in Board; and

(vi) fulfil the Company's objectives and goals, including in relation to good corporate governance, transparency and sustained long-term value creation for its stakeholders.

The nomination & remuneration committee reviews the policy on periodical basis and suggests changes to the Board as and when the need arises. They recommend the increase in salary and incentive payable to the Managing Director subject to the approval of the Board. They also approve the increase in salary payable and the incentive payable to the senior management personnel of the company i.e. one level below the board who are direct reports to the Managing Director.

d. Policy on Board Diversity

The Nomination & Remuneration Committee at its meeting held on 19 May, 2016 recommended the policy on Board Diversity as required under the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and duly approved by the Board of Directors. The said policy is available in the website of the company viz. www.esabindia.com.

e. Performance Evaluation of Independent Directors

As required under Section 134(p) of the Companies Act, 2013 and Regulation 17 (10) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors assessed the performance of the Independent Directors as per the criteria laid down at its meeting held on 21 May, 2021.

The Board of Directors assessed the performance of the Independent Directors on the Board based on parameters as given in the matrix above. The Independent Directors fulfilled the independence criteria as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Companies Act, 2013 and their independence from the management.

The Members of the Committee of Audit, Nomination & Remuneration, Corporate Social Responsibility, Stakeholders relationship and Risk Management were also assessed on the above parameters and also in the context of the Committee's effectiveness vis-à-vis the Act and the SEBI regulation requirements.

The Directors were satisfied with the evaluation results, which reflected the overall engagement and the effectiveness of the Board and its Committees.

5. REMUNERATION OF DIRECTORS AND DISCLOSURES

The details of payment of remuneration to Directors during 2020-2021 are as follows: (in ₹)

Directors	Salary	Perquisites	Provident Fund	Sitting Fees Paid	Commission
Scott A Grisham	–	–	–	–	–
K Vaidyanathan	–	–	–	2,96,000	6,00,000
Vikram Tandon	–	–	–	2,75,000	5,50,000
Sudhir Chand	–	–	–	3,12,000	5,50,000
Sabitha Rao	–	–	–	2,03,500	5,50,000
Rohit Gambhir	1,73,16,806	5,88,985	3,65,832	–	52,19,341

A sitting fee of ₹ 18,500/- per meeting is paid to the Non-executive Independent Directors for attending one meeting of the Board / Audit Committee / Nomination and Remuneration Committee / Corporate Social Responsibility Committee, Independent Director's Meeting and the sitting fees paid to the non-executive directors of Stakeholders relationship committee is ₹ 4,000/- per meeting. TDS @ 7.5% is deducted for the financial year 2020-21 from the sitting fee payable to the Independent Directors and GST @ 18% is also paid on reverse charge basis by the Company.

The payment of Commission to Non-Executive Directors up to 1% of the profit as calculated under the applicable provisions of the Companies Act, 2013 was approved by the Members at the Annual General Meeting held on 4 August, 2016 for a period of five years. The approval was based on their roles and responsibilities and their contribution to the Company in their respective capacities. Based on the above principle, Commission has been individually determined for each Non-Executive Director based on their varying commitments of time and effort to the Board and to its Committees. Commission to Managing Director is based on performances and contributions to Company's performance. The Commission given in the above table pertains to the year 2019-20 paid on 29 June, 2020. The subject of payment of commission of 1% of the profit as calculated under the applicable provisions of the Companies Act, 2013 for the next five years up to the year 2026 is now being placed before the shareholders at the forthcoming annual general meeting to be held on 12 August, 2021.

During the year, the Company did not have any transaction material or otherwise with any of the Non-

Executive Independent Directors and with the Key Managerial Personnel. None of the Directors hold any equity shares of the Company. None of the Directors is related to each other and there are no other pecuniary relationships or transactions of the Non-Executive Directors' vis-à-vis of the Company.

The Company neither has any schemes for stock options nor has it granted any stock options to any of its Directors or employees during the year under review.

Criteria for making payments to Non-Executive Directors

The Company has laid down the criteria for making payments to the Non-Executive Directors. The details of such criteria are available in the Remuneration Policy. The said policy is available and can be disseminated on the website of the Company www.esabindia.com.

6. STAKEHOLDERS RELATIONSHIP COMMITTEE

The Stakeholders Relationship Committee functions under the Chairmanship of Mr Vikram Tandon, a Non-Executive Independent Director. The other members of the Committee were Mr Sudhir Chand, Mr Scott A Grisham and Mr Rohit Gambhir. Mr Kevin J Johnson replaced Mr Scott A Grisham, as Member of the Committee with effect from 24 March, 2021

Mr S Venkatakrishnan, Company Secretary is the Compliance Officer of the Committee.

The Members of the Committee along with the Chairman.

(1) Resolved the grievances of the security holders including complaints related to transfer / transmission / transposition / name change of shareholders of equity shares, non-receipt of annual report, non-receipt of declared dividends, issue of new / duplicate certificates, dematerialization and rematerialization of shares etc.

(2) Reviewed the measures taken for effective exercise of voting rights by shareholders.

(3) Reviewed the adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar & Share Transfer Agent - Integrated Registry Management Services Private Limited.

(4) Reviewed the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensured timely receipt of dividend warrants / annual reports / statutory notices to the shareholders of the Company.

(5) Reviews transfer of unpaid dividend amount to Investor Education & Protection Fund and also the equity shares pertaining to shareholders which remained unclaimed for more than 7 years which are transferred to Investor Education & Protection Fund.

There were four meetings held during the year 2020-21. The details of the Composition of the Committee and the attendance of the members at such meetings are as given below:

Stakeholders Relationship Committee	Members	Meeting Dates			
		24.06.2020	06.08.2020	05.11.2020	10.02.2021
Vikram Tandon	Chairman & Independent Director	Yes	Yes	Yes	Yes
Sudhir Chand	Member & Independent Director	Yes	Yes	Yes	Yes
Scott A Grisham*	Member & Non-executive Director	Yes	Yes	Yes	Yes
Rohit Gambhir	Member & Managing Director	Yes	Yes	Yes	Yes

* ESAB Holdings Limited has withdrawn their nomination of Mr Scott A Grisham and nominated Mr Kevin J Johnson as their non-retiring nominee Director in the Board of the Company and as Chairman with effect from 24 March, 2021.

During the year, the Company received 112 complaints from shareholders. The details of the complaints received from the shareholders are as given below:

Sl.No.	Nature of Complaint	June 2020	Sep 2020	Dec 2020	Mar 2021
1.	Non-receipt of dividend warrants	0	9	16	33
2.	Non-receipt of annual report	0	0	0	0
3.	Non-receipt of share certificate	0	16	16	22
4.	Others	0	0	0	0
	Total	0	25	32	55

All the complaints were responded to as per applicable guidelines and regulations as at 31 March, 2021. There were no pending share transfers (other than transfers sent under objections). All requests for dematerialization of shares were carried out within the stipulated time period and no share certificate was pending for dematerialization as on 31 March, 2021. V Mahesh & Associates, practicing company secretaries vide their certificate dated 12.10.2020 and 12.4.2021 for the relevant half year have certified that the Company has been prompt in transferring the shares to the shareholders and the same has been filed with the stock exchanges BSE and NSE by the Company.

SEBI vide circular Ref CIR/OIAE/2/2011 dated June 3, 2011 informed the Company that they had commenced processing of investor complaints in a web based complaints redressal system viz.SCORES. Under this

system all complaints pertaining to companies are electronically sent through SCORES and the companies are required to view the complaints pending against them and submit action taken report along with supporting documents electronically in SCORES.

7. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

In compliance with Section 135 (1) of the Companies Act, 2013 the Company has constituted a Corporate Social Responsibility Committee consisting of one Independent Director, one non-executive Director and the Managing Director. Ms Sabitha Rao is the Chairperson of the said Committee, Mr Scott A Grisham, Chairman of the Board and Mr Rohit Gambhir, Managing Director were the members of the said Committee.

The Committee had laid down the Policy on Corporate Social Responsibility stating therein the strategy, objectives, funding & allocation for the CSR projects implementation strategy and steps involved in achieving the CSR objectives. The Policy on Corporate Social Responsibility of the Company can be viewed under the weblink www.esabindia.com.

The Committee met once on 24.06.2020 during the financial year 2020-21. The details of the attendance of the Committee members in the meeting are given below:

CSR Committee	Members	Meeting Dates
		24.06.2020
Sabitha Rao	Chairperson & Independent Director	Yes
Scott A Grisham *	Member & Non-Executive Director	Yes
Rohit Gambhir	Member & Managing Director	Yes

* ESAB Holdings Limited has withdrawn their nomination of Mr Scott A Grisham and nominated Mr Kevin J Johnson as their non-retiring nominee Director in the Board of the Company and as Chairman with effect from 24 March, 2021.

During the year under review the Company has spent money on projects identified under CSR. The unspent money budgeted for CSR on identified and ongoing projects was transferred to the Unspent CSR Amount 2020-2021 opened with HDFC Bank Limited, Chennai on 30 April, 2021, in pursuance of the Companies (Corporate Social Responsibility) Amendment Rules, 2021. The details of CSR budget and spend for the year 2020-21 is given as an Annexure to the Director's Report.

8. RISK MANAGEMENT COMMITTEE

The Company has a Risk Management Committee consisting of Mr Scott A Grisham, Chairman of the Board till 24 March 2021 and Mr. Kevin J Johnson with effect from 24 March 2021, Mr Rohit Gambhir, Managing Director and Mr B Mohan, Vice President - Finance and Chief Financial Officer.

The Committee had laid down the Policy on Risk Management and its mitigation. The Policy on Risk Management of the Company can be viewed under the weblink www.esabindia.com.

The Committee met once on 10.02.2021 during the financial year 2020-21. The details of the attendance of the Committee members in the meeting are given below:

Risk Management Committee	Members	Meeting Date
		10.02.2021
Scott A Grisham *	Chairman & Non-Executive Director	Yes
Rohit Gambhir	Member & Managing Director	Yes
B Mohan	Member & Vice President Finance and Chief Financial Officer	Yes

* ESAB Holdings Limited has withdrawn their nomination of Mr Scott A Grisham and nominated Mr Kevin J Johnson as their non-retiring nominee Director in the Board of the Company and as Chairman with effect from 24 March, 2021.

9. MEETING OF INDEPENDENT DIRECTORS

The Independent Directors of the Company had met during the year on 10.02.2021 to review the performance of Non-Independent Directors and the Board as a whole, review the performance of the Chairman of the Company and had assessed the quality, quantity and timeliness of flow of information between the Company Management and the Board. The Independent Directors had after the conclusion of the meeting given their suggestions and opinions on various matters to the Chairman of the Board for his consideration.

The Board of Directors had during their meeting held on 21.05.2021 reviewed the individual performance of all the Independent Directors as per the standard evaluation criteria and format laid down. The Independent Director whose performance was reviewed by the Board excused themselves from attending that part of the meeting as required under the statute.

10. CODE OF CONDUCT FOR BOARD OF DIRECTORS AND SENIOR MANAGEMENT PERSONNEL & POLICY ON BUSINESS CONDUCT IN ORDER TO PREVENT BRIBERY AND CORRUPTION

The Board of Directors has adopted Code of Conduct, applicable to Directors and to Senior Management Personnel of the Company. The said Code of Conduct have been posted on the Company's website

www.esabindia.com. The Company has obtained declarations from all its Directors and Senior Management Personnel affirming their compliances with the applicable Codes of Conduct. The declaration by the Managing Director under Schedule V Part D Regulation 34(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 affirming compliance of the Code of Conduct by all members of the Board and the Senior Management Personnel for the year ended 31 March, 2021 is attached to this Corporate Governance Report.

Being a subsidiary of Colfax Corporation, the Board of Directors of the Company has also adopted a Guideline on Business Conduct to prevent Bribery and Corruption and all the employees of the Company are bound to comply with the provisions of this policy. The details of this policy are also available on the Company's website www.esabindia.com.

11. POLICY ON PREVENTION OF SEXUAL HARASSMENT OF EMPLOYEES IN ESAB INDIA LIMITED

In accordance with the provisions of the Sexual Harassment of Women at Work place (Prevention, Prohibition and Redressal) Act, 2013, the Company has formulated a policy on prevention of sexual harassment of women employees at work place and has constituted an Internal Complaints Committee to consider and redress complaints on sexual harassment, if any. All the employees have been sensitized on the provisions of the Act. No complaint was received during the year under review viz. 2020-2021.

12. SUBSIDIARY COMPANIES

There were no Subsidiary Companies of the Company as on 31 March, 2021.

13. RECONCILIATION OF SHARE CAPITAL AUDIT REPORT

A qualified Practicing Company Secretary carries out an audit on a quarterly basis to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) with the total issued and listed capital and the reports are placed before the Board of Directors for its perusal. The said report confirms that the total issued and listed capital is in agreement with the total number of shares in physical form and the total number of dematerialized shares held with NSDL and CDSL.

As required under Regulation 7(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has submitted a compliance certificate to the exchange duly signed by the Compliance Officer and the Authorized representative of the Share Transfer Agent viz. M/s Integrated Registry Management Services Private Limited to both the stock exchanges on 01.10.2020 and 05.04.2021 for the half year / financial year ended 31 March, 2021 certifying compliance that all activities in relation to both physical and electronic share transfer facility are maintained by Registrar and Share Transfer Agent registered with SEBI.

14. GENERAL BODY MEETINGS

The last three Annual General Meetings were held as per details given below:

Year	Date	Time	Mode & Venue
2017-18	9 August, 2018	10.00 AM	P Obul Reddy Hall Vani Mahal, 103, G.N. Road, T. Nagar, Chennai 600 017.
2018-19	13 August, 2019	10.00 AM	P Obul Reddy Hall Vani Mahal, 103, G.N. Road, T. Nagar, Chennai 600 017.
2019-20	28 August, 2020	09.00 AM	Through Video Conferencing (VC) / Other Audio Visual Means (OAVM)

All the proposed resolutions, including special resolutions, were passed by the shareholders as set out in their respective Notices. At the AGM held on 13 August, 2019, Special resolutions were passed with requisite majority for approval of appointment of the four Independent Directors viz. Mr. Vikram Tandon, Mr. Sudhir Chand, Mr. K. Vaidyanathan and Ms. Sabitha Rao, for a further period of five years from 29 January, 2020.

M/s. V Mahesh and Associates, the Practicing Company Secretaries were appointed as the Scrutinizers for e-voting process at the Annual General Meeting held on 28 August, 2020. The Company had entered into a tripartite agreement with NSDL and the Registrar and Transfer Agent viz.M/s Integrated Registry Management Services Private Limited and accordingly an e-Voting facility was provided to the shareholders to exercise their voting rights on the above said resolutions.

All the resolutions set forth in the notice calling the Annual General Meeting are being passed through e-voting in compliance with the provision of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014.

The procedures for casting votes under e-voting has been elaborately given under the Notice calling the Annual General Meeting on 12 August, 2021. The members are requested to read this document to cast their votes accordingly.

15. DISCLOSURES

1. The financial statements of the Company have been prepared in accordance with Indian Accounting Standards (IND AS) notified under the Companies (Indian Accounting Standards) Rules, 2016. The Company has prepared these financial statements to comply in all material respects with the accounting standards notified under Section 133 of the Companies Act, 2013, read together with paragraph 7 of the Companies (Accounts) Rules, 2014 as amended.
2. There were no public, rights or preferential issues during the year.
3. The Key Managerial Personnel / Senior Management Personnel have made disclosures to the Board relating to all material, financial and other transactions stating that they did not have any personal interest that could result in conflict with the interest of the Company at large. The Company did not have any materially significant related party transactions that may have potential conflict with the interests of the Company at large. All the other related party transactions which are in the ordinary course of business and at arms' length basis are approved by the Audit Committee and the Board of Directors of the Company on a regular basis.
4. The Company in compliance of the revised requirements of SEBI (Prohibition of Insider Trading) Amendment Regulations, 2018, has adopted the Code of Conduct for prohibition of Insider Trading and Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information and Code of Internal Procedure and Conduct for Regulation, Monitoring and Reporting of Trading in the securities for the designated employees and connected persons, policy on legitimate purpose and the whistle blower policy. The said policy has been uploaded and made available on the website of the Company www.esabindia.com.

   The same has been strictly adhered to by the Directors and the designated employees. The Company informs the Directors and the designated employees, about the date of the Board Meeting to consider any Unpublished Price Sensitive Information (UPSI) and advising them not to trade in Company's shares, during the closure of the Trading Window Period. The Company also obtains declaration from the Directors and the Senior Management Personnel with regard to their compliance with the Code of Conduct under SEBI's (Prohibition of Insider Trading) Regulations.

   The Company also informs the stock exchanges promptly on the details of the trading window period and the fact that the designated employees have been instructed not to deal with the shares of the Company during such time the trading window is closed. All the other applicable compliances under the said statute have been done.

   All contracts entered into by the Company now specifies the need for the contracting third party to adhere to the Company's policy on SEBI (Prohibition of Insider Trading) Regulations and draws attention of the said parties to the policy adopted by the Company and advises them to desist from dealing with the shares of the Company without prior intimation.

   All the Directors and the designated persons have also executed a Non-disclosure agreement in favour of the Company stating therein that they are fully aware of the fact that they in their ordinary course of executing their day to day work would be coming across or be in possession of certain price sensitive information which they would not divulge to any third parties.

   The Company has also identified the designated employees who are above certain grades in the Company as required under the SEBI (Prohibition of Insider Trading) Regulations and monitors their share purchases and sales, if any, on a weekly basis to ensure that none of the Directors or the designated person indulge in any insider trading in the shares of the Company.

   The Company has also entered the details of all the Directors of the Board, Key Managerial Personnel and all employees in Grade E8 and above along with the PAN numbers in NSDL website to monitor if there are any transactions in the shares of the Company in compliance with the amended SEBI's (Prohibition of Insider Trading) Regulations.
5. The Managing Director and the Chief Financial Officer of the Company certify to the Board every quarter on matters related to the financial statements and other matters in accordance with Regulation 33(2)(a) of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015. The Key Managerial Personnel of the Company also certify on an annual basis to the Board of Directors on the existence of adequate Internal Financial Controls commensurate with the size of the Company as required under Section 134 (5) of the Companies Act, 2013 to enable the Board of Directors to confirm to the shareholders that the Company has laid down internal financial controls and that the same are adequate and such controls are operating effectively.
6. The Independent Directors have confirmed that they meet the criteria of "Independence" as stipulated under the Companies Act, 2013 and the

SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

7. The Company has complied with all the mandatory requirements of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The performance evaluation done on 21.05.2021 by the Board of Directors confirmed that all the Independent Directors meet the requisite criteria as given under Schedule IV of the Companies Act, 2013 and hence qualified to continue as Independent Directors on the Board of the Company.

8. To enhance standards of corporate governance and strengthen controls, the Company has set up a whistle blower policy which can be seen on Company's website www.esabindia.com. In terms of such whistle blower policy, it is affirmed that the employees have been given free access to the Audit Committee. The non-mandatory requirements have been adopted to the extent and in the manner as stated under the appropriate headings detailed else where in this report.

9. In compliance with Regulation 46 (2) (j) & (k) of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 and as required under the listing agreement entered into with the stock exchanges in compliance of Regulation 109 (2) of the said SEBI regulations, the Company has designated the mail id venkatakrishnan.s@esab.co.in and investor.relations@esab.co.in and posted this in the Company's website and also on the websites of the stock exchanges where the Company's shares are listed. The investors can send their grievances, if any, to these designated mail ids'. Mr. S Venkatakrishnan is the Company Secretary and the Compliance Officer of the Company.

10. SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 have vide Regulation 46 (1) stipulated that the Company should maintain a functional website containing basic information about the Company and to update the contents of the said website periodically. In pursuance of this clause the Company updates its website with all the relevant information as envisaged in the said regulation and as per the provisions of the Companies Act, 2013 and they are now available in its official website www.esabindia.com.

