

**ESAB/SE/2025****14th August 2025**

To National Stock Exchange of India Limited Exchange Plaza Plot No. C/1, G Block Bandra-Kurla Complex, Bandra (E) Mumbai 400 051 Scrip Code: ESABINDIA	BSE Limited P J Towers Dalal Street, Mumbai 400 023 Scrip Code: 500133
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Dear Sir,

Sub: Proceedings of 38th Annual General Meeting held on 14th August 2025 of ESAB India Limited

Pursuant to the provisions of Regulation 30 read with Schedule III Para A of Part A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby inform you that the 38th Annual General Meeting (AGM) of the Members of ESAB India Limited ('the Company') was held on Thursday, 14th August 2025 at 3:30 PM (IST) through Video Conference (VC) / Other Audio- Visual Means (OAVM).

As per the SEBI circular number SEBI/HO/CFD/PoD2/CIR/P/0155 dated 11th November 2024 we hereby furnish the details of the proceedings of the AGM as below.

Date of the AGM	14 th August 2025
Start time and End time of the AGM	Commenced at 3:30 PM and concluded at 4:12 PM.
Brief details of items deliberated	Refer Annexure 1
Voting results along with Scrutinizer report	Refer Annexure 2
Manner of approval proposed for certain items.	The Company had provided remote e-Voting facility to the members to exercise their votes electronically from Monday the 11 th August 2025 at 9:00 a.m. till Wednesday the 13 th August 2025 at 5:00 p.m. on the resolutions as set out in the Notice of the AGM. Members who were present at the AGM and had not previously cast their votes by remote e-voting were provided facility to cast their votes during the AGM and up to 15 minutes after the conclusion of the AGM.

Kindly take this on record.

Thanking you,
For ESAB India Limited

G. Balaji
Company Secretary
ESAB INDIA LIMITED

Registered Office & Ambattur Plant :
13, 3rd 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



Annexure - 1

Summary of the proceedings of the 38th Annual General Meeting of the members of ESAB India Limited

The 38th Annual General Meeting of the Company was convened at 3:30 PM IST on Thursday, the 14th day of August 2025 through Video Conferencing (VC) / Other Audio-Visual Means (OAVM).

With the permission of the Chairman, Mr. G Balaji, Company Secretary welcomed the members of the company and introduced the panelist to the members of the Company. He further informed that the facility to cast votes through remote e-voting was made available to the Members from August 11, 2025 (9:00 AM) to August 13, 2025 (5:00 PM) and e-voting during the AGM to those members who did not cast their votes through remote e-voting.

Mr. Kevin Johnson, Chairman of the Board, chaired the proceedings of the Meeting.

The quorum being present, the Chairman called the meeting in order. There were 51 Members present through VC, including corporate shareholders, and the necessary quorum was present throughout the Meeting.

Chairman welcomed the Members and provided operational highlights of the Company for the Financial Year 2024-25. With the consent of the shareholders, the Notice convening the Meeting was taken as read. Thereafter, Chairman put forth the following items as set out in the AGM Notice as below:

Ordinary Business:

1. To consider and adopt the Audited Financial Statements of the Company for the Financial year ended 31st March 2025 together with the Reports of Directors and the Auditors thereon.
2. To declare a final dividend of Rs. 42 per equity share of Rs. 10 each i.e., 420%
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.

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Special Business:

4. To appoint Mr. V Mahesh, Practicing Company Secretary, Chennai as the Secretarial Auditor of the Company for a period of 5 (Five) years from the financial year 2025-26 to 2029-30 and to authorize the Board of Directors of the Company to fix their remuneration.
5. Ratification of Remuneration payable to Cost Auditors
6. To approve material transactions with ESAB Europe GmbH, Switzerland, Related Party.
7. To approve material transactions with EWAC Alloys Limited, India, Related Party.

With the permission of the Chairman, the queries received from the shareholders in advance were addressed by Mr. Rohit Gambhir, Managing Director and Mr. B Mohan, Director & CFO. There were no questions raised by the shareholders in the Q&A Chat box.

All the items of business as referred above have been transacted at the 38th AGM of ESAB India Limited.

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Annexure – 2

Voting Results along with Scrutinizer Report

Agenda Item No	Resolutions	No. of votes cast in favour of the resolution			No. of votes cast against the resolution		
		No. of Members Voted	No. of votes cast by them	% of total number of votes cast	No. of Members Voted	No. of votes cast by them	% of total number of votes cast
1	Adoption of financial statements, Directors and Auditors report for the FY 2024-25	176	1,36,26,689	99.99	3	32	0.01
2	Declaration of Final Dividend of Rs. 42/- per equity share of Rs. 10 each i.e. 420%	179	1,36,26,734	99.99	2	31	0.01
3	Re-appointment of Mr. Rohit Gambhir (DIN: 06686250), Director retiring by rotation and eligible for re-appointment	174	1,36,17,139	99.93	11	9,621	0.07
4	Appointment of Mr. V Mahesh, Practicing Company Secretary, as Secretarial Auditor of the Company for a period of five years from the financial year 2025-26 to 2029-30.	177	1,36,26,728	99.99	3	32	0.01
5	Ratification of remuneration payable to Cost Auditors of the Company for the FY 2025-26	176	1,36,26,718	99.99	4	42	0.01
6	Approval of Material Transactions with ESAB Europe GmbH, Switzerland, Related Party	172	19,51,876	85.65	5	3,26,924	14.35
7	Approval of Material Transactions with EWAC Alloys Limited, India, Related Party	172	19,51,876	85.65	5	3,26,924	14.35

