



## **PROCEEDINGS OF THE POSTAL BALLOT RESOLUTIONS PASSED ON 12<sup>th</sup> MARCH 2025 BY THE SHAREHOLDERS OF ESAB INDIA LIMITED**

A Postal Ballot Notice dated 10<sup>th</sup> February 2025 was issued pursuant to Sections 108 and 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, for obtaining the approval of members in respect of the agenda items given in the aforesaid Postal Ballot Notice. The Postal Ballot Notice was dispatched to the Members of the Company on 10<sup>th</sup> February 2025. The Board of Directors at its meeting held on 27<sup>th</sup> January 2025, appointed Mr. V Mahesh, Practicing Company Secretary, Chennai as Scrutinizer for conducting the postal ballot process in a fair and transparent manner.

The voting rights were reckoned on the basis of the shares registered in the name of the Members/Beneficial Owners as on 31<sup>st</sup> January 2025. The Shareholders were given options for voting through electronic means.

The Company provided the members a facility to exercise their right to vote on the resolutions as set out in the Notice by 'electronic means' through e-Voting services provided by National Securities Depository Limited (NSDL) in compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules 2014. The e-voting commenced on 11<sup>th</sup> February 2025, 09:00 hours and ended on 12<sup>th</sup> March 2025, 17:00 hours.

In compliance with Regulation 44 of the SEBI (LODR) Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolution is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. The communication of the assent or dissent of the Members would only take place through the e-voting system.

The scrutinizer, Mr. V Mahesh after due scrutiny of the votes voted through e-voting and postal ballot forms received up to the close of working hours of 12<sup>th</sup> March 2025 (being last date fixed for return of the Postal Ballot forms duly filled in by the Members), submitted his report dated 13<sup>th</sup> March 2025.

### **ESAB INDIA LIMITED**

Registered Office & Ambattur Plant :  
13, 3<sup>rd</sup> Main Road, Industrial Estate,  
Ambattur, Chennai - 600 058.  
Tel : +91 (0) 44-4228 1100.

Irungattukottai Plant :  
G-22, SIPCOT Industrial Park,  
Irungattukottai, Chennai - 602 117.  
Tel : +91 (0) 44-4711 4000.

Kalmeshwar Plant :  
B-28, MIDC, Kalmeshwar District,  
Nagpur - 441 501.  
Tel : +91 7118661807

CIN. No. L29299TN1987PLC058738  
info@esab.co.in / www.esab.com



The summary of the Scrutinizer's report and the consolidated results are furnished hereunder:

Sl No.	Brief Particulars of Resolution	Total No. of votes	No. of shares and % of total votes cast in favour		No. of shares and % of total votes cast against		Invalid votes	
		No of Shares	No. of shares	% of votes	No. of shares	% of Votes	No. of shares	% of votes
1	Appointment of Mr. Ramesh Rajan (DIN 01628318) as Non-Executive Independent Director	13567856	13503062	99.52%	65794	0.48%	Nil	Nil
2	Appointment of Mr. Raja Venkataraman (DIN 00669376) as Non-Executive Independent Director	13568856	13568666	99.99%	190	0.01%	Nil	Nil
3	Continuation of office of Mr. Kevin Johnson (DIN 09147729) as Non-Executive Nominee Director	13568856	13498129	94.48%	70727	0.52%	Nil	Nil

## **SPECIAL BUSINESS**

### **Resolution No.1 – Special Resolution**

#### **Appointment of Mr. Ramesh Rajan DIN 01628318 as Independent Director of the Company**

**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 161, Schedule IV and other applicable provisions of the Companies Act, 2013 (“Act”) read with rules made thereunder and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 (“LODR Regulations”) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and recommendation of the Nomination and Remuneration Committee and that of the Board of Directors, Mr. N. Ramesh Rajan, (DIN 01628318), who was appointed as an Additional Director in the capacity of an Independent Director with effect from 27<sup>th</sup> January 2025, who meets the criteria of independence as per Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the SEBI LODR Regulations and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act, be and is hereby appointed as an Independent Director of the Company for a period of five consecutive years commencing from 27<sup>th</sup> January 2025 till 26<sup>th</sup> January 2030 and that he shall not be liable to retire by

## **ESAB INDIALIMITED**

Registered Office & Ambattur Plant :  
13, 3<sup>rd</sup> Main Road, Industrial Estate,  
Ambattur, Chennai - 600 058.  
Tel : +91 (0) 44-4228 1100.

Irungattukottai Plant :  
G-22, SIPCOT Industrial Park,  
Irungattukottai, Chennai - 602 117.  
Tel : +91 (0) 44-4711 4000.