11. In line with the circular no. CIR/OIAE/2/2011 dated June 3, 2011 from SEBI, the Investor Complaints are now centrally monitored through web based complaints redressal system called SCORES. The Company processes the investor complaints through this system and updates status periodically.

12. In pursuance of the Regulation 31(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, 100% shareholding of the promoter group Companies has been dematerialized and all the shares are held in dematerialized mode to allow the shares of the Company to be traded in the stock exchanges in the normal segment.

13. In line with the circular no. NSE/CML/2015/23 dated December 28, 2015 from the National Stock Exchange of India Limited, the Company now intimates the Board Meeting dates, uploads its quarterly shareholding pattern, Corporate Governance Report and the quarterly / Annual results, reconciliation of share capital audit report, certification under SEBI Regulation 40 (9) & (10) intimation of postal ballot results through a web based application designed for corporates by NSE called as NEAPS.

14. In line with the circular no. DCS/COMP/33/2015-16 dated March 11, 2016 from the Bombay Stock Exchange, the Company now intimates the stock exchanges on Compliance Certificate by Share Transfer Agent, Statement of Investor Complaints, Corporate Governance Report, Notice for Board Meeting, Outcome of Board Meeting, Shareholding Pattern, Financial Results, Annual Report, Compliance Certificate, Notice for Record Date, Voting Results, Disclosure under SAST and PIT Regulations and Reconciliation of Share Capital Audit Report through an online portal called as BSE Corporate Compliance & Listing Centre.

15. Pursuant to Rule 5 (8) of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 notified on 5 September, 2016 company has within a period of sixty days after the Annual General Meeting i.e 28 August 2020 has uploaded on Company's website www.esabindia.com. Statement of unclaimed and unpaid dividends and filed e-Form No. IEPF - 2 - Statement of unclaimed and unpaid dividends as referred in sub-section 2 of Section 125 of the Act vide SRN R57727026 dated 22 September, 2020.

16. Pursuant to applicable provisions of the Companies Act, 2013 ('the Act") read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("The Rules") all unpaid or unclaimed dividends are required to be transferred by the Company to the Investor Education and Protection Fund (IEPF) established by the Central Government, after completion of seven years. Further, according to the Rules, the shares in

respect of which dividend has not been paid or claimed by the Members for seven consecutive years or more shall also be transferred to the dematerialization account created by the IEPF Authority. The Company had sent individual notices and also advertised in the newspapers seeking action from the Members who have not claimed their dividends for seven consecutive years or more. Accordingly, the Company has transferred such unpaid or unclaimed dividends and corresponding shares.

17. In terms of Section 173 (2) of the Companies Act, 2013 and in terms of the provisions of the Articles of Association of the Company and the Company now allows the option to the Directors of the Company to attend / participate in a meeting of Board / Committee of Director through electronic mode using video conference facility. Further SEBI vide its circular no.SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May12, 2020 gave some relaxation for the companies whose shares were listed in stock exchanges to hold the Board / Committee meeting and also the annual general meeting through Video Conferencing (VC) / Other Audio-Visual Means (OAVM). SEBI further vide its circular No.SEBI / HO/CFD/CMD2/CIR/P//2021/11 dated January 15, 2021 have extended the facility to hold the Board / Committee Meetings and the Annual General Meetings through Video Conferencing (VC) / Other Audio-Visual Means (OAVM). Hence, this Annual General Meeting is also being held on Video Conferencing Mode on 12 August, 2021.

18. Weldaids Limited (MWL) Maharashtra merged with the Company with effect from 12 January, 1994. The Company had issued equity shares to the shareholders of MWL in the ratio of 1:2. These shares were issued in physical mode and were to be exchanged on submission of the old MWL share certificate. Some of these share certificates were not yet claimed by the shareholders of the Company. As required under Regulation 39 (4) Schedule VI of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company after complying with the necessary procedural requirements have now dematerialized and transferred the remaining unclaimed shares to a single demat account titled "ESAB India Limited Unclaimed Suspense Account" opened with M/s Integrated Registry Management Services Private Limited.

    In terms of said Regulation 39 (4) Schedule VI of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the details of these shares are given below:

Aggregated number of shareholders and outstanding shares lying in the unclaimed suspense account at the beginning of the year	55 shareholders holding 4,010 equity shares of ₹ 10/- each
Number of the shareholders who approached the issuer for transfer of shares from the unclaimed suspense account during the year	1 shareholder for 50 equity shares
Number of shareholders to whom shares were transferred from the unclaimed suspense account during the year	1 shareholder for 50 equity shares
Number of Shares transferred to Investor Education Protection Fund	10 shareholders for 900 equity shares of ₹ 10/- each
Aggregate number of shareholders and the outstanding shares lying in the unclaimed suspense account at the end of the year	44 shareholders holding 3,060 equity shares of ₹ 10/- each

    Pursuant to the provisions of the Companies Act, 2013 and the SEBI (LODR) Regulations, all such shares in respect of which dividend has not been paid or claimed for seven consecutive years or more are also required to be transferred to IEPF. In pursuance of this provision, the Company has already transferred the shares pertaining to such shareholders who have not claimed their dividend for a consecutive period of 7 years to the Investor Education and Protection Fund.

    44 Shareholders holding 3,060 equity shares constituting about 0.02% of shares have not made their claim from the Company on the shares outstanding in the Unclaimed Suspense Account of ESAB India Limited. The voting rights for these shares shall remain frozen until these are claimed by the rightful owners.

19. The Policy on Board Diversity as approved by the Board of Directors is available in the Company's web site www.esabindia.com.

20. The Company has vide Form No. MGT 15 dated 31 August, 2020 vide SRN R52093796 - have filed the report on the last year's Annual General Meeting held on 28 August 2020.

21. The Independent Directors have intimated the Company that they have registered their details in the Independent Directors Data Bank being maintained by Indian Institute of Corporate Affairs and all the directors are exempted from undergoing the mandatory self-assessment tests required under the Companies Act, 2013.

22. The Company in pursuance of Rule 16 of Companies (Acceptance of Deposits) Rules, 2014 have filed form

DPT-3 on 25 June 2020, vide SRN No. R43113679 with the Registrar of Companies giving details of transactions not considered as deposits.

23. The Company in pursuance of order 2 and 3 dated 22 January 2019 under Section 405 of the Companies Act, 2013 have filed the details of amount outstanding to Micro and Small Enterprises under the MSMED Act, vide form No. MSME Form 1 on 30 April 2020 vide SRN No. R37948635 with respect to half yearly return i.e. as of 31 March 2020 and another MSME Form for the half year return i.e. as of 30 September 2020 vide Form 1 on 28 October 2020 vide SRN No. R68866235 in respect of outstanding payments to Micro and Small Enterprises.

24. Reserve Bank of India had mandated all Companies using the banking channel to obtain a Legal Entity Identification (LEI) Number. The Company has renewed the LEI No.3358001SJHTOXOICND66 dated 23 September 2020.

16. MEANS OF COMMUNICATION

The Company's quarterly financial results, after their approval by the Board of Directors, are promptly issued to all the Stock Exchanges with whom the Company has listing arrangements. These financial results, in the prescribed format, as per Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are published in leading local language and national newspapers in compliance with Regulation 47(1)(b) of the said regulations. These results are not sent individually to the shareholders.

The results are normally being published in "The Business Standard" in English and in the regional language newspaper "Makkal Kural" in Tamil.

The Company has in place a website viz. www.esabindia.com. The quarterly / annual financial results, shareholding pattern, corporate governance report, the details on the Board of Directors, Senior Management Personnel, the composition of the Board of Directors / Committee of Directors, the various policies adopted by the Company viz. Whistle Blower Policy, Risk Management Policy, Policy on Corporate Social Responsibility, Related Party Transactions Policy, Remuneration Policy, Policy on Disclosure of Material Events, Policy on Document Retention, Policy on Board Diversity are published in the Company's website. The Company makes use of its website for publishing official news release.

The Company as a part of its code of conduct adopted under the SEBI's (Prohibition of Insider Trading) Regulations, does not meet any institutional investors or analysts. Only the Chairman of the Company is authorized to meet them and there have been no occasions in the past 12 months where the Chairman met the institutional investors or the analysts.

A Management Discussion and Analysis Report, forming part of the Directors' Report, is included in the Annual Report.

17. GENERAL SHAREHOLDER INFORMATION

ANNUAL GENERAL MEETING

Date & Time	12 August, 2021 at 9.00 a.m.
Venue	By Video Conference Mode / Other Audio Visual Mode
Financial Year of the Company	1 April, 2020 to 31 March, 2021

Approval of financial results proposed	
Quarter ending 30 June, 2021	Within 45 days from the end of the quarter
Quarter ending 30 September, 2021	- do -
Quarter ending 31 December, 2021	- do -
Year ending 31 March, 2022	Within 60 days from the end of the Financial Year

Particulars of Dividend Payment for the year ended 31.03.2021

Interim Dividend 2020-2021

Date of declaration	10 February, 2021
Rate of Dividend	₹ 19/- per equity shares of ₹ 10/- each (i.e. 190%)
Record Date	18 February, 2021
Date of payment of Dividend	10 March, 2021
Amount of Dividend Payable	₹ 29,24,67,380
Share capital	₹ 15,39,30,200

Final Dividend 2020-2021

Date of declaration of Final dividend	12 August, 2021
Rate of Dividend	₹ 25/- per equity shares of ₹ 10/- each (i.e. 250%)
Book Closure Date	6 August, 2021 to 12 August, 2021
Date of payment of Dividend	27 August, 2021
Amount of Dividend Paid	₹ 38,48,25,500
Share capital	₹ 15,39,30,200

Listing of shares

Name and address of the stock exchange	Stock Code
BSE Limited 25th Floor, P.J. Towers, Dalal Street, Fort, Mumbai 400 001.	**500133**
The National Stock Exchange of India Limited "Exchange Plaza" BKC, Bandra (E), Mumbai 400 051.	**ESABINDIA**
ISIN allotted by Depositories (Company ID Number)	**INE284A01012**

The listing fees for the financial year 2020-21 were duly paid to the above stock exchanges during April, 2020.

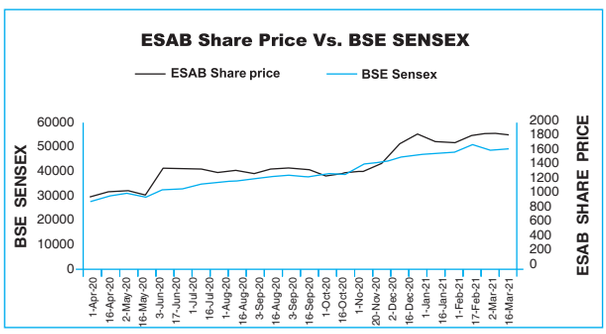
Dividend History

Year	Type of Dividend	Dividend Rate	Dividend Amount in ₹ in lakhs *
2013	Final Dividend	10%	180.00
2014-15	Final Dividend	10%	186.14
2015-16	Final Dividend	10%	185.26
2016-17	Final Dividend	10%	185.26
2017-18	Final Dividend	10%	185.57
2018-19	Interim Dividend	900%	16,701.40
2019-20	Interim Dividend	700%	10,775.11
2020-21	Interim Dividend	190%	2,924.67

* Inclusive of dividend distribution tax and tax deducted at source.

Stock Market Price Data & Stock Performance

2020-21	BSE Limited		National Stock Exchange		BSE Sensex	
	High ₹	Low ₹	High ₹	Low ₹	High Points	Low Points
Apr, 2020	1,306	907	1,306	975	33887	27501
May, 2020	1,439	1,025	1,440	1,020	32845	29968
June, 2020	1,685	1,289	1,645	1,309	35707	32348
July, 2020	1,459	1,324	1,452	1,320	38617	34927
Aug, 2020	1,575	1,315	1,580	1,324	40010	36911
Sep, 2020	1,520	1,290	1,525	1,301	39360	36496
Oct, 2020	1,500	1,293	1,409	1,290	41048	38410
Nov, 2020	1,486	1,300	1,485	1,302	44825	39335
Dec, 2020	1,975	1,425	1,975	1,422	47897	44118
Jan, 2021	1,987	1,710	1,940	1,710	50184	46160
Feb, 2021	2,120	1,724	2,150	1,720	52517	46434
Mar, 2021	1,949	1,766	1,949	1,767	51822	48236



Registrar and Share Transfer Agent

Integrated Registry Management Services Private Limited
2nd Floor, 'Kences Towers'
No.1, Ramakrishna Street,
North Usman Road,
T. Nagar, Chennai 600 017.
Contact Person: Suresh Babu K, Director
Tel : 044-28140801-03,
Fax : 044-28142479, 28143378
E-mail : srirams@integratedindia.in

Shareholders are requested to correspond with the share transfer agent for transfer / transmission of shares, change of address, queries pertaining to their shareholding, dividend etc., at their address given above.

Share Transfer System

a. Integrated Registry Management Services Private Limited, Chennai is the Registrar & Share Transfer Agent for the Company.

b. Share transfers are processed and approved, subject to receipt of all requisite documents.

c. The Company seeks to ensure that all transfers are approved for registration within the stipulated period. Pursuant to Regulation 40 (9) & (10) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, certifications on half-yearly basis have been issued by a Company Secretary-in-practice for due compliance of share transfer formalities by the Company.

d. Pursuant to SEBI (Depositories and Participants) Regulations, 2015, certificates have also been received from a Company Secretary-in-practice for timely dematerialization of the shares of the Company and for conducting a secretarial audit on a quarterly basis for reconciliation of the share capital of the Company.

e. The Company as required under Regulation 46(2)(j) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 has designated two mail ids viz Venkatakrishnan.s@esab.co.in and investor.relations@esab.co.in for the purpose of registration of complaints, if any, by the investors and expeditious redressal of their grievances and the same has already been hosted on the Company's website.

f. With a view to expediting the approval process, the Board of Directors has severally authorized the Chairman of the Board of Directors, the Chairman of the Stakeholders Relationship Committee and the Company Secretary to approve the transfer of shares.

Distribution of shareholding as on 31 March, 2021

Shareholding	Number of Shareholders	%	Number of Shares	%
Up to 500	14,630	96.67	9,40,151	6.10
501-1000	299	1.97	2,21,855	1.44
1001-2000	99	0.65	1,43,058	0.93
2001-3000	30	0.20	73,445	0.48
3001-4000	19	0.13	67,428	0.44
4001-5000	10	0.07	46,279	0.30
5001-10000	13	0.09	95,559	0.62
10001 and above	33	0.22	1,38,05,245	89.69
Grand Total	**15,133 ***	**100.00**	**1,53,93,020**	**100.00**

* Based on number of folios.

Share holding pattern as on 31 March, 2021

Category	Number of Shareholders	Number of Shares	% of total
Promoter Companies			
Esab Holdings Limited	1	57,43,200	37.31
Exelvia Group India BV	1	56,04,760	36.41
	2	**1,13,47,960**	**73.72**
Mutual Funds & UTI	9	15,47,828	10.06
Foreign Portfolio Investors	9	5,90,558	3.84
Financial Institutions / Banks	6	952	0.01
Insurance Companies	Nil	Nil	Nil
Indian Public	14,327	16,85,564	10.95
NBFC registered with RBI	1	25,000	0.16
Central Govt / State Govt / President of India	1	61,150	0.40
Others	171	1,34,008	0.87
Total	**14,524***	**40,45,060**	**26.28**

* Based on PAN

Dematerialisation of shares and liquidity

As on 31 March, 2021, 98.99% of the total paid-up equity capital was held in dematerialised form. The Company has entered into agreements with National Securities Depository Limited and Central Depository Services (India) Limited to offer shareholders the option to dematerialise their shares with these depositories. The ISIN number of the Company's shares in demat form is **INE284A01012**.

Outstanding GDRs / ADRs

The Company has not issued any Global Depository Receipt / American Depository Receipt / Warrant or any convertible instruments which is likely to have an impact on Company's equity.

Commodity Price Risk or Foreign Exchange Risk and Hedging Activities

The Company does have exposure to Commodity Price Risks arising primarily from movements in prices of Metals used in the procured items of Raw materials and finished goods. The Company does not buy or sell Metals in any unprocessed form and items transacted are processed metals and alloys. The Company does not take any hedges.

The Company has exposure to Foreign Exchange risks arising from its international transactions on goods and services. The Company takes a considered view on hedging its risks based on underlying exposures in net terms and mix of currencies. During the Financial year 2020-21, the Company has not entered into any contracts for hedging on Foreign Exchange.

Plant Locations

Plant No.1 Plot No.13, 3rd Main Road, Industrial Estate, Ambattur, Chennai 600 058.

Plant No.2 G22, Sipcot Industrial Park, Irungattukottai, Sriperumbudur, Kancheepuram Taluk, Chengalput District, Tamilnadu - 602 105.

Plant No.3 P-41, Taratala Road, Kolkata 700 088.

Plant No.4 B-28, MIDC Industrial Area, Kalmeshwar, Nagpur - 441 501.

Address for correspondence
Company Secretary
ESAB India Limited
Plot No.13, 3rd Main Road,
Industrial Estate, Ambattur,
Chennai 600 058.
Tel : 044 42281100
Fax: 044 42281150
E-mail venkatakrishnan.s@esab.co.in
investor.relations@esab.co.in

Credit Ratings

The Company has no debt instruments, fixed deposit program or any scheme or proposal involving mobilization of funds, in India or abroad and the Company has not obtained any credit ratings during the year.

18. OTHER DISCLOSURES

1. **Materially Significant Related Party Transactions**
   The Company did not have any materially significant related party transactions to disclose during the year under review.

2. **Details of Non-compliance**

The Company had no occasions to disclose regarding non-compliance during the last three years. There were no penalties, strictures imposed by stock exchange or the board of any statutory authority or any matter related to capital markets during the last three years.

3. **Vigil Mechanism**

The Company has established a Whistle Blower Policy and the same has been uploaded in the Company's website www.esabindia.com. The said policy has also been made available at the Offices / Plants of the Company at conspicuous places to enable the employees to report concerns, if any, directly to the Chairman of the Board and to the Chairman of the Audit Committee. All the employees are given direct access to the Audit Committee Chairman to report their concerns, if any. The employees are also apprised of the availability of the whistle blower policy at the time of their induction into the Company. There were no occasions during the year under review where any concerns where reported under the said policy.

4. **Compliance with the Mandatory and Non-Mandatory Requirements**

The Company has complied with all the Mandatory requirements stipulated under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Company has also adopted the non-mandatory requirements to the extent and in the manner as stated here-in-above.

5. The Company does not have any subsidiary for the financial year ended 31 March, 2021.

6. The Company has formulated a policy on Related Party Transactions in terms of Regulation 23(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Audit Committee accorded its omnibus approval for the said related party transactions at its meeting held on 24 June 2020 in terms of Regulation 23(3) of the said Regulations. The said policy and the list of related parties have been uploaded in the Company's website viz. www.esabindia.com. The transactions with the related parties are being placed before the Audit Committee and the Board on a quarterly basis for it to review the same in terms of Regulation 23(3)(d) of the said Regulations.

7. The Company has not raised funds through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A).

The Company does have exposure to Commodity Price Risks arising primarily from movements in prices of Metals used in the procured items of Raw materials and finished goods. The Company does not buy or sell Metals in any unprocessed form and items transacted are processed metals and alloys. The Company does not take any hedges.

The Company has exposure to Foreign Exchange risks arising from its international transactions on goods and services. The Company takes a considered view on hedging its risks based on underlying exposures in net terms and mix of currencies. During the Financial year 2020-21, the Company has not entered into any contracts for hedging on Foreign Exchange.