M/s V Mahesh & Associates were appointed as the scrutinizer to scrutinize the votes cast in remote e-voting and during the 38th Annual General Meeting. They have provided the scrutinizer's report dated 14th August 2025. All the resolutions were duly passed and approved by the shareholders.

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V. MAHESH & ASSOCIATES

#555, Level 8, 'B' Wing,
Capitale Towers, Anna Salai,

Teynampet, Chennai- 600 018

E-Mail ID: chennaiho@vmacs.co.in

Phone: +91 9566077133

Telephone: 044-24354113

REPORT OF SCRUTINIZER (E-VOTING)

[Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with rule 20 of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman of the 38th Annual General Meeting
ESAB India Limited,
CIN: L29299TN1987PLC058738
Plot No.13, 3rd Main Road,
Industrial Estate, Ambattur
Chennai - 600058

Dear Sir,

Sub: Report of Scrutinizer on Remote e-voting and e-voting conducted at the 38th Annual General Meeting (AGM) held through Video Conferencing ("VC")/Other Audio-Visual Means ("OAVM").

I, V. Mahesh, Practicing Company Secretary of V. Mahesh & Associates, have been appointed by the Board of Directors of M/s. ESAB India Limited as a Scrutinizer for the purpose of scrutinizing the e-voting process and ascertaining the requisite majority on e-voting carried out as per the provisions of Section 108 of the Companies Act, 2013 read along with rule 20 of the Companies (Management and Administration) Rules, 2014 and pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015.

The Management of the Company is responsible to ensure Compliance with the requirements of the Companies Act, 2013, Rules and Circulars issued by the Ministry of Corporate Affairs and Securities and Exchange Board of India relating to voting through electronic means on the resolutions contained in the notice. My responsibility as a Scrutinizer for the e-voting process is restricted to providing the Scrutinizer's report pertaining to the votes casted "in favour" or "against" the resolutions stated in the notice of the AGM, based on the reports generated from the e-voting system provided by National Securities Depository Limited (NSDL), the Authorized Agency to provide e-voting facilities, engaged by the Company.

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

1. The Annual General Meeting ("AGM") was convened through VC/OAVM without the physical presence of the Members in compliance with the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.





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2. The Members of the Company as on the "Cutoff date"/ Record date of 7th August, 2025 were entitled to vote on resolutions as set out in the notice of AGM.
3. The remote e-voting period was kept open from 11th August, 2025 at 09.00 (IST) to 13th August, 2025 at 17.00 (IST). We further confirm that the remote e-voting facility was closed on 13th August, 2025 at 17.00 (IST).
4. The Members of the Company who couldn't cast their vote through remote e-voting prior to the AGM were given an option to cast their vote up to 15 minutes from the closure of the Annual General Meeting. The Annual General Meeting concluded at 16.10 (IST) P.M and the voting window was closed at 16.30 (IST).
5. Thereafter the details containing the list of Equity Shareholders, who voted "for" or "against" each of the resolutions were generated from the website of the E-Voting agency (NSDL) <https://www.evoting.nsdl.com> and based on the information generated, the result of the e-voting are as under.

ORDINARY BUSINESS & ORDINARY RESOLUTIONS

Item No.1:- Adoption of Accounts

To consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March 2025 together with the Reports of Directors and the Auditors thereon

Voted in favor of the resolution:

Number of Members voted	Number of Votes cast by them	% of total number of votes cast
176	13626689	99.99

Voted against the resolution:

Number of Members voted	Number of Votes cast by them	% of total number of votes cast
3	32	0.01





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Invalid Votes:

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

Item No: 2:- Declaration of Dividend

To declare final dividend of ₹ 42 per equity share of ₹ 10 each i.e., 420%

Voted in favor of the resolution:

Number of Members voted	Number of Votes cast by them	% of total number of votes cast
179	13626734	99.99

Voted against the resolution:

Number of Members voted	Number of Votes cast by them	% of total number of votes cast
2	31	0.01

Invalid Votes:

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

Item No: 3:- Re-Appointment of Mr. Rohit Gambhir, Director retiring by rotation and eligible for re-appointment

To appoint a director in place of Mr. Rohit Gambhir, Director Identification Number 06686250, who retires by rotation and is eligible for re-appointment.