Kalmeshwar Plant :  
B-28, MIDC, Kalmeshwar District,  
Nagpur - 441 501.  
Tel : +91 7118661807

CIN. No. L29299TN1987PLC058738  
info@esab.co.in / www.esab.com



rotation and shall receive remuneration by way of sitting fees, reimbursement of expenses for participation in the meetings of the board and / or committees and profit related commission in terms of applicable provisions of the Companies Act, 2013 as determined by the Board from time to time.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary to give effect to the above resolution.

The above Special resolution was passed with requisite majority, and the details of the votes cast were furnished in the summary of the Scrutinizer's report and the consolidated results as tabulated above.

### **Resolution No.2 – Special Resolution**

#### **Appointment of Mr. Raja Venkataraman DIN 00669376 as Independent Director of the Company**

**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 161, Schedule IV and other applicable provisions of the Companies Act, 2013 ("Act") read with rules made thereunder and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 ("LODR Regulations") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and recommendation of the Nomination and Remuneration Committee and that of the Board of Directors, Mr. Raja Venkataraman, (DIN 00669376), who was appointed as an Additional Director in the capacity of an Independent Director with effect from 27<sup>th</sup> January 2025, who meets the criteria of independence as per Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the SEBI LODR Regulations and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act, be and is hereby appointed as an Independent Director of the Company for a period of five consecutive years commencing **from 27<sup>th</sup> January 2025 till 26<sup>th</sup> January 2030** and that he shall not be liable to retire by rotation and shall receive remuneration by way of sitting fees, reimbursement of expenses for participation in the meetings of the board and / or committees and profit related commission in terms of applicable provisions of the Companies Act, 2013 as determined by the Board from time to time.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary to give effect to the above resolution.

## ESAB INDIALIMITED

Registered Office & Ambattur Plant :  
13, 3<sup>rd</sup> Main Road, Industrial Estate,  
Ambattur, Chennai - 600 058.  
Tel : +91 (0) 44-4228 1100.

Irungattukottai Plant :  
G-22, SIPCOT Industrial Park,  
Irungattukottai, Chennai - 602 117.  
Tel : +91 (0) 44-4711 4000.

Kalmeshwar Plant :  
B-28, MIDC, Kalmeshwar District,  
Nagpur - 441 501.  
Tel : +91 7118661807

CIN. No. L29299TN1987PLC058738  
info@esab.co.in / www.esab.com



The above Special resolution was passed with requisite majority, and the details of the votes cast were furnished in the summary of the Scrutinizer's report and the consolidated results as tabulated above.

### **Resolution No.3 – Ordinary Resolution**

#### **Continuation of office of Mr. Kevin Johnson (DIN 09147729) as Non-Executive Nominee Director of the Company**

**RESOLVED THAT** pursuant to the regulation 17(1D) of SEBI (LODR) Regulations 2015, the continuation of office of Directorship of Mr. Kevin Johnson (DIN 09147729), who has been appointed as Non-Executive Nominee Director pursuant to provisions of section 161 and other applicable provisions, if any, of the Companies Act 2013 read with the rules made there under (including any statutory modifications or enactment thereof for the time being in force), Articles of Association of the Company, be and is hereby approved.

**RESOLVED FURTHER THAT** Mr. Rohit Gambhir, Managing Director, Mr. B Mohan, Director & Chief Financial Officer and Mr. G Balaji, Company Secretary be and are hereby severally authorized to file necessary documents / forms with the Registrar of Companies and to do all such acts, deeds, matters and things as may be deemed necessary, desirable, proper or expedient for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto.

The above Ordinary resolution was passed with requisite majority, and the details of the votes cast were furnished in the summary of the Scrutinizer's report and the consolidated results as tabulated above.

Mr. G Balaji – Company Secretary was authorized by the Chairman to announce the results. He announced that the Resolution in the Postal Ballot Notice dated 10<sup>th</sup> February 2025 was duly passed with requisite majority on 12<sup>th</sup> March 2025.

The results were intimated to Stock exchanges and published on the website of the Company, [www.esabindia.com](http://www.esabindia.com) on 13<sup>th</sup> March 2025 by Mr. G Balaji, Company Secretary and to NSDL.

**Date: 13<sup>th</sup> March 2025**

**For ESAB India Limited**

**G Balaji**  
**Company Secretary**

**ESAB INDIALIMITED**

Registered Office & Ambattur Plant :  
13, 3<sup>rd</sup> Main Road, Industrial Estate,  
Ambattur, Chennai - 600 058.  
Tel : +91 (0) 44-4228 1100.

Irungattukottai Plant :  
G-22, SIPCOT Industrial Park,  
Irungattukottai, Chennai - 602 117.  
Tel : +91 (0) 44-4711 4000.

Kalmeshwar Plant :  
B-28, MIDC, Kalmeshwar District,  
Nagpur - 441 501.  
Tel : +91 7118661807

CIN. No. L29299TN1987PLC058738  
[info@esab.co.in](mailto:info@esab.co.in) / [www.esab.com](http://www.esab.com)