8. Mr. V Mahesh, Practising Company Secretary from M/s. V Mahesh and Associates, have issued the certificate that none of the directors on the board of the company have been debarred or disqualified from being appointed or continuing as directors of companies by the Board / Ministry of Corporate Affairs or any such statutory authority.

9. M/s. V Mahesh & Associates, have completed the secretarial audit and have issued their certificate dated 8 May, 2021 as per the prescribed format in MR-3 to the shareholders of the Company, which is annexed to the Director's Report as Annexure - 2. They have no observations in their report and have confirmed that the Company has proper board processes and a compliance mechanism in place. They have also affirmed that the Company has complied with the relevant statutes, rules and regulations and secretarial standards, as applicable. The Annual Secretarial Compliance report for the year ended 31 March, 2021 was obtained from Mr. V Mahesh, Practising Company Secretary. The Company has filed the Annual Secretarial Compliance report dated 8 May, 2021 with the Stock Exchanges on 10 May, 2021.

10. The Board has accepted all the recommendations made by the Committees.

11. Total Fees paid to the Statutory Auditor:

The total fees paid to the statutory auditors viz. S R Batliboi & Associates, LLP, Chennai (SRBA) and other firms in the network entity for the financial year 2020-2021 is ₹ 67,97,870/- (Rupees Sixty seven lakhs ninety seven thousand eight hundred and seventy only)

Fees for Audit and related services to SRBA	₹ 51,05,370.00
Other fees paid to SRBA and other Network firms	₹ 16,92,500.00
Total	₹ 67,97,870.00

12. Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:

No. of Complaints filed during the financial year 2020-2021	No. of complaints disposed of during the financial year 2020-2021	No. of complaints pending as on end of the financial year 2020-2021
Nil	Nil	Nil

13. All the four Independent Directors have entered their profile in the Independent Director's database of Indian Institute of Corporate Affairs under Ministry of Corporate Affairs. All the four Directors have been exempted from taking up the online test under the Independent Directors' requirement.

19. DISCRETIONARY REQUIREMENTS

As required under Part E of Schedule II the details of discretionary requirements are given below:

1. The Board

The Company has not set up any office for the Non-executive Chairman and no expenses and reimbursement of expenses are incurred in the performance of his duties.

2. Shareholder rights

The quarterly un-audited results of the Company after being subjected to a Limited Review by the Statutory Auditors, are published in newspapers viz. Business Standard in English and Makkal Kural in Tamil and on the Company's website www.esabindia.com. These results are not sent to shareholders individually.

3. Modified Opinion(s) in Audit Report

The Auditors have issued an unqualified opinion on the statutory financial statements of the Company.

4. Reporting of Internal Auditor

M/s KPMG, Assurance & Consulting Services, LLP, Chennai, were the Internal Auditors of the Company during the year. The internal auditors report directly to the Audit Committee on a quarterly basis on their findings and corrective actions taken.

Request to Investors

- Investors are requested to communicate change of address, if any, directly to the registrar and share transfer agent of the Company.
- As required by SEBI, investors shall furnish details of their respective bank account number and name and address of the bank for incorporating in the dividend warrants to reduce the risk to them of fraudulent encashment.
- Investors holding shares in electronic form are requested to deal only with their respective depository participant for change of address, nomination facility, bank account number, etc.
- Electronic Clearing Service (ECS) helps in quick remittance of dividend without possible loss / delay in postal transit. Shareholders, who have not earlier availed this facility are requested to register their ECS details with the Share Transfer Agent or their respective Depository Participants.
- Shareholders who have multiple folios in identical names, are requested to apply for consolidation of such folios and send the relevant share certificates to the Company.
- Investors are requested to note that National Security Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) have announced the launch of SMS alert facility for demat account holders whereby shareholders will receive alerts for debits / credits (transfers) to their demat accounts a day after the respective transfers. These alerts will be sent to those account holders who have provided their mobile numbers to their Depository Participants (DPs) and made a request for such services. No charge will be levied by NSDL / CDSL on DPs for providing this facility to investors. Further information is available on the website of NSDL and CDSL viz. www.nsdl.com and www.cdslindia.com respectively.
- The Ministry of Corporate Affairs (MCA) has launched a "Green Initiative in Corporate Governance" (Circular No. 17/2011 dated April 21, 2011 and Circular No. 18/2011 dated April 29, 2011) by allowing various documents to be sent to you - under the provisions of Companies Act, 2013 - to your registered email address; thereby enabling paperless compliance. Keeping in view the underlying theme and the circular issued by MCA, we send all documents to you - like General Meeting Notices (including AGM), Audited Financial Statements, Directors' Report and Auditors' Report, Postal Ballot Notice etc., in electronic form, to the e-mail address provided by you and made available to us by the Depositories.

  The soft copy of the Annual Report would be uploaded in the Company's website www.esabindia.com under investor relations page.

Shares held in Dematerialised form

For Shareholders holding shares in Dematerialised form, the Company will send documents in electronic form to the email ID registered with the Depository. All Shareholders are requested to ensure that the registered email ID with the Depository should be current and updated.

Shares held in Physical form

Shareholders having shares in physical form should provide their email ID to the Company for receiving notices and / or documents electronically. To register their email ID with the company, Shareholders are requested to send a communication addressed to the Company Secretary.

For and on behalf of the Board of Directors

Kevin J Johnson
Chairman

Place : Chennai
Date : 21 May, 2021

Auditor's Report on Corporate Governance

Independent Auditor's Report on compliance with the conditions of Corporate Governance as per provisions of Chapter IV of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended

To

The Members of ESAB India Limited

1. The Corporate Governance Report prepared by ESAB India Limited (hereinafter the "Company"), contains details as specified in regulations 17 to 27, clauses (b) to (i) of sub - regulation (2) of regulation 46 and para C, D, and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("the Listing Regulations") ('Applicable criteria') for the year ended March 31, 2021 as required by the Company for annual submission to the Stock exchange.

Management's Responsibility

2. The preparation of the Corporate Governance Report is the responsibility of the Management of the Company including the preparation and maintenance of all relevant supporting records and documents. This responsibility also includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Corporate Governance Report.
3. The Management along with the Board of Directors are also responsible for ensuring that the Company complies with the conditions of Corporate Governance as stipulated in the Listing Regulations, issued by the Securities and Exchange Board of India.

Auditor's Responsibility

4. Pursuant to the requirements of the Listing Regulations, our responsibility is to provide a reasonable assurance in the form of an opinion whether, the Company has complied with the conditions of Corporate Governance as specified in the Listing Regulations.
5. We conducted our examination of the Corporate Governance Report in accordance with the Guidance Note on Reports or Certificates for Special Purposes and the Guidance Note on Certification of Corporate Governance, both issued by the Institute of Chartered Accountants of India ("ICAI"). The Guidance Note on Reports or Certificates for Special Purposes requires that we comply with the ethical requirements of the Code of Ethics issued by ICAI.
6. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.
7. The procedures selected depend on the auditor's judgement, including the assessment of the risks associated in compliance of the Corporate Governance Report with the applicable criteria. Summary of procedures performed include:
   i. Read and understood the information prepared by the Company and included in its Corporate Governance Report;
   ii. Obtained and verified that the composition of the Board of Directors with respect to executive and non-executive directors has been met throughout the reporting period;
   iii. Obtained and read the Register of Directors as on March 31, 2021 and verified that atleast one independent woman director was on the Board of Directors throughout the year;
   iv. Obtained and read the minutes of the following committee meetings / other meetings held from April 01, 2020 to March 31, 2021:
      (a) Board of Directors;
      (b) Audit Committee;
      (c) Annual General Meeting (AGM);
      (d) Stakeholders Relationship Committee;
      (e) Nomination and Remuneration Committee;
      (f) Corporate Social Responsibility Committee;
      (g) Risk Management Committee;
   v. Obtained necessary declarations from the directors of the Company.

vi. Obtained and read the policy adopted by the Company for related party transactions.

vii. Obtained the schedule of related party transactions during the year and balances at the year-end. Obtained and read the minutes of the audit committee meeting where in such related party transactions have been pre-approved prior by the audit committee.

viii. Performed necessary inquiries with the management and also obtained necessary specific representations from management.

8. The above-mentioned procedures include examining evidence supporting the particulars in the Corporate Governance Report on a test basis. Further, our scope of work under this report did not involve us performing audit tests for the purposes of expressing an opinion on the fairness or accuracy of any of the financial information or the financial statements of the Company taken as a whole.

Opinion

9. Based on the procedures performed by us, as referred in paragraph 7 above, and according to the information and explanations given to us, we are of the opinion that the Company has complied with the conditions of Corporate Governance as specified in the Listing Regulations, as applicable for the year ended March 31, 2021, referred to in paragraph 4 above.

Other matters and Restriction on Use

10. This report is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

11. This report is addressed to and provided to the members of the Company solely for the purpose of enabling it to comply with its obligations under the Listing Regulations with reference to compliance with the relevant regulations of Corporate Governance and should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care or for any other purpose or to any other party to whom it is shown or into whose hands it may come without our prior consent in writing. We have no responsibility to update this report for events and circumstances occurring after the date of this report.

For **S R Batliboi & Associates LLP**
Chartered Accountants
ICAI Firm Registration No. 101049W / E300004

Per S Balasubrahmanyam
Partner
Membership No. 053315
UDIN: 21053315AAAABR9627

Place: Chennai
Date : May 21, 2021

Independent Auditor's Report

to the Members of ESAB INDIA LIMITED

Report on the Audit of the Ind AS Financial Statements

Opinion

We have audited the accompanying Ind AS financial statements of ESAB India Limited ("the Company"), which comprise the Balance sheet as at March 31 2021, the Statement of Profit and Loss, including the statement of Other Comprehensive Income, the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and notes to the Ind AS financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Ind AS financial statements give the information required by the Companies Act, 2013, as amended ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2021, its profit including other comprehensive loss, its cash flows and the changes in equity for the year ended on that date.

Basis for Opinion

We conducted our audit of the Ind AS financial statements in accordance with the Standards on Auditing (SAs), as specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the 'Auditor's Responsibilities for the Audit of the Ind AS Financial Statements' section of our report. We are independent of the Company in accordance with the 'Code of Ethics' issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Ind AS financial statements.

Emphasis of matter

We draw attention to Note 43 of the Financial Statements which describes the impact of Covid-19 pandemic, and its possible consequential implications, if any, on the Company's operations including related uncertainties. Our opinion is not modified in respect of the matter.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Ind AS financial statements for the financial year ended March 31, 2021. These matters were addressed in the context of our audit of the Ind AS financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have determined the matters described below to be the key audit matters to be communicated in our report. We have fulfilled the responsibilities described in the Auditor's responsibilities for the audit of the Ind AS financial statements section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the Ind AS financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying Ind AS financial statements.

Key audit matters	How our audit addressed the key audit matter
Revenue from Contract with Customers (as described in note 2.2(d) on revenue recognition of the Ind AS financial statements)	
Revenue from Contracts with Customers amounting to ₹ 68,116 (lakhs) involves key judgements relating to identification of distinct performance obligations, determination of transaction price of the identified performance obligations, the appropriateness of the basis used to measure revenue recognized at a point of time. Due to the judgement relating to determination of point of time in satisfaction of performance obligations with respect to sale of products, this matter is considered as Key Audit Matter.	Our audit approach consisted testing of the design and operating effectiveness of the internal controls and substantive testing as follows: • We evaluated the design of internal controls relating to the revenue accounting standard. • We selected a sample of continuing and new contracts, and tested the operating effectiveness of the internal control, relating to identification of the distinct performance obligations and determination of transaction price. We carried out a combination of procedures involving inquiry and observation,

Key audit matters	How our audit addressed the key audit matter
	reperformance and inspection of evidence in respect of operating evaluation of these controls. • We selected a sample of continuing and new contracts and performed the following procedures: - Read, analysed and identified the distinct performance obligations in these contracts; - Compared these performance obligations with that identified and recorded by the Company; - Considered the terms of the contracts to determine if the transfer of control of goods is satisfied at a point of time and the transaction price attributable to each performance obligation is recognised upon completion of each performance obligation. • We tested on sample basis whether specific revenue transactions around the year end have been recognised in appropriate period on the basis of the sale contract.
Provisions and contingencies pertaining to disputes (as described in note 35(b) on contingent liabilities of the Ind AS financial statements)	
The Company, in the normal course of business, is contesting various disputes, lawsuits, claims, proceedings including matters relating to taxes and commercial issues that arise from time to time. The Company assesses the need to make provision or disclose a contingency on a case-to-case basis considering the underlying facts of each such litigation or dispute. This assessment is significant to our audit, to assess adequacy of disclosure or provision in the books of account. The accounting and disclosure for contingent liabilities is complex & involves judgment in assessing the outcome of the matter and estimating the potential impact if the outcome is unfavorable, and the amounts involved are, or can be, material to the financial statements.	Our audit procedures included the following: • We assessed the Company's process for identification and evaluation of claims, monitoring significant developments arising from contingencies and the measurement of provisions for disputes, potential claims and litigation, contingent liabilities and disclosures. • We obtained a list of ongoing litigations from the Company. We selected a sample of litigations based on materiality and performed inquiries with the Company on the legal evaluation of these litigations. We have compared the said evaluation with the appropriateness of provision or disclosure in the financial statements. We have tested the underlying computation of the management in relation to the measurement of provision or the contingency. • We solicited legal letters from Company's external legal advisors with respect to the matters included in the summary. Where appropriate, we inspected correspondences connected with the cases. • We obtained the details of uncertain tax positions as at the year ended March 31, 2021. We inspected relevant communication with tax authorities. • We involved internal tax experts in assessing the nature and amount of material tax positions and assessed the technical merits of the Company's tax positions based on the correspondence, assessments and settlements from the relevant tax authorities. • Our internal tax experts also considered legal precedence and other rulings in evaluating management's position on these contingencies. • We also evaluated the adequacy of disclosures in the financial statements.

Other Information

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual report, but does not include the Ind AS financial statements and our auditor's report thereon.

Our opinion on the Ind AS financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the Ind AS financial statements, our responsibility is to read the other information and, in doing so, consider whether such other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Ind AS Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these Ind AS financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Ind AS financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Ind AS Financial Statements

Our objectives are to obtain reasonable assurance about whether the Ind AS financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Ind AS financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Ind AS financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report.

However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the Ind AS financial statements, including the disclosures, and whether the Ind AS financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Ind AS financial statements for the financial year ended March 31, 2021 and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we give in the "Annexure 1" a statement on the matters specified in paragraphs 3 and 4 of the Order.

2. As required by Section 143(3) of the Act, we report that:

   (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;

   (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;

   (c) In our opinion, the aforesaid Ind AS financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended;

   (d) On the basis of the written representations received from the directors as on March 31, 2021 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2021 from being appointed as a director in terms of Section 164 (2) of the Act;

   (e) With respect to the adequacy of the internal financial controls over financial reporting of the Company with reference to these Ind AS financial statements and the operating effectiveness of such controls, refer to our separate Report in "Annexure 2" to this report;

   (f) In our opinion, the managerial remuneration for the year ended March 31, 2021 has been paid / provided by the Company to its directors in accordance with the provisions of section 197 read with Schedule V to the Act;

   (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:

      i. The Company has disclosed the impact of pending litigations on its financial position in its Ind AS financial statements - Refer Note 35(b) to the Ind AS financial statements;

      ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;

      iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

For **S R BATLIBOI & ASSOCIATES LLP**
Chartered Accountants
ICAI Firm Registration No. 101049W / E300004

per S Balasubrahmanyam
Partner
Membership No. 053315
UDIN : 21053315AAAABQ5546

Place : Chennai
Date : May 21, 2021

Annexure 1 to the Independent Auditor's Report of even date on the Ind AS financial statements of ESAB India Limited

(i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.

(b) Fixed assets have been physically verified by the management during the year and no material discrepancies were identified on such verification.

(c) According to the information and explanations given by the management, the title deeds of immovable properties included in property, plant and equipment are held in the name of the Company.

(ii) The inventory has been physically verified by the management during the year. In our opinion, the frequency of verification is reasonable. No material discrepancies were noticed on such physical verification. Inventories lying with third parties have been confirmed by them as at year end and no material discrepancies were noticed in respect of such confirmations.

(iii) (a) The Company has granted loan to a Fellow Subsidiary covered in the register maintained under Section 189 of the Companies Act, 2013. In our opinion and according to the information and explanations given to us, the terms and conditions of the grant of such loan is not prejudicial to the Company's interest.

(b) The Company has granted loan to a Company covered in the register maintained under Section 189 of the Companies Act, 2013. The schedule of repayment of principal and payment of interest has been stipulated for the loans granted and the repayment/receipts are regular.

(c) There are no amounts of loans granted to Companies, firms or other parties listed in the register maintained under Section 189 of the Companies Act, 2013 which are overdue for more than ninety days.

(iv) In our opinion and according to the information and explanations given to us, there are no investments, guarantees, and securities granted in respect of which provisions of Section 185 and 186 of the Companies Act, 2013 are applicable and hence not commented upon. In our opinion and according to the information and explanations given to us, provisions of Section 186, in respect of loans given have been complied with by the Company.

(v) The Company has not accepted any deposits within the meaning of Sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended). Accordingly, the provisions of clause 3(v) of the Order are not applicable.

(vi) We have broadly reviewed the books of account maintained by the Company pursuant to the rules made by the Central Government for the maintenance of cost records under Section 148(1) of the Companies Act, 2013 relating to certain products of the Company to which such rules apply and are of the opinion that prima facie, the specified accounts and records have been made and maintained. We have not, however, made a detailed examination of the same.

(vii) (a) Undisputed statutory dues including provident fund, employees' state insurance, duty of customs, goods and service tax, income tax and other material statutory dues have generally been regularly deposited with the appropriate authorities though there has been a slight delay in relation to employees' state insurance and professional tax.

(b) According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, employees' state insurance, duty of customs, goods and service tax, income-tax and other material statutory dues applicable to it were outstanding, at the year end, for a period of more than six months from the date they became payable.

(c) According to the records of the Company, the dues of Sales tax, Excise duty, Service tax and Income tax on account of any dispute, are as follows:

Name of the Statute	Nature of Dues	Amount * (₹ in lakhs)	Period to which the amount relates	Forum where dispute is pending
Sales Tax	Non Submission of Sales tax Forms	973	1996-98	Assistant Commissioner, Commercial Taxes
		54	2015-18	Deputy Commissioner, Commercial Taxes
		101	2011-15	Madras High Court
Central Excise Act, 1944	Excise duty	935	1997-00	Central Excise & Service Tax Appellate Tribunal
		410	2007-11	Central Excise & Service Tax Appellate Tribunal
		47	2011-15	Central Excise & Service Tax Appellate Tribunal
		86	2011-15	Commissioner of Central Excise
		10	Various periods	Various forums
Finance Act, 1994	Service Tax	1	2016-17	Commissioner of Central Excise (Appeals)
		107	2006-11	Central Excise & Service Tax Appellate Tribunal
		6	2003-05	Joint Commissioner, Service Tax

Name of the Statute	Nature of Dues	Amount * (₹ in lakhs)	Period to which the amount relates	Forum where dispute is pending
Income Tax Act, 1961	Income Tax	190	AY 2003-04	Deputy Commissioner of Income Tax
		78	AY 2004-05	Deputy Commissioner of Income Tax
		238	AY 2017-18	Commissioner of Income Tax (Appeals)

** Out of the total disputed dues, an amount of ₹ 88 lakhs for excise and service tax related matters, ₹ 152 lakhs for income tax matters and ₹ 132 lakhs for sales tax matters was pre-deposited by the Company.*

(viii) The Company did not have any outstanding loans or borrowings dues in respect of a financial institution or bank or to government or dues to debenture holders during the year.