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Voted in favor of the resolution:

Number of Members voted	Number of Votes cast by them	% of total number of votes cast
174	13617139	99.93

Voted against the resolution:

Number of Members voted	Number of Votes cast by them	% of total number of votes cast
11	9621	0.07

Invalid Votes:

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

SPECIAL BUSINESS & ORDINARY RESOLUTION:

Item No: 4:- Appointment of Mr. V Mahesh as Secretarial Auditor

To appoint Mr. V Mahesh, Practicing Company Secretary, Chennai as the Secretarial Auditor of the Company for a period of 5 (Five) years from the financial year 2025-26 to 2029-30 and to authorize the Board of Directors of the Company to fix their remuneration.

RESOLVED THAT pursuant to the provisions of section 204 and regulation 24A of the SEBI (LODR) Regulations 2015 and other applicable provisions, if any, of the Companies Act 2013 read with rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the company be and is hereby accorded for appointment of Mr. V Mahesh, Chennai, Practising Company Secretary, Membership Number – F4162, Certificate of Practice Number – 2473 and Peer Review Number – 2107/2022 as the Secretarial Auditors of the Company for carrying out the secretarial audit for a period of five years from 2025-26 to 2029-30, at a remuneration of ₹ 1,60,000/- plus taxes and out of pocket expenses for the financial year 2025-26 and thereafter at a remuneration as mutually agreed between the Board and the Secretarial Auditors from time to time.





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Voted in favor of the resolution:

Number of Members voted	Number of Votes cast by them	% of total number of votes cast
177	13626728	99.99

Voted against the resolution:

Number of Members voted	Number of Votes cast by them	% of total number of votes cast
3	32	0.01

Invalid Votes:

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

Item No: 5:- Ratification of remuneration payable to Cost Auditors

RESOLVED THAT pursuant to the provision of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, 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, who have been appointed as Cost Auditor of the Company for the Financial Year ending 31st March 2026 as recommended by the Audit Committee and approved by the Board of Directors at its meeting held on 27th May, 2025 be and is hereby ratified.

Voted in favor of the resolution:

Number of Members voted	Number of Votes cast by them	% of total number of votes cast
176	13626718	99.99





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Voted against the resolution:

Number of Members voted	Number of Votes cast by them	% of total number of votes cast
4	42	0.01

Invalid Votes:

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

Item No: 6:- Approval for Material Transactions with ESAB Europe GmbH, Switzerland, Related Party

RESOLVED THAT pursuant to the provisions of Section 188 and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Company's Policy on Related Party Transactions, consent of the members of the Company be and is hereby accorded for entering into related party transactions with ESAB Europe GmbH, Switzerland in the nature of a) sale, purchase, supply of goods or services or any other similar business transactions; b) availing or rendering of services including the usage of Intellectual Property Rights, etc. ("Related Party Transactions"), in the ordinary course of its business and at arm's length basis up to an amount of ₹ 200 crores, on such terms and conditions as the Audit Committee and/or Board of Directors may deem fit.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to approve transactions and the terms & conditions with the related party defined under the Act, and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient, or incidental thereto as the Board may at its absolute discretion deem fit, without being required to seek any further consent or approvals of the members or otherwise to the end and intent that they shall be deemed has given their approval thereto expressly by the authority of this resolution for the purpose of giving effect to this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers conferred herein, to any one of its directors or Committee of directors with power to further delegate to or any Key Managerial Personnel of the Company, to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.





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Voted in favor of the resolution:

Number of Members voted	Number of Votes cast by them	% of total number of votes cast
172	1951876	85.65

Voted against the resolution:

Number of Members voted	Number of Votes cast by them	% of total number of votes cast
5	326924	14.35

Invalid Votes:

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

Item No: 7:- Approval of Material Transactions with EWAC Alloys Limited, Related Party

RESOLVED THAT pursuant to the provisions of Section 188 and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Company's Policy on Related Party Transactions, consent of the members of the Company be and is hereby accorded for entering into related party transactions with EWAC Alloys Limited, India in the nature of a) sale, purchase, supply of goods or services or any other similar business transactions; b) availing or rendering of services, etc. ("Related Party Transactions"), in the ordinary course of its business and at arm's length basis up to an amount of ₹ 200 crores, on such terms and conditions as the Audit Committee and/or Board of Directors may deem fit.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to approve transactions and the terms & conditions with the related party defined under the Act, and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient, or incidental thereto as the Board may at its absolute discretion deem fit, without being required to seek any further consent or approvals of the members or otherwise





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to the end and intent that they shall be deemed has given their approval thereto expressly by the authority of this resolution for the purpose of giving effect to this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers conferred herein, to any one of its directors or Committee of directors with power to further delegate to or any Key Managerial Personnel of the Company, to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

Voted in favor of the resolution:

Number of Members voted	Number of Votes cast by them	% of total number of votes cast
172	1951876	85.65

Voted against the resolution:

Number of Members voted	Number of Votes cast by them	% of total number of votes cast
5	326924	14.35

Invalid Votes:

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

For V. Mahesh & Associates



V. Mahesh

Practicing Company Secretary

M.No:F4162

CP No: 2473

UDIN: F004162G001014853

Peer Review Cert. No: 2107/2022

Date: 14.08.2025

Place: Chennai