

**QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE**

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

**QUARTER ENDING ON** : **31 December, 2011**

<b>PARTICULARS</b>	<b>CLAUSE OF LISTING AGREEMENT</b>	<b>COMPLIANCE STATUS (YES/NO)</b>	<b>REMARKS</b>
<b>I. Board of Directors</b>	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	-
<b>II. Audit Committee</b>	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	-
<b>III. Subsidiary Companies</b>	49 (III)	N.A.	-
<b>IV. Disclosures</b>	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	-
<b>V. CEO/CFO Certification</b>	49 (V)	YES	As required under Clause 41
<b>VI. Report on Corporate Governance</b>	49 (VI)	YES	-
<b>VII. Compliance</b>	49 (VII)	YES	