(ix) According to the information and explanations given by the management and audit procedures performed by us, the Company has not raised any money by way of initial public offer / further public offer / debt instruments and term loans hence, reporting under Clause (ix) is not applicable to the Company and hence not commented upon.

(x) Based upon the audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given by the management, we report that no fraud by the Company or no fraud on the company by the officers and employees of the Company has been noticed or reported during the year.

(xi) According to the information and explanations given by the management and audit procedures performed by us, the managerial remuneration has been paid / provided in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Companies Act, 2013.

(xii) In our opinion, the Company is not a Nidhi Company. Therefore, the provisions of Clause 3(xii) of the order are not applicable to the Company and hence not commented upon.

(xiii) According to the information and explanations given by the management and audit procedures performed by us, transactions with the related parties are in compliance with Section 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the notes to the financial statements, as required by the applicable accounting standards.

(xiv) According to the information and explanations given to us and on an overall examination of the balance sheet, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review and hence, reporting requirements under Clause 3(xiv) are not applicable to the Company and, not commented upon.

(xv) According to the information and explanations given by the management and audit procedures performed by us, the Company has not entered into any non-cash transactions with directors or persons connected with him as referred to in Section 192 of Companies Act, 2013.

(xvi) According to the information and explanations given to us, the provisions of Section 45-IA of the Reserve Bank of India Act, 1934 are not applicable to the Company.

For **S R BATLIBOI & ASSOCIATES LLP**
Chartered Accountants
ICAI Firm Registration No. 101049W / E300004

per S Balasubrahmanyam
Partner
Membership No. 053315
UDIN : 21053315AAAABQ5546

Place : Chennai
Date : May 21, 2021

Annexure 2 to the Independent Auditor's Report of even date on the Ind AS financial statements of ESAB India Limited

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls with reference to financial statements of ESAB India Limited ("the Company") as of March 31, 2021 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's Management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India ("ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to these financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, as specified under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both issued by ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to these financial statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to these financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls with reference to these financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls with reference to these financial statements.

Meaning of Internal Financial Controls With Reference to these Financial Statements

A company's internal financial controls with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorisations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls With Reference to Financial Statements

Because of the inherent limitations of internal financial controls with reference to financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to financial statements to future periods are subject to the risk that the internal financial control with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, adequate internal financial controls with reference to financial statements and such internal financial controls with reference to financial statements were operating effectively as at March 31, 2021, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

For **S R BATLIBOI & ASSOCIATES LLP**
Chartered Accountants
ICAI Firm Registration No. 101049W / E300004

per S Balasubrahmanyam
Partner
Membership No. 053315
UDIN : 21053315AAAABQ5546

Place : Chennai
Date : May 21, 2021

Balance Sheet
as at March 31, 2021

(All amounts are in lakhs of Indian rupees, unless otherwise stated)

	Notes	As at March 31, 2021	As at March 31, 2020
Assets			
Non-current assets			
Property, plant and equipment	3	**8,494**	7,935
Capital work in progress	3	**251**	653
Intangible assets	3	**69**	147
Right-of-use assets	36	**401**	560
Financial assets			
(i) Other financial assets	4	**261**	297
Deferred tax assets (net)	33	**145**	153
Other assets	5	**81**	166
TOTAL		**9,702**	9,911
Current assets			
Inventories	6	**7,349**	7,841
Financial assets			
(i) Investments	7	**4,124**	6,998
(ii) Loans	8	**1,800**	–
(iii) Trade receivables	9	**9,882**	8,460
(iv) Cash and cash equivalents	10	**1,857**	1,868
(v) Bank balances other than (iv) above	10	**2,345**	8,146
(vi) Other financial assets	11	**198**	488
Other assets	12	**947**	1,486
Current tax assets (net)	13a	**406**	422
		28,908	35,709
Asset held for sale	14	**209**	209
Total assets		**38,819**	45,829
Equity and liabilities			
Equity			
Equity Share Capital	15	**1,539**	1,539
Other Equity	16	**24,383**	32,236
Total equity		**25,922**	33,775
Non-current liabilities			
Financial liabilities			
Lease liabilities	36	**193**	340
Long term provisions	17	**498**	370
		691	710
Current liabilities			
Financial Liabilities			
Lease liabilities	36	**146**	128
Trade payables			
(A) total outstanding dues of micro enterprises and small enterprises	18	**1,901**	915
(B) total outstanding dues of creditors other than micro enterprises and small enterprises	18	**7,738**	7,897
Other financial liabilities	19	**740**	677
Short term provisions	17	**494**	674
Liabilities for current tax (net)	13b	**5**	170
Other current liabilities	20	**1,182**	883
		12,206	11,344
Total liabilities		**12,897**	12,054
Total equity and liabilities		**38,819**	45,829
Summary of significant accounting policies	2		

The accompanying notes are an integral part of the financial statements

As per our report of even date

For and on behalf of the Board of Directors of **ESAB INDIA LIMITED**

For **S R Batliboi & Associates LLP**
Chartered Accountants
Firm Registration No. 101049W / E300004

S Balasubrahmanyam
Partner
Membership No. 053315

Rohit Gambhir
Managing Director
DIN: 06686250

K Vaidyanathan
Director
DIN: 00063692

B Mohan
Vice President - Finance and Chief Financial Officer

S Venkatakrishnan
Company Secretary

Place : Chennai
Date : May 21, 2021

Statement of Profit and Loss
for the year ended March 31, 2021

(All amounts are in lakhs of Indian rupees, unless otherwise stated)

	Notes	For the year ended March 31, 2021	For the year ended March 31, 2020
Revenue from contract with customers	21	**68,116**	69,796
Other income	22	**773**	849
Finance income	23	**345**	502
Total income		**69,234**	71,147
Expenses			
Cost of raw materials and components consumed	24	**31,063**	34,534
Purchase of stock in trade	24	**12,434**	9,450
(Increase) / decrease in inventories	24	**418**	(400)
Employee benefits expense	25	**7,632**	7,556
Depreciation and amortisation expense	26	**1,171**	1,258
Finance cost	27	**41**	50
Other expenses	28	**8,422**	8,975
Total expense		**61,181**	61,423
Profit before Exceptional items and taxes		**8,053**	9,724
Exceptional Items		**–**	–
Profit before tax		**8,053**	9,724
Current tax	33	**2,055**	2,439
Adjustment of tax relating to earlier periods	33	**33**	147
Deferred tax expense / (credit)	33	**36**	(3)
Income tax expense		**2,124**	2,583
Profit for the year		**5,929**	7,141
Other comprehensive income / (loss)	30		
Items that will not be reclassified to Profit or Loss in subsequent years			
- Re-measurement gains / (losses) on defined benefit plans		**(110)**	(34)
- Income tax effect		**28**	9
Other comprehensive income / (loss) for the year, net of tax		**(82)**	(25)
Total comprehensive income for the year, net of tax		**5,847**	7,116
Earnings per share			
Basic and Diluted Earnings per share	31	**38.52**	46.40
Summary of significant accounting policies	2		

The accompanying notes are an integral part of the financial statements

As per our report of even date

For and on behalf of the Board of Directors of **ESAB INDIA LIMITED**

For **S R Batliboi & Associates LLP**
Chartered Accountants
Firm Registration No. 101049W / E300004

S Balasubrahmanyam
Partner
Membership No. 053315

Rohit Gambhir
Managing Director
DIN: 06686250

K Vaidyanathan
Director
DIN: 00063692

B Mohan
Vice President - Finance and
Chief Financial Officer

S Venkatakrishnan
Company Secretary

Place : Chennai
Date : May 21, 2021

Statement of Cash Flow
for the year ended March 31, 2021

(All amounts are in lakhs of Indian rupees, unless otherwise stated)

Particulars	Notes	March 31, 2021	March 31, 2020
A. Cash flow from Operating Activities:			
Profit before tax after exceptional items		**8,053**	9,724
Adjustments to reconcile profit before tax to net cash flows:			
Dividend from investments	22	**–**	(173)
Fair value of investments	22	**(9)**	(147)
Profit on sale of investments	22	**(130)**	(62)
(Profit) / loss on sale of property, plant and equipment	22,28	**(1)**	1
Unrealised foreign exchange loss / (gain)		**31**	(120)
Provision / (Write back) of provision for doubtful receivables	22,28	**(24)**	34
Interest on bank deposits and others	23	**(235)**	(429)
Interest from loan to related party	23	**(106)**	(69)
Others	23	**(4)**	(4)
Finance cost	27	**41**	50
Depreciation and amortisation expense	26	**1,171**	1,258
Provision for warranty	28	**128**	103
Property, plant and equipment written off	28	**24**	42
Working capital adjustments:			
(Increase) / decrease in inventories		**492**	(1,026)
(Increase) / decrease in trade receivables		**(1,394)**	(2,162)
(Increase) / decrease in other financial assets		**64**	(89)
(Increase) / decrease in other assets		**544**	127
Increase / (decrease) in trade payables		**792**	521
Increase / (decrease) in other financial liabilities		**29**	1,033
Increase / (decrease) in provisions		**(290)**	(160)
Increase / (decrease) in other current liabilities		**299**	(256)
Operating cash flow after working capital changes		**9,475**	8,196
Taxes paid, net of refund		**(2,237)**	(2,478)
Net cash flows from operating activities		**7,238**	5,718
B. Cash flow from Investing activities:			
Capital expenditure (including capital work in progress and capital advances)		**(1,044)**	(1,978)
Proceeds from sale of property, plant and equipment		**10**	5
Purchase of current investments		**(18,849)**	(27,765)
Proceeds from sale of current investments		**21,862**	24,003
Dividend received from investments		**–**	173
Investment in bank deposits		**(2,082)**	(8,300)
Redemption / maturity of bank deposits		**7,917**	1,741
Interest income		**542**	113
Net cash flows from / (used in) investing activities		**8,356**	(12,008)
C. Cash flow from Financing activities:			
Dividend to shareholders		**(13,700)**	–
Finance cost		**(41)**	(50)
Payment of principal portion of lease liabilities		**(129)**	(106)
Loan to related party		**(3,000)**	–
Repayment received from loan to related pary		**1,200**	3,850
Interest received from loan to related party		**65**	157
Net cash flows used in financing activities		**(15,605)**	3,851
Net increase / (decrease) in cash and cash equivalents		**(11)**	(2,439)
Cash and cash equivalents at the beginning of the year	10.1	**1,868**	4,307
Cash and cash equivalents at year end	10.1	**1,857**	1,868
Summary of significant accounting policies	2		

The accompanying notes are an integral part of the financial statements

As per our report of even date

For **S R Batliboi & Associates LLP**
Chartered Accountants
Firm Registration No. 101049W / E300004

S Balasubrahmanyam
Partner
Membership No. 053315

Place : Chennai
Date : May 21, 2021

For and on behalf of the Board of Directors of **ESAB INDIA LIMITED**

Rohit Gambhir
Managing Director
DIN: 06686250

K Vaidyanathan
Director
DIN: 00063692

B Mohan
Vice President - Finance and Chief Financial Officer

S Venkatakrishnan
Company Secretary

Statement of Changes in Equity
for the year ended March 31, 2021

(All amounts are in lakhs of Indian rupees, unless otherwise stated)

A. Equity Share Capital

Equity shares of ₹ 10 each issued, subscribed and fully paid	Numbers	₹
At 31 March 2020	15,393,020	1,539
At 31 March 2021	15,393,020	1,539

B. Other Equity

For the year ended 31 March 2021

Particulars	Reserves and Surplus				
	Securities Premium	Retained Earnings	Amalgamation Reserve	General Reserve	Total Other Equity
As at 1 April 2020	**932**	**26,214**	**100**	**4,990**	**32,236**
Profit for the year	–	5,929	–	–	5,929
Other comprehensive income (Refer note 30)	–	(82)	–	–	(82)
Total comprehensive income	**–**	**5,847**	**–**	**–**	**5,847**
Dividend to shareholders (Refer note 15)	–	(13,700)	–	–	(13,700)
At 31 March 2021	**932**	**18,361**	**100**	**4,990**	**24,383**

For the year ended 31 March 2020

Particulars	Reserves and Surplus				
	Securities Premium	Retained Earnings	Amalgamation Reserve	General Reserve	Total Other Equity
As at 1 April 2019	**932**	**19,098**	**100**	**4,990**	**25,120**
Profit for the year	–	7,141	–	–	7,141
Other comprehensive income (Refer note 30)	–	(25)	–	–	(25)
Total comprehensive income	**–**	**7,116**	**–**	**–**	**7,116**
Dividend to shareholders including dividend distribution tax	–	–	–	–	–
At 31 March 2020	**932**	**26,214**	**100**	**4,990**	**32,236**

The accompanying notes are an integral part of the financial statements

As per our report of even date

For and on behalf of the Board of Directors of **ESAB INDIA LIMITED**

For **S R Batliboi & Associates LLP**
Chartered Accountants
Firm Registration No. 101049W / E300004

Rohit Gambhir
Managing Director
DIN: 06686250

K Vaidyanathan
Director
DIN: 00063692

S Balasubrahmanyam
Partner
Membership No. 053315

B Mohan
Vice President - Finance and
Chief Financial Officer

S Venkatakrishnan
Company Secretary

Place : Chennai
Date : May 21, 2021

Notes to financial statements for the year ended March 31, 2021

(All amounts are in lakhs of Indian rupees, unless otherwise stated)

1. Company Overview

ESAB India Limited ("the Company") was incorporated on November 10, 1987 and commenced its business operations in July 1988. The Company is a Public Limited Company domiciled in India and has its primary listings on BSE Limited and National Stock Exchange of India Limited in India. The registered office of the Company is located at Plot No.13, 3rd Main Road, Industrial Estate, Ambattur, Chennai 600 058. The Company is engaged in the business of fabrication technology. The Company caters to both domestic and international markets.

The financial statements were authorized for issue in accordance with the resolution passed by the Board of Directors on May 21, 2021.

2. Significant Accounting Policies

2.1 Basis of Preparation

The financial statements of the Company have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time) and presentation requirements of Division II of Schedule III to the Companies Act, 2013 (Ind AS compliant Schedule III) as applicable to these financial statements.

The financial statements have been prepared on a historical cost basis, except for certain financial assets and liabilities measured at fair value (refer accounting policy regarding financial instruments). The financial statements are presented in lakhs of Indian rupees and all values are rounded to the nearest lakhs, except when otherwise indicated.

2.2 Summary of Significant Accounting Policies

a) Current versus non-current classification

The Company presents assets and liabilities in the balance sheet based on current / non-current classification. An asset is treated as current when it is:

- Expected to be realised or intended to be sold or consumed in normal operating cycle;
- Held primarily for the purpose of trading;
- Expected to be realised within twelve months after the reporting period; or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in normal operating cycle;
- It is held primarily for the purpose of trading;
- It is due to be settled within twelve months after the reporting period; or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

The Company classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities. The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The Company has identified twelve months as its operating cycle.

b) Foreign currency transactions and balances

Financial Statements are presented in Indian rupees (₹) which is also the functional currency of the Company. Transactions in foreign currencies are initially recorded by the functional currency spot rates at the date the transaction first qualifies for recognition.

Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates of exchange at the reporting date. Exchange differences arising on settlement or translation of monetary items are recognised in statement of profit or loss.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined. The gain or loss arising on translation of non-monetary items measured at fair value is treated in line with the recognition of the gain or loss on the change in fair value of the item (i.e., translation differences on items whose fair value gain or loss is recognised in OCI or profit or loss are also recognised in OCI or profit or loss, respectively).

c. Fair value measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

In the principal market for the asset or liability, or

In the absence of a principal market, in the most advantageous market for the asset or liability.

The principal or the most advantageous market must be accessible by the Company. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use of selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate under the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within

the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

(i)	Level 1	Quoted (unadjusted) market prices in active markets for identical assets or liabilities.
(ii)	Level 2	Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.
(iii)	Level 3	Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

This note summarizes accounting policy for fair value. Other fair value related disclosures are given in the relevant notes to the financial statements.

d. Revenue from contract with customers

Revenue from contracts with customers is recognised when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods or services. The Company has generally concluded that it is the principal in its revenue arrangements, because it typically controls the goods or services before transferring them to the customer.

Sale of products:

Revenue from sale of products is recognised at the point in time when control of the asset is transferred to the customer, generally on despatch of products from the factory gate. The normal credit term is 0 to 120 days of sale.

The Company considers whether there are other promises in the contract that are separate performance obligations to which a portion of the transaction price needs to be allocated.

Warranty obligations:

The Company typically provides warranties for general repairs of defects that existed at the time of sale, as required by law. These assurance-type warranties are accounted for under Ind AS 37 Provisions, Contingent Liabilities and Contingent Assets. Refer to the accounting policy on warranty provisions in section (l) Provisions.

The Company provides normal warranty provisions for one year on equipment products sold.

Installation services:

The Company provides installation services that are bundled together with the sale of certain products for which the installation services can be obtained from other providers and does not significantly customise or modify the product.

The Company recognises revenue from installation services at a point in time when the service is completed, using an expected cost plus margin method to estimate the standalone selling price.

Rendering of services:

Revenue from services is recognised when the services are rendered in accordance with the specific terms of contract and when collectability of the resulting receivable is reasonably assured.

Dividend income:

Dividend income is recognised when the Company's right to receive payment has been established.

Interest Income:

Interest income from financial assets is recognised at the effective interest rate method applicable on initial recognition. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable.

Export Benefits:

Income from export incentives such as Service Exports from India Scheme (SEIS) are recognised when there is reasonable assurance that the grant will be received and all attached conditions will be complied with. Export Benefits are recognised on export of products and services on availment of any such benefits, as applicable.

Contract Balances

Trade receivables:

A receivable represents the Company's right to an amount of consideration that is unconditional (i.e., only the passage of time is required before payment of the consideration is due). Refer to accounting policies of financial assets in section (n) Financial instruments – initial recognition and subsequent measurement.

e. Income Taxes

(i) Current income tax

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date in the country where the Company operates and generates taxable income.

Current income tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Accruals for uncertain tax positions require management to make judgments of potential exposures. Accruals for uncertain tax positions are measured using either the most likely amount or the expected value amount depending on which method the entity expects to better predict the resolution of the uncertainty. Tax benefits are not recognized unless the tax positions will probably be accepted by the tax authorities. This is based upon management's interpretation of applicable laws and regulations and the expectation of how the tax authority will resolve the matter. Once considered probable of not being accepted, management reviews each material tax benefit and reflects the effect of the uncertainty in determining the related taxable amounts.

(ii) Deferred tax

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax liabilities are recognised for all taxable temporary differences, except when the deferred tax liability arises from an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss.

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised, except when the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

f. Non-current assets held for sale

The Company classifies non-current assets as held for sale if their carrying amounts will be recovered principally through a sale rather than through continuing use. Actions required to complete the sale should indicate that it is unlikely that significant changes to the sale will be made or that it is unlikely that the decision to sell will be withdrawn. Management must be committed to the sale expected within one year from the date of classification.

The criteria for held for sale classification is met only when the asset is available for immediate sale in its present condition, subject only to terms that are usual and customary for sale of such assets, its sale is highly probable; and it will genuinely be sold, not abandoned. The Company treats sale of the asset to be highly probable when:

- The appropriate level of management is committed to a plan to sell the asset,
- An active programme to locate a buyer and complete the plan has been initiated (if applicable),
- The asset is being actively marketed for sale at a price that is reasonable in relation to its current fair value,
- The sale is expected to qualify for recognition as a completed sale within one year from the date of classification, and
- Actions required to complete the plan indicate that it is unlikely that significant changes to the plan will be made or that the plan will be withdrawn.

Non-current assets held for sale are measured at the lower of their carrying amount and the fair value less costs to sell. Assets and liabilities classified as held for sale are presented separately in the balance sheet.

