

QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

NAME OF THE COMPANY : **ESAB INDIA LIMITED**

QUARTER ENDING ON : **30 September 2011**

PARTICULARS	CLAUSE OF LISTING AGREEMENT	COMPLIANCE STATUS (YES/NO)	REMARKS
I. Board of Directors	49 (I)		
A. Composition of Board	49 (IA)	YES	-
B. Non-Executive Directors compensation & disclosures	49 (IB)	YES	-
C. Other provisions to Board and Committees	49 (IC)	YES	-
D. Code of Conduct	49 (ID)	YES	-
II. Audit Committee	49 (II)	YES	-
A. Qualified & Independent Audit Committee	49 (IIA)	YES	-
B. Meeting of Audit Committee	49 (IIB)	YES	-
C. Powers of Audit Committee	49 (IIC)	YES	-
D. Role of Audit Committee	49 (IID)	YES	-
E. Review of information by Audit Committee	49 (IIE)	YES	-
III. Subsidiary Companies	49 (III)	N.A.	-
IV. Disclosures	49 (IV)	YES	-
A. Basis of related party transactions	49 (IVA)	YES	-
B. Board disclosures	49 (IVB)	YES	-
C. Proceeds from Public issues, rights issues, preferential issues etc.	49 (IVC)	N.A.	-
D. Remuneration of Directors	49 (IVD)	YES	-
E. Management	49 (IVE)	YES	-
F. Shareholders	49 (IVF)	YES	-
V. CEO/CFO Certification	49 (V)	YES	As required under Clause 41
VI. Report on Corporate Governance	49 (VI)	YES	-
VII. Compliance	49 (VII)	YES	