Property, plant and equipment and intangible assets once classified as held for sale are not depreciated or amortised.

g. Property, plant and equipment

Property, plant and equipments held for use in the production or supply of goods or services, or for administrative purposes,

are stated in the Balance Sheet at cost less accumulated depreciation and impairment losses, if any. The cost of an asset comprises its purchase price or its construction cost (net of applicable tax credits), any cost directly attributable to bring the asset into the location and condition necessary for it to be capable of operating in the manner intended by the Management. Such cost includes the cost of replacing part of the plant and equipment and professional fees. Any trade discounts and rebates are deducted in arriving at the purchase price. Parts of an item of Property, plant and equipment having different useful lives and significant value and subsequent expenditure on Property, plant and equipment arising on account of capital improvement or other factors are accounted for as separate components. All other repair and maintenance costs are recognised in profit or loss as incurred.

Items of stores and spares that meet the definition of Property, plant and equipment are capitalized at cost and depreciated over their useful life. Otherwise, such items are classified as inventories.

Capital work in progress is stated at cost, less any recognised impairment loss. Such assets are classified to the appropriate categories of Property, plant and equipment when completed and ready for intended use. Depreciation of these assets, commences when the assets are ready for their intended use.

Depreciation is provided on the cost of Property plant and equipment less their residual values, using the straight line method over the useful life of Property plant and equipment as stated in the Schedule II to the Companies Act, 2013 or based on technical assessment by the Company. The Company has used the following useful lives to provide depreciation on its property, plant and equipment.

Particulars	Useful Life
Buildings	30 - 60 years
Plant & Machinery	4 - 21 years
Furniture and Fixtures	16 years
Vehicles	6 years

The estimated useful lives, residual values and depreciation method are reviewed on an annual basis and if necessary, changes in estimates are accounted for prospectively.

Depreciation on additions/deletions to Property, plant and equipment during the year is provided for on a pro-rata basis with reference to the date of additions/deletions. Depreciation on subsequent expenditure on Property, plant and equipment arising on account of capital improvement or other factors is provided for prospectively over the remaining useful life. Depreciation on refurbished/revamped Property, plant and equipment which are capitalized separately is provided for over the reassessed useful life.

An item of Property, plant and equipment is de-recognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of Property, plant and equipment is determined as the difference between the net sales proceeds and the carrying amount of the asset and is recognised as in the Statement of Profit and Loss.

h. Intangible Assets

Intangible assets with finite useful lives that are acquired separately are carried at cost less accumulated amortisation and accumulated impairment losses. Amortisation is recognised on a straight line basis over their estimated useful lives from the date of capitalisation. The estimated useful life is reviewed at the end of each reporting period and the effect of any changes in estimate being accounted for prospectively.

Computer software are amortized on a straight line basis over a period of 4 years.

Intangible assets is derecognised on disposal, or when no future economic benefits are expected from use or disposal. Gains or losses arising from derecognition of an intangible asset are determined as the difference between the net disposal proceeds and the carrying amount of the asset, and recognised in the Statement of Profit and Loss as and when the asset is derecognised.

i. Impairment of tangible and intangible assets

The Company assesses, at each reporting date, whether there is an indication that an asset may be impaired. If any indication exists, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) fair value less costs of disposal and its value in use. Recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.

The Company bases its impairment calculation on detailed budgets and forecast calculations, which are prepared separately for each of the Company's CGUs to which the individual assets are allocated. These budgets and forecast calculations generally cover a period of five years. For longer periods, a long-term growth rate is calculated and applied to project future cash flows after the fifth year. To estimate cash flow projections beyond periods covered by the most recent budgets/forecasts, the Company extrapolates cash flow projections in the budget using a steady or declining growth rate for subsequent years, unless an increasing rate can be justified. In any case, this growth rate does not exceed the long-term average growth rate for the products, industry or

country in which the entity operates, or for the market in which the asset is used.

Impairment losses of continuing operations are recognised in the statement of profit and loss.

An assessment is made at each reporting date to determine whether there is an indication that previously recognised impairment losses no longer exist or have decreased. If such indication exists, the Company estimates the asset's or CGU's recoverable amount. A previously recognised impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognised. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised for the asset in prior years. Such reversal is recognised in the statement of profit or loss unless the asset is carried at a revalued amount, in which case, the reversal is treated as a revaluation increase.

j. Inventories

Inventories are valued at the lower of cost and net realisable value. Costs incurred in bringing each product to its present location and condition are accounted for as follows:

Raw materials:

Cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on first in, first out basis.

Finished goods and work in progress:

Cost includes cost of direct materials and labour and a proportion of manufacturing overheads based on the normal operating capacity. Cost is determined on first in, first out basis.

Traded goods:

Cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on first in, first out basis.

Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale.

Stores and spares which do not meet the definition of Property, plant and equipment are accounted as inventories.

k. Retirement and other employee benefits

Employee benefits include salaries, wages, provident fund, gratuity, pension, compensated absences and other termination benefits.

i. Defined contribution plans

Retirement benefit in the form of provident fund is a defined contribution scheme. The Company has no obligation, other than the contribution payable to the provident fund. The Company recognises contribution payable to the provident fund scheme as an expenditure, when an employee renders the related service. If the contribution payable to the scheme for service received before the balance sheet date exceeds the contribution already paid, the deficit payable to the scheme is recognized as a liability after deducting the contribution already paid. If the contribution already paid exceeds the contribution due for services received before the balance sheet date, then excess is recognized as an asset to the extent that the pre payment will lead to, for example, a reduction in future payment.

ii. Defined benefit plans

The Company operates two defined benefit plans for its employees, viz., gratuity and pension. The costs of providing benefits under these plans are determined on the basis of actuarial valuation at each year-end. Separate actuarial valuation is carried out for each plan using the projected unit credit method. Actuarial gains and losses for both defined benefit plans are recognized in full in the period in which they occur in other comprehensive income(OCI). The Company has funded this with Life Insurance Corporation of India ('LIC').

Re-measurements, comprising of actuarial gains and losses, the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability and the return on plan assets (excluding amounts included in net interest on the net defined benefit liability), are recognised immediately in the balance sheet with a corresponding debit or credit to retained earnings through OCI in the period in which they occur. Remeasurement are not reclassified to profit or loss in subsequent periods.

Past service costs are recognised in statement of profit and loss on the earlier of:

(i) The date of the plan amendment or curtailment, and

(ii) The date that the Company recognises related restructuring costs.

Net interest is calculated by applying the discount rate to the net defined benefit liability or asset. The Company recognises the following changes in the net defined benefit obligation as an expense in the statement of profit and loss:

(i) Service costs comprising current service costs, past service costs, gains and losses on curtailments and non-routine settlements; and

(ii) Net interest expense or income.

iii. Other employee benefits

Accumulated leave, which is expected to be utilized within the next 12 months, is treated as short-term employee benefit. The Company measures the expected cost of such absences as the additional amount that it expects to pay as a result of the unused entitlement that has accumulated at the reporting date.

The Company treats accumulated leave expected to be carried forward beyond twelve months, as long-term employee benefit for measurement purposes. Such long-

term compensated absences are provided for based on the actuarial valuation using the projected unit credit method at the period-end. Actuarial gains / losses are immediately taken to other comprehensive income and are not deferred. The Company presents the leave as a current liability in the balance sheet, to the extent it does not have an unconditional right to defer its settlement for 12 months after the reporting date. Where Company has the unconditional legal and contractual right to defer the settlement for a period beyond 12 months, the same is presented as non-current liability.

l. Provisions

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that the Company will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation. The expense relating to a provision is presented in the statement of profit and loss net of any reimbursement. If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

Warranty provision

The Company provides normal warranty provisions for one year on equipment products sold, in line with the industry practice. Provisions for warranty-related costs are recognized as and when the products are sold to customers. Estimates are established using historical information as to the nature, frequency, and average costs of warranty claims. The estimate of such warranty-related costs is revised annually.

m. Contingent liabilities

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company. It includes a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. It also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The Company does not recognize a contingent liability but discloses its existence in the financial statements.

n. Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

i. Financial Assets

Initial recognition and measurement

All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset. Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e., the date that the Company commits to purchase or sell the asset.

Subsequent measurement

For purposes of subsequent measurement, financial assets are classified in the following categories:

(i) Debt instruments at amortised cost; and

(ii) Debt instruments at fair value through profits or loss (FVTPL)

Debt instruments at amortised cost

A 'debt instrument' is measured at the amortised cost if both the following conditions are met:

a) The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and

b) Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

This category is the most relevant to the Company. After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the profit or loss. The losses arising from impairment are recognised in the profit or loss. This category generally applies to trade and other receivables. For more information on receivables, refer to Note 9.

Debt instruments at fair value through profit or loss (FVTPL)

FVTPL is a residual category for debt instruments. Any debt instrument, which does not meet the criteria for categorization as at amortized cost or as Fair value through Other Comprehensive Income(FVTOCI), is classified as at FVTPL.

In addition, the Company may elect to designate a debt instrument, which otherwise meets amortized cost or FVTOCI criteria, as at FVTPL. However, such election is allowed only if by doing so reduces or eliminates a measurement or recognition inconsistency (referred to as 'accounting mismatch').

Debt instruments included within the FVTPL category are measured at fair value with all changes recognized in the statement of profit and loss account.

Derecognition

The Company derecognises a financial asset when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another party.

On derecognition of a financial asset in its entirety, the difference between the asset's carrying amount and the sum of the consideration received and receivable is recognised in the Statement of Profit and Loss.

Equity instruments at fair value through profit or loss (FVTPL)

Investments in equity instruments are classified at FVTPL, unless the Company irrevocably elects on initial recognition to present subsequent changes in fair value in other comprehensive income for investments in equity instruments which are not held for trading.

Equity instruments at FVTPL

Equity instruments at FVTPL are measured at fair value at the end of each reporting period, with any gains or losses arising on re-measurement recognised in profit or loss.

Impairment of financial assets

The Company assesses at each balance sheet date whether a financial asset or a group of financial assets is impaired. Ind AS 109 requires expected credit losses to be measured through a loss allowance. The Company recognises lifetime expected losses for trade receivables that do not constitute a financing transaction. For all other financial assets, expected credit losses are measured at an amount equal to 12 month expected credit losses or at an amount equal to lifetime expected losses, if the credit risk on the financial asset has increased significantly since initial recognition.

Trade receivables

The Company follows 'simplified approach' for recognition of impairment loss allowance on trade receivables. The application of simplified approach does not require the Company to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. The 12-month ECL is a portion of the lifetime ECL which results from default events that are possible within 12 months after the reporting date. ECL is the difference between all contractual cash flows that are due to the Company in accordance with the contract and all the cash flows that the entity expects to receive (i.e., all cash shortfalls), discounted at the original Effective interest rate.

As a practical expedient, the Company uses a provision matrix to determine impairment loss allowance on portfolio of its trade receivables. The provision matrix is based on its historically observed default rates over the expected life of the trade receivables and is adjusted for forward-looking estimates. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed.

ECL impairment loss allowance (or reversal) recognized during the period is recognized as income / expense in the statement of profit and loss (P&L). This amount is reflected under the head 'other expenses' in the P&L.

Financial assets measured as at amortised cost - ECL is presented as an allowance, i.e., as an integral part of the measurement of those assets in the balance sheet. The allowance reduces the net carrying amount. Until the asset meets write-off criteria, the Company does not reduce impairment allowance from the gross carrying amount.

For assessing increase in credit risk and impairment loss, the Company combines financial instruments on the basis of shared credit risk characteristics with the objective of facilitating an analysis that is designed to enable significant increases in credit risk to be identified on a timely basis.

ii. Financial Liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss or payables, as appropriate. All financial liabilities are recognised initially at fair value. The Company's financial liabilities include trade and other payables.

Subsequent measurement

Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Financial liabilities designated upon initial recognition at fair value through profit or loss are designated as such at the initial date of recognition, and only if the criteria in Ind AS 109 are satisfied. For liabilities designated as FVTPL, fair value gains / losses attributable to changes in own credit risks are recognized in OCI. These gains / losses are not subsequently transferred to statement of profit and loss. However, the Company may transfer the cumulative gain or loss within equity. All other changes in fair value of such liability are recognised in the statement of profit or loss. The Company has not designated any financial liability as at fair value through profit and loss.

Derecognition

The Company derecognises financial liabilities when, and only when, the Company's obligations are discharged, cancelled or have expired. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in the Statement of Profit and Loss.

iii. Reclassification of financial assets

The Company determines classification of financial assets and liabilities on initial recognition. After initial recognition, no reclassification is made for financial assets which are equity instruments and financial liabilities. For financial assets which are debt instruments, a reclassification is

made only if there is a change in the business model for managing those assets. Changes to the business model are expected to be infrequent. The Company's senior management determines change in the business model as a result of external or internal changes which are significant to the Company's operations. Such changes are evident to external parties. A change in the business model occurs when the Company either begins or ceases to perform an activity that is significant to its operations. If the Company reclassifies financial assets, it applies the reclassification prospectively from the reclassification date which is the first day of the immediately next reporting period following the change in business model. The Company does not restate any previously recognised gains, losses (including impairment gains or losses) or interest.

Original classification	Revised classification	Accounting treatment
Amortised cost	FVTPL	Fair value is measured at reclassification date. Difference between previous amortized cost and fair value is recognised in P&L.
FVTPL	Amortised cost	Fair value at reclassification date becomes its new gross carrying amount. EIR is calculated based on the new gross carrying amount.
Amortised cost	FVTOCI	Fair value is measured at reclassification date. Difference between previous amortised cost and fair value is recognised in OCI. No change in EIR due to reclassification.
FVTOCI	Amortised cost	Fair value at reclassification date becomes its new amortised cost carrying amount. However, cumulative gain or loss in OCI is adjusted against fair value. Consequently, the asset is measured as if it had always been measured at amortised cost.
FVTPL	FVTOCI	Fair value at reclassification date becomes its new carrying amount. No other adjustment is required.
FVTOCI	FVTPL	Assets continue to be measured at fair value. Cumulative gain or loss previously recognized in OCI is reclassified to P&L at the reclassification date.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

o. Cash and cash equivalents

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

p. Cash dividend

The Company recognises a liability to make cash distributions to equity holders when the distribution is authorised and the distribution is no longer at the discretion of the Company, i.e. liability is accrued on the date of authorisation. As per the corporate laws in India, a distribution of final dividend is authorised when it is approved by the shareholders, while the interim dividend is approved by the Board of Directors and paid directly to the shareholders. A corresponding amount is recognised directly in equity.

q. Earnings per share

Basic earnings per share are computed by dividing the net profit after tax by the weighted average number of equity shares outstanding during the period. Diluted earnings per share is computed by dividing the profit after tax by the weighted average number of equity shares considered for deriving basic earnings per share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares.

r. Leases

The Company assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

Company as a lessee

The Company applies a single recognition and measurement approach for all leases, except for short-term leases. The Company recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

a. Right-of-use assets

The Company recognises right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the assets. The right-of-use assets are also subject to impairment. Right-of-use assets mainly consists of land and building.

b. Lease Liabilities

At the commencement date of the lease, the Company recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Company and payments of penalties for terminating the lease, if the lease term reflects the Company exercising the option to terminate.

In calculating the present value of lease payments, the Company uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments (e.g., changes to future payments resulting from a change in an index or rate used to determine such lease payments) or a change in the assessment of an option to purchase the underlying asset.

c. Short-term leases

The Company applies the short-term lease recognition exemption to its short-term leases (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). Lease payments on short-term leases are recognised as expense on a straight-line basis over the lease term.

2.3 Changes in accounting policies and disclosures

New and amended standards

i. Amendments to Ind AS 116: Covid-19-Related Rent Concessions

The amendments provide relief to lessees from applying Ind AS 116 guidance on lease modification accounting for rent concessions arising as a direct consequence of the Covid-19 pandemic. As a practical expedient, a lessee may elect not to assess whether a Covid-19 related rent concession from a lessor is a lease modification. A lessee that makes this election accounts for any change in lease payments resulting from the Covid-19 related rent concession the same way it would account for the change under Ind AS 116, if the change were not a lease modification.

The amendments are applicable for annual reporting periods beginning on or after the 1 April 2020. In case, a lessee has not yet approved the financial statements for issue before the issuance of this amendment, then the same may be applied for annual reporting periods beginning on or after the 1 April 2019. This amendment had no impact on the financial statements of the Company.

ii. Amendments to Ind AS 1 and Ind AS 8: Definition of Material

The amendments provide a new definition of material that states, "information is material if omitting, misstating or obscuring it could reasonably be expected to influence decisions that the primary users of general purpose financial statements make on the basis of those financial statements, which provide financial information about a specific reporting entity." The amendments clarify that materiality will depend on the nature or magnitude of information, either individually or in combination with other information, in the context of the financial statements. A misstatement of information is material if it could reasonably be expected to influence decisions made by the primary users. These amendments had no impact on the financial statements of, nor is there expected to be any future impact to the Company.

These amendments are applicable prospectively for annual periods beginning on or after the 1 April 2020. The amendments to the definition of material are not expected to have a significant impact on the Company's financial statements.

3. Property, Plant & Equipment, Capital Work–in Progress & Intangible Assets

Particulars	Property, Plant and Equipment							Capital work in progress	Intangible Assets*
	Freehold land	Leasehold land	Buildings	Plant and Equipment	Furniture and Fixtures	Vehicles	Total		
	(Owned)		(Owned)	(Owned)	(Owned)	(Owned)			
Cost or valuation									
At 1 April 2019	**227**	**77**	**2,804**	**7,441**	**486**	**63**	**11,098**	**314**	**460**
Add : Additions	–	–	104	758	66	26	954	1,335	43
Less : Disposals / Write off	–	–	(1)	(50)	(1)	(7)	(59)	–	–
Less : Transferred to Right-of-use Asset	–	(77)	–	–	–	–	(77)	–	–
Less : Adjustments	–	–	(12)	(58)	(3)	–	(73)	–	–
Less : Capitalised during the year	–	–	–	–	–	–	–	(996)	–
At 31 March 2020	**227**	**–**	**2,895**	**8,091**	**548**	**82**	**11,843**	**653**	**503**
Add : Additions	–	–	273	1,155	38	55	1,521	1,124	5
Less : Disposals / Write off	–	–	–	(61)	–	(30)	(91)	–	–
Less : Capitalised during the year	–	–	–	–	–	–	–	(1,526)	–
At 31 March 2021	**227**	**–**	**3,168**	**9,185**	**586**	**107**	**13,273**	**251**	**508**
Accumulated Depreciation / Amortization / Impairment									
At 1 April 2019	**–**	**3**	**351**	**2,494**	**94**	**38**	**2,980**	**–**	**266**
Add : Depreciation charge for the year	–	–	112	851	41	11	1,015	–	90
Less : Disposals	–	–	–	(4)	–	(7)	(11)	–	–
Less : Adjustments	–	–	(12)	(58)	(3)	–	(73)	–	–
Less : Transferred to Right–of–use assets	–	(3)	–	–	–	–	(3)	–	–
At 31 March 2020	**–**	**–**	**451**	**3,283**	**132**	**42**	**3,908**	**–**	**356**
Add: : Depreciation charge for the year	–	–	120	751	43	15	929	–	83
Less : Disposals	–	–	–	(37)	–	(21)	(58)	–	–
Accumulated Depreciation/ Amortisation / Impairment	**–**	**–**	**571**	**3,997**	**175**	**36**	**4,779**	**–**	**439**
Net book value									
At 31 March 2021	227	–	2,597	5,188	411	71	8,494	251	69
At 31 March 2020	227	–	2,444	4,808	416	40	7,935	653	147

* Intangible Assets include Acquired Customer Lists, amounting to ₹ 28.

	31-Mar-21	31-Mar-20
4. Other non-current financial assets		
Unsecured, considered good - Carried at amortised cost		
Security deposits	**261**	297
	261	297
5. Other assets		
Capital advance	**47**	127
Advances other than capital advances		
Prepayments	**34**	39
	81	166
Considered doubtful		
Advance to employees	**33**	33
Other receivables	**44**	44
Less : Provision for doubtful advances	**(77)**	(77)
	0	0
	81	166
6. Inventories (lower of cost and net realisable value)		
Raw materials [includes in transit ₹ 1,030 (March 31, 2020 - ₹ 914)]	**3,178**	3,263
Work in progress	**341**	475
Finished goods		
- Manufactured goods	**1,748**	1,591
- Traded goods [includes in transit ₹ 546 (March 31, 2020 - ₹ 772)]	**1,909**	2,350
Stores and Spares	**173**	162
Total inventories at the lower of cost and net realisable value	**7,349**	7,841
7. Investments		
a) Investments at fair value through profit or loss		
Quoted mutual funds		
151,931 (March 31, 2020: 258,096) units in Aditya Birla Sun Life Liquid Fund - Growth - Regular Plan	**500**	820
Nil (March 31, 2020: 13,337) units in Axis Treasury Advantage Fund - Regular-Growth	**–**	301
Nil (March 31, 2020: 1,607,248) units in Franklin India Savings Fund Retail Option - Direct-Growth	**–**	609
Nil (March 31, 2020: 5,435,669) units in HDFC Ultra Short Term Fund - Regular-Growth	**–**	609
165,100 (March 31, 2020: 244,106) units in ICICI Prudential Liquid Fund - Growth	**500**	714
Nil (March 31, 2020: 5,357,621) units in IDFC Ultra Short Term Fund - Regular Plan - Growth	**–**	610
Nil (March 31, 2020: 17,668) units in Invesco India Treasury Advantage Fund - Direct Plan - Growth	**–**	506
Nil (March 31, 2020: 24,591) units in L&T Liquid Fund - Regular - Growth	**–**	667
Nil (March 31, 2020: 16,164) units in SBI Liquid Fund - Direct - Growth	**–**	503
Nil (March 31, 2020: 19,766) units in Tata Liquid Fund - Regular Plan - Growth	**–**	615

	31-Mar-21	31-Mar-20
Nil (March 31, 2020: 23,737) units in UTI Liquid Cash Plan - Regular Plan - Growth	–	768
Nil (March 31, 2020: 1,543,698) units in Franklin India Banking and PSU Debt Fund - Direct - Growth	–	261
16,299 (March 31, 2020: Nil) units in IDFC Cash Fund Growth (Direct Plan)	405	–
17,353 (March 31, 2020: Nil) units in HDFC Liquid Fund-Direct Plan-Growth Option	702	–
12,083 (March 31, 2020: Nil) units in Kotak Liquid Regular Plan-Growth	501	–
21,885 (March 31, 2020: Nil) units in Axis Liquid Fund - Direct-Growth	500	–
9,936 (March 31, 2020: Nil) units in Nippon India Liquid Fund - Direct Plan-Growth Plan-Growth Option	500	–
15,620 (March 31, 2020: Nil) units in SBI Liquid Fund - Regular - Growth	501	–
Total investments at fair value through profit or loss	4,109	6,983
Total cost of investments	4,100	6,800
b) Unquoted equity shares		
30,000 equity shares (31 March 2020: 3,600 shares) of M/s. Clean Wind Power (Pratapgarh) Private Limited	15	15
Total investments at fair value (a + b)	4,124	6,998

8. Loans (Considered good - Secured)

Loan to Related party (refer note 37)*	1,800	–
	1,800	–

* Secured by corporate guarantee from Colfax Corporation, the Ultimate Holding Company.

9. Trade receivables

Trade receivables	8,398	7,614
Receivables from related parties (refer note 37)	1,484	846
Total Trade receivables	9,882	8,460
Considered good - secured *	75	59
Considered good - unsecured	9,807	8,401
Trade Receivables - credit impaired	451	475
Impairment Allowance (allowance for bad and doubtful debts)		
Trade Receivables - credit impaired	(451)	(475)
	9,882	8,460

* Secured against deposits from dealers

No trade or other receivable are due from directors or other officers of the Company either severally or jointly with any other person nor any trade or other receivable are due from firms or private companies respectively in which any director is a partner, a director or a member. For terms and conditions relating to receivables from related parties, refer Note 37. Trade receivables are non-interest bearing and are generally on terms of 0 to 120 days based on the type of the customer.

Set out below is the movement in the allowance for expected credit losses of trade receivables.

Opening balance	475	441
Provision for expected credit losses (refer note 22, 28)	(24)	34
	451	475

	31-Mar-21	31-Mar-20
10.1 Cash and cash equivalents		
Balances with banks on current accounts	**1,856**	1,866
Cash on hand	**1**	2
	1,857	1,868
For the purpose of the statement of cash flows, cash and cash equivalents comprise of the above balances.		
10.2 Other bank balances		
In unpaid dividend accounts	**103**	69
Bank deposits with maturity greater than 3 months, less than 12 months*	**2,242**	8,077
	2,345	8,146
* Includes margin money deposits with the Company's bankers having a carrying amount of ₹ 2,242 (March 31, 2020 - ₹ 1,597) which are subject to first charge to secure the Company's bank guarantees.		
11. Other financial assets (current)		
Management service fee receivable from related parties (refer note 37)	**98**	122
Interest accrued on loan to related party (refer note 37)	**41**	–
Interest accrued on fixed deposits	**59**	366
	198	488
12. Other assets (current)		
Prepayments	**245**	247
Balance with Government authorities	**277**	660
Advance to suppliers	**406**	545
Advance to employees	**19**	34
	947	1,486
13. Income tax		
a. Income tax assets (Net)		
Advance income-tax	**406**	422
	406	422
b. Liability for current income tax (Net)		
Liability for current income tax (net)	**5**	170
	5	170
14. Assets held for sale		
Assets held for sale*	**209**	209
	209	209
* The Company has discontinued its operations at Khardah factory at Kolkata during the year ended March 31, 2015 and is in the process of finalising the sale of land to a prospective buyer.		

	31-Mar-21	31-Mar-20
15. Share Capital		
Authorised:		
1,90,00,000 (Previous years: 1,90,00,000) equity shares of ₹ 10/- each	**1,900**	1,900
30,00,000 (Previous years: 30,00,000) unclassified shares of ₹ 10/- each	**300**	300
	2,200	2,200
Issued, subscribed and paid-up:		
1,53,93,020 (Previous years: 1,53,93,020) equity shares of ₹ 10/- each fully paid-up	**1,539**	1,539

a) Reconciliation of shares outstanding at the beginning and at the end of the reporting year

Particulars	No. of Shares	Amount
As at March 31, 2020	1,53,93,020	1,539
Changes during the year	–	–
As at March 31, 2021	1,53,93,020	1,539

b) Terms / rights attached to equity shares

The Company has only one class of equity shares having par value of Rs. 10 per share. Each holder of equity shares is entitled to one vote per share. The company declares and pays dividends in Indian rupees.

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

c) Details of shares held by subsidiaries of ultimate holding company / holding and / or their subsidiaries / associates

Name of equity share holders	No. of shares	31-Mar-21	31-Mar-20
Subsidiary companies of Colfax Corporation, the ultimate holding company:			
ESAB Holdings Limited, UK	5,743,200	**574**	574
Exelvia Group India B.V, Netherlands	5,604,760	**560**	560
	11,347,960	**1,134**	1,134

d) Details of shareholders holding more than 5% shares in the Company are as under:

Name of equity share holders	31-Mar-21		31-Mar-20	
	No. of shares	% of share holding	No. of shares	% of share holding
Equity shares of ₹ 10 each fully paid held by				
ESAB Holdings Limited, UK	**5,743,200**	**37.31%**	5,743,200	37.31%
Exelvia Group India B.V, Netherlands	**5,604,760**	**36.41%**	5,604,760	36.41%
Acacia Partners, LP, Mauritius *	**–**	**–**	821,140	5.33%
SBI Retirement Fund - Conservative and allied plans *	**1,328,599**	**8.63%**	–	–

* Holds less than 5% of the total share capital in respective years.

As per records of the Company, including its register of shareholders / members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownerships of shares.

	31-Mar-21	31-Mar-20
e) Distribution made and proposed		
Cash dividends on equity shares declared and paid:		
Interim dividend for the year ended on 31 March 2020: INR 70 per share	**10,775**	–
Interim dividend for the year ended on 31 March 2021: INR 19 per share	**2,925**	–
	13,700	–
The Board proposed dividend on equity shares after the balance sheet date		
Proposed dividend on equity shares for the year ended on March 31, 2021: ₹ 25 (March 31, 2020: ₹ 70 per share).		
Proposed dividends on equity shares are subject to approval at the annual general meeting and are not recognised as a liability as at 31 March.		
With effect from 1 April, 2020 the Dividend Distribution Tax (DDT) payable by the Company under Section 115-O of Income Tax Act was abolished and a withholding tax was introduced on the payment of dividend. As a result, dividend is now taxable in the hands of the recipient.	**3,848**	10,775
	3,848	10,775

16. Other equity

Securities Premium		
Balance as at the beginning of the year	**932**	932
Balance as at the end of the year	**932**	932
Other reserves		
Amalgamation reserve	**100**	100
General reserve	**4,990**	4,990
Retained Earnings	**18,361**	26,214
Total Other equity	**24,383**	32,236

Amalgamation reserve

A scheme of amalgamation of Maharashtra Weldaids Limited (MWL) with the Company, with effect from April 1, 1992, became effective on February 18, 1994. Accordingly, the results of MWL have been incorporated in the results of the Company in the financial year ended March 31, 1994. On amalgamation the assets, liabilities and reserves of MWL have been incorporated at that Company's book values and the net difference between such values and the net consideration is accounted for as Amalgamation reserve.

17. Provisions

Current		
Sales tax	**173**	278
Litigations and disputes	**73**	73
Warranties	**193**	247
Provision for employee benefits		
Compensated absences	**28**	22
Pension*	**27**	54
	494	674
Non-current		
Provision for employee benefits:		
Gratuity (refer note 34)	**51**	133
Pension (refer note 34)	**244**	87
Compensated absences	**203**	150
	498	370

* Pertains to liability towards defined contribution scheme

	Sales Tax	Litigations	Warranties
Balances as at April 1, 2019	**288**	**73**	**335**
Add: Provision made during the year	1	–	103
Less: Provision utilised during the year	(11)	–	(191)
Balances as at March 31, 2020	**278**	**73**	**247**
Add: Provision made during the year	–	–	128
Less: Provision utilised during the year	(105)	–	(182)
Balances as at March 31, 2021	**173**	**73**	**193**

	31-Mar-21	31-Mar-20
18. Trade Payable		
Dues to Micro, Small & Medium Enterprises*	**1,901**	915
Dues to other than Micro, Small & Medium Enterprises	**5,712**	5,024
Dues to Related Party (refer note 37) **	**2,026**	2,873
	9,639	8,812
*** Disclosures relating to micro, small and medium enterprises**		
(a) the principal amount and the interest due thereon remaining unpaid to any supplier at the end of each accounting year;***	**1,901**	915
(b) the amount of interest paid by the buyer in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006 (27 of 2006), along with the amount of the payment made to the supplier beyond the appointed day during each accounting year	**–**	–
(c) the amount of interest due and payable for the period of delay in making payment (which has been paid but beyond the appointed day during the year) but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006;	**–**	–
(d) the amount of interest accrued and remaining unpaid at the end of each accounting year; and	**20**	2
(e) the amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under Section 23 of the Micro, Small and Medium Enterprises Development Act, 2006.	**–**	–
Trade payables are non interest bearing and normally settled on 60 days term.		
** Excludes payable to related party of ₹ 23 included in payable to Micro, Small & Medium Enterprises (March 31, 2020: Nil)		
*** Includes overdue payables amounting of ₹ 202 (March 31, 2020 ₹ 102)		
19. Other financial liabilities (at amortised cost)		
Security deposit from dealers	**187**	158
Security deposit received for sale of land	**450**	450
Unclaimed dividend	**103**	69
	740	677
20. Other current liabilities		
Liability towards Corporate Social Responsibility	**22**	–
Advances from customers	**170**	143
Accrued salaries and benefits	**543**	530
Statutory dues payable	**447**	210
	1,182	883

	31-Mar-21	31-Mar-20
21. Revenue from contract with customers		
Sale of products		
Manufactured goods	**46,412**	51,040
Traded goods	**16,820**	14,220
Recovery of freight	**1,205**	1,393
	64,437	66,653
Other operating revenues		
Scrap sales	**242**	216
Export benefits	**32**	213
	274	429
Income from services		
Engineering, support and consulting services	**3,405**	2,714
Total revenue from contract with customers	**68,116**	69,796
India	**62,564**	64,039
Outside india	**5,552**	5,757
Total revenue from contract with customers	**68,116**	69,796
Contract balances		
Trade receivables	**9,882**	8,460
Reconciling the amount of revenue recognised in the statement of profit and loss		
Revenue as per contracted price	**69,288**	70,905
Adjustments		
Sales return	**379**	262
Sales incentive	**793**	847
Revenue from contract with customers	**68,116**	69,796
22. Other income		
Dividend from investments	**–**	173
Fair value of investments	**9**	147
Profit on sale of investments	**130**	62
Profit on sale of property, plant and equipment (net)	**1**	–
Net gain on account of foreign exchange fluctuation	**90**	–
Write back of provision for doubtful receivables	**24**	–
Management service to related party (refer note 37)	**357**	318
Miscellaneous income	**162**	149
	773	849
23. Finance income		
Interest on bank deposits and others	**235**	429
Interest from loan to related party (refer note 37)	**106**	69
Others	**4**	4
	345	502

	31-Mar-21	31-Mar-20
24. Cost of raw materials and components consumed		
a. Raw materials and components consumed		
Inventory at the beginning of the year	**3,263**	2,669
Add: Purchases during the year	**30,978**	35,128
Less: Inventory at the end of the year	**(3,178)**	(3,263)
	31,063	34,534
b. Traded goods		
Purchase of stock in trade	**12,434**	9,450
	12,434	9,450
c. Finished goods and work in progress		
(Increase) / Decrease in Inventories		
Opening Stock		
Manufactured goods	**1,591**	1,519
Work in progress	**475**	434
Traded goods	**2,350**	2,063
	4,416	4,016
Closing Stock		
Manufactured goods	**1,748**	1,591
Work in progress	**341**	475
Traded goods	**1,909**	2,350
	3,998	4,416
	418	(400)
25. Employee benefits expense		
Salaries, wages and bonus	**6,767**	6,619
Contribution to provident and other funds	**212**	201
Gratuity expense (refer note 34)	**6**	66
Pension expenses *	**145**	138
Staff welfare expenses	**502**	532
	7,632	7,556

* Includes expense towards defined benefit scheme ₹ 39 (March 31, 2020 - ₹ 34) (refer note 34)

The Code on Social Security (2020) and other Labour Codes received Presidential assent in September 2020. The Code is published in the Gazette of India. However, the respective State Government Rules were not yet finalised and hence the Central Government has deferred the effective date of these Codes to a later date. The Company will assess the impact of these Codes as and when they come to effect.

26. Depreciation and Amortisation Expense		
Depreciation of property, plant and equipment	**929**	1,015
Amortisation of intangible assets	**83**	90
Depreciation on right-of-use assets (refer note 36)	**159**	153
	1,171	1,258
27. Finance cost		
Interest expenses on lease liabilities	**41**	50
	41	50

	31-Mar-21	31-Mar-20
28. Other expenses		
Consumption of stores and spares	**383**	387
Power and fuel	**1,100**	1,202
External service charges	**1,153**	885
Rent	**1**	1
Repairs and maintenance		
- Building	**48**	32
- Plant and machinery	**204**	191
- Others	**396**	350
Insurance	**98**	63
Travelling expenses	**428**	1,028
Communication expenses	**71**	80
Rates and taxes	**67**	95
Transport and freight	**1,843**	2,075
Sales promotion and selling expenses	**190**	152
Trademark license fees to related party (refer note 37)	**1,048**	1,131
Legal and professional fees	**643**	520
Payment to auditors (refer note 28.1)	**52**	50
Printing and stationery	**26**	40
Loss on sale of property, plant and equipment	**–**	1
Exchange differences (net)	**–**	41
CSR expenditure (refer note 29)	**155**	70
Warranty expenses	**128**	103
Provision for doubtful receivables	**–**	34
Property, plant and equipment written off	**24**	42
Bank charges	**134**	35
Miscellaneous expenses	**230**	367
	8,422	8,975
28.1 Payment to auditors		
As auditor		
Audit	**26**	20
Tax audit	**6**	5
Limited reviews	**9**	9
Others	**10**	14
Reimbursement of expenses	**1**	2
	52	50
29. CSR expenditure		
(a) Gross amount required to be spent by the company during the year	**155**	122
(b) Amount approved by the Board to be spent during the year	**155**	70
(c) Amount spent during the year other than construction / acquisition of any asset	**133**	70
(d) Details related to spent/unspent obligations:		
i) Spent amount in relation to:		
- Promoting education	**119**	–
- Disaster management, including relief, rehabilitation and reconstruction activities	**14**	–
ii) Unspent amount in relation to:		
- Ongoing project	**22**	–
- Other than ongoing project	**–**	–

Details of ongoing project and other than ongoing project

In case of Section 135(6) and 135 (5)	**Ongoing project**	**Other than ongoing project**
Opening Balance	–	–
Amount required to be spent during the year	**133**	22
Amount spent during the year from Company's bank account	**111**	22
Amount deposited in Specified Fund of Sch. VII within 6 months	–	–
Closing Balance:		
- With Company	**22**	–
- In Separate CSR Unspent account	–	–

30. Components of Other Comprehensive Income (OCI)

The disaggregation of changes by retained earnings to OCI in equity is shown below:

Re-measurement gains / (losses) on defined benefit plans	**(82)**	(25)
	(82)	(25)

31. Earnings per share (EPS)

Basic EPS amounts are calculated by dividing the profit for the year attributable to equity holders by the weighted average number of Equity shares outstanding during the year.

Diluted EPS amounts are calculated by dividing the profit attributable to equity holders by the weighted average number of Equity shares outstanding during the year plus the weighted average number of Equity shares that would be issued on conversion of all the dilutive potential Equity shares into Equity shares.

The following reflects the income and share data used in the basic and diluted EPS computations:

	31-Mar-21	31-Mar-20
Profit for the year (₹)	**5,929**	7,141
Weighted average number of Equity shares for EPS	**1,53,93,020**	1,53,93,020
Basic and Diluted earnings per share	**38.52**	46.40

32. Significant accounting judgements, estimates and assumptions

The preparation of the Company's Financial Statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

Judgements

In the process of applying the Company's accounting policies, management has made the following judgements, which have the most significant effect on the amounts recognised in the Financial Statements:

Estimates and assumptions

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. The Company based its assumptions and estimates on parameters available when the financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Company. Such changes are reflected in the assumptions when they occur.

Impairment of non-financial assets

Impairment exists when the carrying value of an asset or cash generating unit exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value in use. The fair value less costs of disposal calculation is based on available data from binding sales transactions, conducted at arm's length, for similar assets or observable market prices less incremental costs for disposing of the asset. The value in use calculation is based on a DCF (Discounted Cash Flow) model. The cash flows are derived from the budget for the next five years and do not include restructuring activities that the Company is not yet committed to or significant future investments that will enhance the asset's performance of the CGU (Cash Generating Unit) being tested. The recoverable amount is sensitive to the discount rate

used for the DCF (Discounted Cash Flow) model as well as the expected future cash-inflows and the growth rate used for extrapolation purposes.

Deferred income taxes

The Company's tax expense for the year is the sum of the total current and deferred tax charges. The calculation of the total tax expense necessarily involves a degree of estimation and judgement in respect of certain items. A deferred tax asset is recognised when it has become probable that future taxable profit will allow the deferred tax asset to be recovered. Recognition, therefore involves judgement regarding the prudent forecasting of future taxable gains and profits of the business.

Defined benefit plans

The cost of the defined benefit plan and other post-employment benefits and the present value of the obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date. Further details about defined benefit obligations are given in Note 34.

33. Income taxes

The major components of income tax expense for the year ended March 31, 2021 are:

	Year ended March 31, 2021	Year ended March 31, 2020
Current tax:		
Current income tax charge	**2,055**	2,439
Adjustment of tax relating to earlier periods	**33**	147
Deferred Tax:		
Relating to the origination and reversal of temporary differences	**36**	(3)
Income tax expense reported in the statement of profit and loss	**2,124**	2,583
Other comprehensive income		
Deferred tax related to items recognised in OCI		
Tax income/(expense) during the year recognised in OCI	**28**	9
Income tax charged to other comprehensive income	**28**	9
Reconciliation of tax expense and the accounting profit multiplied by India's domestic tax rate are:		
Profit before tax	**8,053**	9,724
Enacted tax rate in India	**25.168%**	25.168%
Income tax expense	**2,027**	2,447
Relating to the origination of Permanent differences:		
Adjustment of tax relating to earlier years	**33**	147
CSR expense	**39**	18
Impact of tax rate change	**–**	55
Others	**25**	(84)
Income tax expense recognised in profit or loss	**2,124**	2,583

	Year ended March 31, 2021	Year ended March 31, 2020
33. Income taxes (contd)		
Deferred tax balances		
The following is the analysis of deferred tax assets / (liabilities) presented in the statement of financial position:		
Deferred tax liabilities (net)		
Property, plant and equipment	**415**	409
Fair Value of Investments	**2**	46
Deferred tax assets (net)		
Provision for employee benefits	**156**	132
Provision for doubtful trade receivables	**113**	120
Provision for inventories	**212**	249
Provision for sales tax	**72**	98
Provision for others	**9**	9
Deferred tax assets (net)	**145**	153

Deferred tax assets and liabilities are recognized for the future tax consequences of temporary differences between the carrying values of assets and liabilities and their respective tax bases, and unutilized business loss and depreciation carry-forwards and tax credits. Such deferred tax assets and liabilities are computed separately for each taxable entity and for each taxable jurisdiction. Deferred tax assets are recognized to the extent that it is probable that future taxable income will be available against which the deductible temporary differences, unused tax losses, depreciation carry-forwards and unused tax credits could be utilized.

	Year ended March 31, 2021	Year ended March 31, 2020
Movement of deferred tax expense during the year ended:		
Deferred tax (liabilities) / assets in relation to:		
Opening balance	**153**	141
Tax income / (expense) during the year recognised in profit or loss	**(36)**	3
Tax income/(expense) during the year recognised in OCI	**28**	9
Closing balance	**145**	153

	Note	31-Mar-21	31-Mar-20
34. Gratuity and other post-employment benefit plans			
Provisions for gratuity (refer note 17)	A	**51**	133
Pension fund liability (refer note 17)	B	**244**	87

A. Gratuity plan

The Company has a defined benefit gratuity plan for employees which requires contributions to be made to a separately administered fund. The gratuity plan is governed by the Payment of Gratuity Act, 1972 ("Act"). Under the Act, every employee who has completed five years or more of service is entitled to this Gratuity payment, on departure, of 15 days' salary (last drawn salary) for each completed year of service subject to a maximum of Rs.20 lakhs. The Company has established a trust to setup an employee group gratuity scheme for providing gratuity benefits to eligible employees as per the rules of the scheme. The gratuity scheme is funded with Life Insurance Corporation of India ("LIC") for the purpose of providing gratuity benefits to its employees. The Trust is administered by the Board of Trustees, which is responsible for the administration of the plan assets.

The following tables summarise the components of net benefit expense recognised in the statement of profit or loss and the funded status and amounts recognised in the balance sheet.

Changes in the defined benefit obligation and fair value of plan assets as at 31 March 2021:

	Defined benefit obligation	Fair value of plan assets	Benefit liability
As at 1 April 2020	640	507	133
Gratuity cost charged to profit or loss			
Current service cost	64	–	64
Past service cost	–	–	–
Interest income / (expense)	40	35	5
Sub-total included in profit or loss (refer note 25)*	104	35	69
Benefits paid	(18)	(18)	–
Remeasurement (gains) / losses in other comprehensive income			
Changes in demographic assumptions	–	–	–
Changes in financial assumptions	(3)	–	(3)
Experience adjustments	(6)	–	(6)
Return on plan assets (excluding amounts included in net interest expense)	–	(1)	1
Sub-total included in other comprehensive income	(9)	(1)	(8)
Contributions by Employer	–	80	(80)
Assets acquired	–	63	(63)
As at 31 March 2021	717	666	51

* The amount as per Note 25 is net off the asset acquired of ₹ 63.

Changes in the defined benefit obligation and fair value of plan assets as at 31 March 2020:

As at 1 April 2019	529	323	206
Gratuity cost charged to profit or loss			
Current service cost	54	–	54
Past service cost	–	–	–
Interest income / (expense)	37	25	12
Sub-total included in profit or loss (refer note 25)	91	25	66
Asset acquired / Liabilities settled	(18)	(18)	–
Benefits paid	–	–	–
Remeasurement (gains) / losses in other comprehensive income			
Changes in demographic assumptions	–	–	–
Changes in financial assumptions	45	–	45
Experience adjustments	(7)	–	(7)
Return on plan assets (excluding amounts included in net interest expense)	–	2	(2)
Sub-total included in other comprehensive income	38	2	36
Contributions by Employer	–	175	(175)
As at 31 March 2020	640	507	133

The major categories of plan assets of the fair value of the total plan assets are as follows:

	31-Mar-21	31-Mar-20
Unquoted investments:		
Insurer managed funds	**561**	406
Others	**105**	101
Total	**666**	507

The principal assumptions used in determining defined benefit obligations for the companies' gratuity plan are shown below:

	31-Mar-21	31-Mar-20
Discount rate (%)	**6.55%**	6.50%
Future salary increases		
For management staff	**5%**	5%
For graded staff	**8%**	8%

Sensitivity Analysis:

A quantitative sensitivity analysis for significant assumption are shown below:

		Impact on defined benefit obligation	
Particulars	Change	**31-Mar-21**	31-Mar-20
Discount Rate	-0.25%	**2.12%**	2.22%
Discount Rate	+0.25%	**-2.05%**	-2.14%
Salary Escalation rate	-0.25%	**-2.05%**	-2.13%
Salary Escalation rate	+0.25%	**2.10%**	2.20%

The following payments are expected contributions to the defined benefit plan in future years:

Particulars	**31-Mar-21**	31-Mar-20
Within the next 12 months (next annual reporting year)	**81**	52
Year 2 to 5	**253**	236
Year 6 to 9	**277**	242
Year 10 and above	**803**	758
Total expected payments	**1,414**	1,288

The weighted average duration of the defined benefit plan obligation at the end of the reporting year is 8.34 years (31 March 2020: 8.71 years).

B. Pension fund

The Company has a defined benefit pension plan for employees which requires contributions to be made to a separately administered fund. The pension benefits payable to the employees are based on the employee's service and last drawn salary at the time of leaving. The employees do not contribute towards this plan and the full cost of providing these benefits are met by the Company. The Company has setup an income tax approved irrevocable trust fund to finance the plan liability. The Company has funded the defined benefit obligation with Life Insurance Corporation of India.

The following tables summarise the components of net benefit expense recognised in the statement of profit or loss and the funded status and amounts recognised in the balance sheet.

Changes in the defined benefit obligation and fair value of plan assets as at 31 March 2021:

	Defined benefit obligation	Fair value of plan assets	Benefit asset / (liability)
As at 1 April 2020	(738)	651	(87)
Pension cost charged to profit or loss			
Current service cost	(36)	–	(36)
Interest income / (expense)	(44)	–	(44)
Actual return on plan assets	–	41	41
Sub-total included in profit or loss	(80)	41	(39)
Benefits paid	87	(87)	–
Remeasurement gains / (losses) in other comprehensive income			
Changes in demographic assumptions	–	–	–
Changes in financial assumptions	2	–	2
Experience adjustments	(118)	–	(118)
Adjustment to recognise the effect of asset ceiling	–	–	–
Return on plan assets (excluding amounts included in net interest expense)	–	(2)	(2)
Sub-total included in other comprehensive income	(116)	(2)	(118)
Contributions by Employer	–	–	–
As at 31 March 2021 (refer note 17)	(847)	603	(244)

Changes in the defined benefit obligation and fair value of plan assets as at 31 March 2020:

	Defined benefit obligation	Fair value of plan assets	Benefit asset / (liability)
As at 1 April 2019	(654)	599	(55)
Pension cost charged to profit or loss			
Current service cost	(32)	–	(32)
Interest income / (expense)	(43)	–	(43)
Actual return on plan assets	–	41	41
Sub-total included in profit or loss	(75)	41	(34)
Benefits paid	3	(3)	–
Remeasurement gains / (losses) in other comprehensive income			
Changes in demographic assumptions	–	–	–
Changes in financial assumptions	(32)	–	(32)
Experience adjustments	20	–	20
Adjustment to recognise the effect of asset ceiling	–	–	–
Return on plan assets (excluding amounts included in net interest expense)	–	14	14
Sub-total included in other comprehensive income	(12)	14	2
Contributions by Employer	–	–	–
As at 31 March 2020 (refer note 17)	(738)	651	(87)

The major categories of plan assets of the fair value of the total plan assets are as follows:

	31-Mar-21	31-Mar-20
Unquoted investments:		
Insurer managed funds	**594**	643
Others	**9**	9
Total	**603**	652

The principal assumptions used in determining defined benefit obligations for the companies' pension fund are shown below:

	31-Mar-21	31-Mar-20
Discount rate	**6.55%**	6.50%
Future salary increases	**5%**	5%
Pension increase rate	**0%**	0%

Sensitivity Analysis:

A quantitative sensitivity analysis for significant assumption are shown below:

		Impact on defined benefit obligation	
Particulars	Change	**31-Mar-21**	31-Mar-20
Discount rate	-0.25%	**1.09%**	1.33%
Discount rate	+0.25%	**-1.07%**	-1.30%
Salary escalation rate	-0.25%	**-0.93%**	-1.14%
Salary escalation rate	+0.25%	**0.95%**	0.83%
Pension increase rate by 1 year	-0.25%	**0%**	0%
Pension increase rate by 1 year	+0.25%	**0%**	0%

The following payments are expected contributions to the defined benefit plan in future years:

Particulars	**31-Mar-21**	31-Mar-20
Within the next 12 months (next annual reporting period)	**307**	118
Year 2 to 5	**202**	298
Year 6 to 9	**265**	204
Year 10 and above	**19**	62
Total expected payments	**793**	682

The weighted average duration of the defined benefit plan obligation at the end of the reporting year is 4.34 years (31 March 2020: 5.30 years).

	31-Mar-21	31-Mar-20
35. Commitment and contingencies		
a. Commitments		
Estimated amount of contracts to be executed and not provided for (net of advances) on capital account and not provided for	**233**	277
	233	277
b. Contingent Liabilities		
(i) Bank Guarantees outstanding in favour of Government and other parties	**1,233**	810
(ii) Claims against the company not acknowledged as debt *	**824**	824
(iii) Demand raised by authorities against which Company has filed appeals **	**2,167**	2,184
	4,224	3,818

* The Company is contesting the demands and the Management, including its legal counsel, believe that it is possible, but not probable, the action will succeed and accordingly no provision for liability has been recognised in the financial statements.

** The Company is contesting the demands and the Management, including its tax advisors, believe that it is possible, but not probable, the action will succeed and accordingly no provision for liability has been recognised in the financial statements.

36. Leases

The Company has lease contracts for lease hold land, lease hold premises and vehicle used in its operations. Leasehold land generally have lease terms between 15 and 99 years, lease hold premises and motor vehicles have lease terms between 3 and 5 years. The Company's obligations under its leases are secured by the lessor's title to the leased assets. Generally, the Company is restricted from assigning and subleasing the leased assets.

The Company also has leases of premises with lease terms of 12 months or less and leases of office equipment with low value. The Company applies the 'short-term lease' and 'lease of low-value assets' recognition exemptions for these leases.

Set out below are the carrying amounts of right-of-use assets recognised and the movements during the period:

Right to use asset	
Balance as at 1 April 2019	**599**
Additions	**114**
Depreciation expense	**(153)**
Balance as at 1 April 2020	**560**
Additions	**–**
Depreciation expense	**(159)**
Balance as at 31 March 2021	**401**

Set out below are the carrying amounts of lease liabilities and the movements during the period:

Lease liability	
Balance as at 1 April 2019	**460**
Additions to Lease liability	**114**
Finance cost	**50**
Payments made during the year	**(156)**
Balance as at 1 April 2020	**468**
Additions to Lease liability	**–**
Finance cost	**41**
Payments made during the year	**(170)**
Balance as at 31 March 2021	**339**
Current	**146**
Non-current	**193**

The effective interest rate for lease liabilities is 10%, with maturity between 2021-2024

The following are the amounts recognised in profit or loss:	31-Mar-21	31-Mar-20
Depreciation expense of right-of-use assets	**159**	153
Interest expense on lease liabilities	**41**	50
Expense relating to short-term leases (included in other expenses)	**1**	1
Total amount recognised in profit or loss	**201**	204

The Company had total cash outflows for leases of ₹ 170 during the year. All the payments are fixed lease payments. There are no variable lease payments in the Company.

37. Related party transactions

(a) Name of related Parties and related party relationship

Related Party where control exists

i) ESAB Holdings Limited, UK - Principal Shareholder - Holds 37.31% of the paid up equity share capital of the Company as at March 31, 2021. Colfax UK Holdings Limited, Company incorporated under the laws of England and Wales, is an indirect wholly owned subsidiary of Colfax Corporation. Further, Colfax UK Holdings Limited indirectly holds 100% equity shares of ESAB Holdings Ltd (refer note 15).

ii) Exelvia Group India B.V., Netherlands - Holds 36.41% of the paid up equity share capital of the Company as at March 31, 2021. Colfax UK Holdings Limited, Company incorporated under the laws of England and Wales, is an indirect wholly owned subsidiary of Colfax Corporation. Further, Colfax UK Holdings Limited indirectly holds 100% equity shares of Exelvia Group India B.V., Netherlands (refer note 15).

iii) **List of other related parties with whom transactions have taken place during the year and their relationship**

Name of the Related Party	Nature of Relationship
Colfax Corporation USA	Ultimate holding company
Alcotec Wire Corporation USA	Entities under common control
ESAB Europe AG, Switzerland	Entities under common control
Cigweld Pty Ltd., Australia	Entities under common control
ESAB AB, Sweden	Entities under common control
ESAB Asia/Pacific Pte Ltd,Singapore	Entities under common control
ESAB Automation Cutting & Welding Equipment (Wuxi) Co.,Ltd., China	Entities under common control
ESAB Cutting Systems GmbH, Germany	Entities under common control
ESAB Europe GmbH, Switzerland	Entities under common control
ESAB Middle East FZE, UAE	Entities under common control
ESAB North America, Global Cost Nam Florence, USA	Entities under common control
ESAB SeAH CORP, Korea	Entities under common control
ESAB Seah Welding Products(Yantai) Co Ltd, China	Entities under common control
ESAB Sp.Z.O.O., Poland	Entities under common control
ESAB Vamberk Sro, CZ	Entities under common control
ESAB Welding & Cutting Product, USA	Entities under common control
ESAB Welding & Cutting Products (Shanghai) Management Co.,Ltd, China	Entities under common control
ESAB Welding Products (Jiangsu) Co Ltd, China	Entities under common control
EWAC Alloys Limited, India	Entities under common control
Gas Arc Group Limited, UK	Entities under common control
Howden Solyvent (India) Private Limited, India	Entities under common control
Howden Group Ltd, UK	Entities under common control
OZAS-ESAB Sp.Z.O.O., Poland	Entities under common control

Name of the Related Party	Nature of Relationship
P.T Karya Yasantra Cakti, Indonesia	Entities under common control
PT. Victor Teknologi, Indonesia	Entities under common control
Soldex S.A , Peru	Entities under common control
Thermal Dynamics OY, Finland	Entities under common control
Victor Technologies Asia SDN BHD, Malaysia	Entities under common control
Victor Technologies International Inc., USA	Entities under common control
GCE India Private Limited, India	Entities under common control
TBi Industries GmbH, Germany	Entities under common control
ARC Machines Inc., USA	Entities under common control
ESAB Kazakhstan LLC	Entities under common control
The ESAB Group, Inc. Denton, TX	Entities under common control
Charter Central Service Ltd, London	Entities under common control
GCE AUTOGEN S.R.O., Czech Republic	Entities under common control
Jinan Red Hawk International Trading, China	Entities under common control
Tbi (Shandong) Industries Ltd, China	Entities under common control
ESAB AB, Perstorp	Entities under common control
HKS Prozesstechnik GmbH, Germany	Entities under common control
Esab AB, Laxa, Sweden	Entities under common control
ESAB Industria e Comercio Ltda, Brazil	Entities under common control
GCE, s.r.o., Czech Republic	Entities under common control
ESAB Limited Liability Company, Russia	Entities under common control
Soldaduras West Arco S.A.S., Colombia	Entities under common control
Thermal Dynamics Europe Srl, Italy	Entities under common control
DJO Global, Inc., USA	Entities under common control
Mr. Rohit Gambir - Managing Director	Key Managerial Personnel
Mr. B. Mohan - Vice President Finance And Chief Financial Officer	Key Managerial Personnel
Mr. S. Venkatakrishnan - Company Secretary	Key Managerial Personnel
Mr. Scott A Grisham - Non-Executive And Non-Independent Director *	Director (Till March 24, 2021)
Mr. K Vaidyanathan - Non-Executive Independent Director	Director
Mr. Vikram Tandon - Non-Executive Independent Director	Director
Mr. Sudhir Chand - Non-Executive Independent Director	Director
Mrs. Sabitha Rao - Non-Executive Independent Director	Director
Mr. Kevin J Johnson - Non-Executive And Non-Independent Director *	Director (From March 24, 2021)

* No remuneration has been paid by the Company.

(b) Transactions with Related Parties:

Particulars	Ultimate Holding Company / Holding Company		Entities under Common Control		Others	
Transactions during the year ended	**31-Mar-21**	**31-Mar-20**	**31-Mar-21**	**31-Mar-20**	**31-Mar–21**	**31-Mar–20**
Sale of products	**–**	**–**	**1,958**	**1,447**	**–**	**–**
ESAB Middle East FZE, UAE	–	–	470	430	–	–
ESAB Asia/Pacific Pte Ltd, Singapore	–	–	5	9	–	–
ESAB Welding & Cutting Product, USA	–	–	94	5	–	–
Cigweld Pty Ltd., Australia	–	–	126	115	–	–
PT. Victor Teknologi, Indonesia	–	–	95	63	–	–
Victor Technologies Asia SDN BHD, Malaysia	–	–	275	207	–	–
EWAC Alloys Limited, India	–	–	856	603	–	–
Soldex S.A, Peru	–	–	1	–	–	–
ESAB Industria e Comercio Ltda, Brazil	–	–	1	–	–	–
GCE India Private Limited, India	–	–	11	–	–	–
GCE, s.r.o., Czech Republic	–	–	–	–	–	–
OZAS–ESAB Sp.Z.O.O., Poland	–	–	1	–	–	–
ESAB Limited Liability Company, Russia	–	–	–	–	–	–
Soldaduras West Arco S.A.S., Colombia	–	–	1	–	–	–
TBi Industries GmbH, Germany	–	–	1	–	–	–
Thermal Dynamics Europe Srl, Italy	–	–	2	–	–	–
ESAB Kazakhstan LLC	–	–	19	15	–	–
Income from services	**–**	**–**	**3,405**	**2,714**	**–**	**–**
ESAB AB, Sweden	–	–	1,668	1,508	–	–
Cigweld Pty Ltd., Australia	–	–	48	37	–	–
ESAB Asia / Pacific Pte Ltd, Singapore	–	–	127	133	–	–
ESAB Europe GmbH, Switzerland	–	–	405	377	–	–
ESAB North America, Global Cost Nam Florence, USA	–	–	1,014	538	–	–
Howden Group Ltd, UK	–	–	–	2	–	–
Victor Technologies International Inc., USA	–	–	–	112	–	–
The ESAB Group, Inc.Denton, TX	–	–	1	6	–	–
DJO Global, Inc., USA			142	–	–	–
Charter Central Service Ltd, London	–	–	–	1	–	–
Management service income	**–**	**–**	**357**	**318**	**–**	**–**
EWAC Alloys Ltd, India	–	–	357	318	–	–
Rent paid	**–**	**–**	**21**	**15**	**–**	**–**
EWAC Alloys Ltd, India	–	–	21	15	–	–
Purchase of raw material / traded goods	**–**	**–**	**6,218**	**7,244**	**–**	**–**
Alcotec Wire Corporation USA	–	–	1	36	–	–
ARC Machines Inc., USA	–	–	7	57	–	–
Cigweld Pty Ltd., Australia	–	–	5	4	–	–
ESAB AB, Sweden	–	–	226	156	–	–
ESAB Middle East FZE,UAE			10	–		
ESAB Cutting Systems GmbH, Germany	–	–	177	286	–	–
ESAB Europe GmbH, Switzerland	–	–	3,996	4,487	–	–
ESAB SeAH CORP, Korea	–	–	27	15	–	–

(b) Transactions with Related Parties: *(contd.)*

Particulars	Ultimate Holding Co / Holding Co		Entities under Common Control		Others	
ESAB Seah Welding Products(Yantai) Co Ltd, China	–	–	35	81	–	–
ESAB Vamberk Sro, CZ	–	–	15	37	–	–
ESAB Welding & Cutting Product, USA	–	–	948	1,199	–	–
ESAB Welding & Cutting Products (Shanghai) Management Co., Ltd, China	–	–	3	4	–	–
ESAB Welding Products (Jiangsu) Co Ltd, China	–	–	189	152	–	–
EWAC Alloys Limited, India	–	–	208	496	–	–
Gas Arc Group Limited, UK	–	–	16	18	–	–
GCE India Private Limited, India	–	–	10	9	–	–
HKS Prozesstechnik GmbH, Germany	–	–	3	–	–	–
P.T Karya Yasantra Cakti, Indonesia	–	–	32	60	–	–
TBi Industries GmbH, Germany	–	–	170	68	–	–
OZAS–ESAB Sp.Z.O.O., Poland	–	–	35	–	–	–
GCE AUTOGEN S.R.O., Czech Republic	–	–	6	1	–	–
Howden Solyvent (India) Private Ltd. India	–	–	–	25	–	–
Jinan Red Hawk International Trading, China	–	–	95	17	–	–
Tbi (Shandong) Industries Ltd, China	–	–	–	21	–	–
ESAB AB, Perstorp	–	–	4	15	–	–
Purchase of property, plant and equipment	**–**	**–**	**155**	**112**	**–**	**–**
ESAB Europe GmbH , Switzerland	–	–	15	–	–	–
ESAB Cutting Systems GmbH, Germany	–	–	–	3	–	–
ESAB Welding & Cutting Product, USA	–	–	118	105	–	–
OZAS–ESAB Sp.Z.O.O., Poland	–	–	21	–	–	–
TBi Industries GmbH, Germany	–	–	1	2	–	–
HKS Prozesstechnik GmbH, Germany	–	–	–	2	–	–
Trademark license fee expense	**1,048**	1,131	**–**	**–**	**–**	**–**
ESAB Holdings Limited, UK	1,048	1,131	–	–	–	–
Reimbursement of expenses received / receivable	**–**	**–**	**6**	**18**	**–**	**–**
EWAC Alloys Limited, India	–	–	**6**	18	–	–
Reimbursement of expenses Paid / Payable	**–**	**–**	**75**	**29**	**–**	**–**
ESAB Europe GmbH, Switzerland	–	–	16	2	–	–
OZAS–ESAB Sp.Z.O.O., Poland	–	–	32	15	–	–
ESAB Welding & Cutting Product, USA	–	–	10	12	–	–
Esab AB, Laxa	–	–	1	–	–	–
ESAB Cutting Systems GmbH, Germany	–	–	12	–	–	–
HKS Prozesstechnik GmbH, Germany	–	–	3	–	–	–
TBi Industries GmbH, Germany	–	–	1	–	–	–
Dividend paid	**9,339**	**–**	**–**	**–**	**–**	**–**
ESAB Holdings Limited, UK	4,600	–	–	–	–	–
Exelvia Group India B.V., Netherlands	4,739	–	–	–	–	–
Loan granted	**–**	**–**	**3,000**	**–**	**–**	**–**
EWAC Alloys Limited, India	–	–	**3,000**	–	–	–

(b) Transactions with Related Parties: *(contd.)*

Particulars	Ultimate Holding Co / Holding Co		Entities under Common Control		Others	
Loan repaid	**–**	**–**	**1,200**	3,850	**–**	
Howden Solyvent (India) Private Limited, India	–	–	–	3,850	–	–
EWAC Alloys Limited, India	–	–	1,200	–	–	–
Interest Income	**–**	**–**	**106**	69	**–**	**–**
Howden Solyvent (India) Private Limited, India	–	–	–	69	–	–
EWAC Alloys Limited, India	–	–	106	–	–	–
Total compensation paid to key managerial personnel #	**–**	**–**	**–**	**–**	**409**	409
Short–term employee benefits						
Mr. Rohit Gambhir	–	–	–	–	235	236
Mr. B Mohan	–	–	–	–	114	114
Mr. S Venkatakrishnan	–	–	–	–	60	59
Sale of Motor car	**–**	**–**	**–**	**–**	**2**	**–**
Mr. Rohit Gambhir	–	–	–	–	2	–
Sitting Fee	**–**	**–**	**–**	**–**	**11**	10
Mr. K Vaidyanathan	–	–	–	–	3	3
Mr. Vikram Tandon	–	–	–	–	3	2
Mr. Sudhir Chand	–	–	–	–	3	3
Mrs. Sabitha Rao	–	–	–	–	2	2
Director Commission	**–**	**–**	**–**	**–**	**22.50**	**22.50**
Mr. K Vaidyanathan	–	–	–	–	6.00	6.00
Mr. Vikram Tandon	–	–	–	–	5.50	5.50
Mr. Sudhir Chand	–	–	–	–	5.50	5.50
Mrs. Sabitha Rao	–	–	–	–	5.50	5.50
# The compensation paid to the key managerial personnel does not include the provisions made for post–employment benefit plans, as they are not separately allocable since the same is determined on an actuarial basis for the Company as a whole.						
Loan receivable (refer note below)	**–**	**–**	**1,800**	–	**–**	**–**
EWAC Alloys Limited, India	–	–	1,800	–	–	–
Interest accrued on loan receivable	**–**	**–**	**41**	–	**–**	**–**
EWAC Alloys Limited, India	–	–	41	–	–	–
Management service fee receivable	**–**	**–**	**98**	**122**	**–**	**–**
EWAC Alloys Limited, India	–	–	98	122	–	–
Trade receivables	**–**	**–**	**1,484**	**846**	**–**	**–**
Cigweld Pty Ltd., Australia	–	–	73	18	–	–
ESAB AB, Sweden	–	–	193	155	–	–
ESAB Asia/Pacific Pte Ltd, Singapore	–	–	12	12	–	–
ESAB Europe GmbH, Switzerland	–	–	69	95	–	–
ESAB Middle East FZE,UAE	–	–	129	2	–	–
ESAB North America , Global Cost Nam Florence, USA	–	–	138	109	–	–
ESAB Welding & Cutting Product, USA	–	–	105	14	–	–
EWAC Alloys Limited, India	–	–	682	360	–	–
P.T Karya Yasantra Cakti, Indonesia	–	–	–	–	–	–

(b) Transactions with Related Parties: *(contd.)*

Particulars	Ultimate Holding Co / Holding Co		Entities under Common Control		Others	
PT. Victor Teknologi, Indonesia	–	–	2	33	–	–
Victor Technologies Asia SDN BHD, Malaysia	–	–	–	30	–	–
Victor Technologies International Inc., USA	–	–	23	16	–	–
Soldex S.A , Peru	–	–	1	–	–	–
ESAB Industria E Comercio ltda, Brazil	–	–	1	–	–	–
DJO Global Inc. USA	–	–	56	–	–	–
Charter Central Service Ltd, London	–	–	–	2	–	–
Trade payables	**292**	**253**	**1,757**	**2,620**	**–**	**–**
Alcotec Wire Corporation USA	–	–	–	5	–	–
ARC Machines Inc., USA	–	–	–	38	–	–
Cigweld Pty Ltd., Australia	–	–	13	7	–	–
Esab AB, Laxa	–	–	8	33	–	–
ESAB AB, Sweden	–	–	2	4	–	–
ESAB Automation Cutting & Welding Equipment (Wuxi) Co.,Ltd., China	–	–	1	3	–	–
ESAB Cutting Systems GmbH, Germany	–	–	126	99	–	–
ESAB Europe AG, Switzerland	–	–	4	3	–	–
ESAB Europe GmbH, Switzerland	–	–	998	1,743	–	–
ESAB Holdings Limited, UK	292	253	–	–	–	–
ESAB SeAH CORP, Korea	–	–	7	2	–	–
ESAB Seah Welding Products(Yantai) Co Ltd, China	–	–	–	13	–	–
ESAB Vamberk Sro, CZ	–	–	14	2	–	–
ESAB Welding & Cutting Products (Shanghai) Management Co., Ltd, China	–	–	11	8	–	–
ESAB Welding & Cutting Product, USA	–	–	386	396	–	–
ESAB Welding Products (Jiangsu) Co Ltd, China	–	–	63	17	–	–
Gas Arc Group Limited, UK	–	–	7	7	–	–
OZAS–ESAB Sp.Z.O.O., Poland	–	–	1	6	–	–
P.T Karya Yasantra Cakti, Indonesia	–	–	9	39	–	–
TBi Industries GmbH, Germany	–	–	55	15	–	–
EWAC Alloys Limited, India	–	–	23	155	–	–
GCE India Private Limited, India	–	–	1	–	–	–
Victor Technologies International Inc., USA	–	–	1	2	–	–
ESAB MIDDLE EAST FZE	–	–	3	2	–	–
HKS Prozesstechnik GmbH, Germany	–	–	1	–	–	–
ESAB AB, Perstorp	–	–	–	10	–	–
Jinan Red Hawk International Trading, China	–	–	23	11	–	–

Terms and conditions of transactions with related parties

The sales to and purchases from related parties are made on terms equivalent to those that prevail in arm's length transactions. Outstanding balances at the year-end are unsecured and interest free and settlement occurs in cash. There have been no guarantees provided or received for any related party receivables or payables, except for corporate guarantee from Colfax Corporation, the Ultimate Holding Company for the loan granted to EWAC Alloys Limited. For the year ended March 31, 2021, the Company has not recorded any impairment of receivables relating to amounts owed by related parties (March 31,2020: Nil). This assessment is undertaken each financial year through examining the financial position of the related party and the market in which the related party operates.

38. Fair values

The management considers that the carrying amounts of financial assets and financial liabilities recognised in the financial statements approximate their fair values.

39. Fair value hierarchy related disclosures

Quantitative disclosures fair value measurement hierarchy for assets	Date of valuation	Quoted prices in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)
Units in Mutual Fund	March 31, 2021	4,109	–	–
Unquoted equity shares	March 31, 2021	–	–	15
Units in Mutual Fund	March 31, 2020	6,983	–	–
Unquoted equity shares	March 31, 2020	–	–	15

The fair values of the financial assets included in the level 1 categories above have been determined in accordance with generally accepted pricing models.

40. Major Financial risk management objectives

The Company is exposed to certain financial risks that could have significant influence on the Company's business and operational/ financial performance. These include market risk (including commodity price risk, currency risk and interest rate risk), credit risk and liquidity risk.

The Management reviews and approves risk management framework and policies for managing these risks and monitor suitable mitigating actions taken by the management to minimise potential adverse effects and achieve greater predictability to earnings.

In line with the overall risk management framework and policies, the treasury function provides services to the business, monitors and manages through an analysis of the exposures by degree and magnitude of risks. The Company does not enter into or trade financial instruments, including derivative financial instruments, for speculative purposes. The Board of Directors reviews and agrees policies for managing each of these risks, which are summarised below.

Market Risk

Market risk is the risk or uncertainty arising from possible market price movements and their impact on the future performance of a business. The major components of market risk are commodity price risk, foreign currency exchange risk and interest rate risk.

Commodity Price Risk

The primary commodity price risks that the Company is exposed to includes steel price movement that could adversely affect the value of the Company's financial assets or expected future cash flows. The Company primarily enters into monthly contracts and revisits the prices periodically.

Foreign Currency Risk

The Company imports raw materials, components and capital good from outside India, incurs few expenditure as well as make export sales to countries outside India. The Company is, therefore, exposed to foreign currency risk principally arising out of foreign currency movement against the Indian Currency.

Unhedged foreign currency

The carrying amounts in Indian Rupees of the Company's foreign currency denominated monetary assets and monetary liabilities at the end of the reporting period are as follows:

As on March 31, 2021:

Particulars	Gross exposure	Exposure hedged	Net liability exposure on the currency
Impact of USD exposure	(2,240)	–	(2,240)
Impact of EURO exposure	(240)	–	(240)
Impact of other exposures	(43)	–	(43)
Net overall exposure - net assets / (net liabilities)	**(2,523)**	**–**	**(2,523)**

As on March 31, 2020:

Particulars	Gross exposure	Exposure hedged	Net liability exposure on the currency
Impact of USD exposure	(1,856)	–	(1,856)
Impact of EURO exposure	(993)	–	(993)
Impact of other exposures	(29)	–	(29)
Net overall exposure - net assets / (net liabilities)	**(2,878)**	**–**	**(2,878)**

Foreign currency sensitivity analysis:

The following tables demonstrate the sensitivity to 5% appreciation in USD and EURO exchange rates on foreign currency exposures as at the year end, with all other variables held constant. The impact on the Company's profit before tax is due to changes in the fair value of monetary assets and liabilities. The Company's exposure to foreign currency changes for all other currencies is not material.

Nature	As at	Increase / (Decrease) in PBT for change in USD rates	Increase / (Decrease) in PBT for change in EURO rates
Receivables	31-Mar-21	46	4
Payables		(158)	(16)
Receivables	31-Mar-20	35	–
Payables		(128)	(50)

Interest rate risk

The Company is not exposed to interest rate risk because there are no borrowings.

Credit risk

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Company. The Company has adopted a policy of dealing only with creditworthy counterparties as a means of mitigating the risk of financial loss from defaults.

Trade receivables consist of a large number of customers, spread across India. Ongoing credit evaluation is performed on the financial condition of accounts receivable.

Exposure to credit risk

The carrying amount of financial assets represents the maximum credit exposure. The maximum exposure is the total of the carrying amount of balances with banks, trade receivables and other financial assets.

The Company has provided for trade receivables amounting to ₹ 451 (March 31, 2020: ₹ 475) as there was no reasonable expectations of recovery.

Liquidity risk

The Company manages liquidity risk by maintaining adequate reserves, banking facilities and by continuously monitoring forecast and actual cash flows, and by matching the maturity profiles of financial assets and liabilities.

The Company manages liquidity risk by maintaining sufficient cash and cash equivalents including bank deposits and availability of funding through an adequate amount of committed credit facilities to meet the obligations when due. Management monitors rolling forecasts of liquidity position and cash and cash equivalents on the basis of expected cash flows. In addition, liquidity management also involves projecting cash flows considering level of liquid assets necessary to meet obligations by matching the maturity profiles of financial assets & liabilities and monitoring balance sheet liquidity ratios.

Liquidity tables:

The following tables detail the Company's remaining contractual maturity for its financial liabilities with agreed repayment periods. The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Company can be required to pay.

	Due in 1st year	Due in 2nd to 5th year	Due after 5th year
March 31, 2021			
Trade payables (refer note 18)	9,639	–	–
Other financial liabilities (refer note 19)	740	–	–
Lease Liabilities (refer note 36)	146	193	–
	10,525	193	–
March 31, 2020			
Trade payables (refer note 18)	8,812	–	–
Other financial liabilities (refer note 19)	677	–	–
Lease Liabilities (refer note 36)	128	340	–
	9,617	340	–

41. Capital management

For the purpose of the Company's capital management, capital includes issued equity capital, securities premium and all other equity reserves attributable to the equity shareholders. The primary objective of the Company's capital management is to maximise the shareholder value.

42. Categories of Financial Instruments

	As at March 31, 2021	As at March 31, 2020
Financial assets carried at amortised cost		
Cash and bank balances	**4,202**	10,014
Trade Receivables	**9,882**	8,460
Loans	**1,800**	–
Others	**459**	785
Financial assets carried at fair value through profit or loss		
Investments	**4,124**	6,998
Financial liabilities carried at amortised cost		
Trade Payables	**9,639**	8,812
Lease liabilities	**339**	468
Others	**740**	677

43. Impact of COVID

The outbreak of Coronavirus (COVID-19) pandemic globally initially caused a slowdown of economic activity in 2020. Many countries including India continue to be impacted in the second wave of the COVID-19 in 2021. The Company has considered the possible effects that may result from COVID-19 in the preparation of these financial statements including the recoverability of carrying amounts of financial and non?financial assets. In developing the assumptions relating to the possible future uncertainties in the global economic conditions because of COVID-19, the Company has, at the date of approval of these financial statements, used internal and external sources of information which are relevant and expects that the carrying amount of these assets will be recovered. The impact of COVID-19 on the Company's financial statements may differ from that estimated as at the date of approval of these financial statements. However, the impact assessment of COVID-19 is a continuing process, given the uncertainties associated with its nature and duration. The Company will continue to monitor any material changes to future economic conditions and the consequent impact on its business, if any and make any necessary adjustments in the relevant financial period.

44. Previous year's figures

Previous year's figures have been regrouped and reclassified where necessary to conform to this year's classification.

The accompanying notes are an integral part of the financial statements

As per our report of even date

For **S R Batliboi & Associates LLP**
Chartered Accountants
Firm Registration No. 101049W / E300004

S Balasubrahmanyam
Partner
Membership No. 053315

Place : Chennai
Date : May 21, 2021

For and on behalf of the Board of Directors of **ESAB INDIA LIMITED**

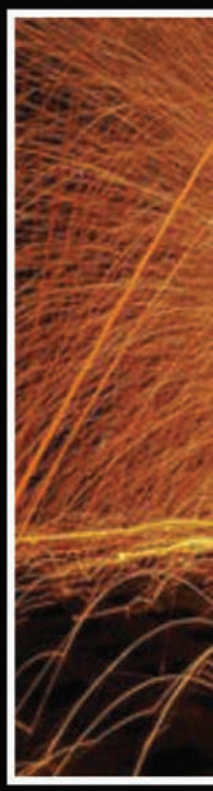
Rohit Gambhir
Managing Director
DIN: 06686250

K Vaidyanathan
Director
DIN: 00063692

B Mohan
Vice President - Finance and
Chief Financial Officer

S Venkatakrishnan
Company Secretary

Notes

Notes

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