

**PROCEEDINGS OF THE TWENTY SECOND ANNUAL GENERAL MEETING
OF THE SHAREHOLDERS OF ESAB INDIA LIMITED HELD ON
WEDNESDAY, 22 APRIL 2009, AT THE NARADA GANA SABHA TRUST
COMPLEX, NO.314, T.T.K. ROAD, CHENNAI 600 018 AT 3.00 P.M.**

PRESENT

Mr Michael G Foster	Chairman
Mr N.H. Mirza,	Director
Mr G. Hariharan,	Managing Director
Mr S. Tandon,	Director
Mr Pradeep Mallick	Director
Mr David J Egan	Director
Mr S.N. Talwar,	Director & Member

57 Members in person representing 8588912 equity shares; and

4 Members by proxies representing 66378 equity shares

Mr M.G. Foster, Chairman of the Board, occupied the chair and conducted the proceedings of the general meeting.

1. Chairman after confirming that the requisite quorum was present called the meeting to order. The Chairman introduced the members of the Board to the Shareholders present at the meeting.
2. The notice convening the meeting together with the explanatory statement was taken as read with the unanimous consent of the members present.
3. Chairman requested Mr S Venkatakrisnan, the Company Secretary to read the Auditor's report. The Company Secretary read the Auditor's Report dated 19 February 2009 to the members. The annexure to the auditors' report was taken as read with the unanimous consent of the members present.
4. Thereafter the Chairman read out his statement to the Members.
5. Chairman then took up the business mentioned in the notice in seriatim.

ORDINARY BUSINESS :

1. ADOPTION OF ACCOUNTS

Mr. K Sriram (DP & Client ID IN30154919588599), a member, proposed the following resolution as an ordinary resolution:

RESOLVED THAT the audited balance sheet as at 31 December 2008 and the Profit and Loss account of the company for the year ended on that date, together with the Directors' Report and the Auditors' Report thereon as presented to the meeting be and the same are hereby approved and adopted.

Mr D K Sarma (DP & Client ID IN30290242825727), a member, seconded the resolution.

Chairman invited the members to raise queries, if any. Thereafter, some members sought clarifications on the accounts and spoke on other related issues.

Mr Michael G Foster, Chairman of the Board and Mr N H Mirza, Chairman of the Audit Committee answered the queries raised by the members.

The resolution was then put to vote on a show of hands. Mr S Padmanabhan (DP & Client ID IN30177410308922) a member, voted against the resolution. The Chairman declared the resolution as passed with requisite majority.

2. APPROVING THE FINAL DIVIDEND FOR THE YEAR ENDED 31 DECEMBER 2008

Mr Subodh Nilkanth Purohit (DP & Client ID IN30115120313895) a member proposed the following resolution as an ordinary resolution:

RESOLVED THAT pursuant to the recommendations of the directors, a final dividend of 25% for the financial year ended 31 December 2008 amounting to Rs.2.50 per share of Rs.10/- each, absorbing a sum of Rs.45.00 million be and is hereby declared on 1,53,93,020 equity shares of Rs.10/- each fully paid up and that the same be paid to the shareholders, whose name appear in the register of members of the company as on 13 April 2009 (close of business hours) in case of shares held in electronic form and as on 13 April 2009 in respect of shares held in physical form.

Mr R Srinivasa Raghavan (DP & Client ID IN30154919588599) a member, seconded the resolution.

The resolution was then put to vote on a show of hands. Mr S Padmanabhan (DP & Client ID IN30177410308922) a member, voted against the resolution. The Chairman declared the resolution as passed with requisite majority.

3. RE-APPOINTMENT OF MR SATISH TANDON AS DIRECTOR

Mr M N Subramanian (DP & Client ID IN30044110393995), a member, proposed the following resolution as an ordinary resolution:

RESOLVED THAT Mr Satish Tandon, who retires by rotation and being eligible for re-appointment be and is hereby re-appointed as a director of the company.

Mr Pinni Sreenivasulu (DP & Client ID IN30267930331124) a member, seconded the same.

The resolution was then put to vote on a show of hands. Mr S Padmanabhan (DP & Client ID IN30177410308922) a member, voted against the resolution. The Chairman declared the resolution as passed with requisite majority.

4. RE-APPOINTMENT OF MR JON TEMPLEMAN AS DIRECTOR

Mr Swapan Kumar Kundu (DP & Client ID IN30002010854995) a member, proposed the following resolution as an ordinary resolution:

RESOLVED THAT Mr Jon Templeman, who retires by rotation and being eligible for re-appointment be and is hereby re-appointed as a director of the company.

Mr R Srinivasa Raghavan (DP & Client ID IN30154919588599), a member, seconded the same.

The resolution was then put to vote on a show of hands. Mr S Padmanabhan (DP & Client ID IN30177410308922) a member, voted against the resolution. The Chairman declared the resolution as passed with requisite majority.

5. RE-APPOINTMENT OF STATUTORY AUDITORS

Mr Mr D K Sarma (DP & Client ID IN30290242825727), a member, proposed the following resolution as an ordinary resolution:

RESOLVED THAT the retiring auditors M/s. BSR & Co., Chartered Accountants, Chennai, be and are hereby re-appointed as auditors of this company to hold office from the conclusion of this meeting till the conclusion of the next Annual General Meeting of the company on such remuneration as may be fixed in this behalf by the Board of Directors of the Company.

K Sriram (DP & Client ID IN30012610041359), a member, seconded the same.

The resolution was then put to vote on a show of hands. Mr S Padmanabhan (DP & Client ID IN30177410308922) a member, voted against the resolution. The Chairman declared the resolution as passed with requisite majority.

6. APPOINTMENT OF MR SURESH N TALWAR, AS A DIRECTOR

Mr M Myilvaganan (DP & Client ID IN30302852113736), a member, proposed, the following resolution as an ordinary resolution:

RESOLVED THAT Mr Suresh N Talwar, who was appointed as an additional director and holds office upto the date of this annual general meeting as per the provisions of the Companies Act, 1956, be and is hereby appointed as Director of the Company, liable to retire by rotation.

Mr M N Subramanian (DP & Client ID IN30044110393995), a member, seconded the same.

The resolution was then put to vote on a show of hands. Mr S Padmanabhan (DP & Client ID IN30177410308922) a member, voted against the resolution. The Chairman declared the resolution as passed with requisite majority.

7. APPROVING THE OVERALL LIMITS OF REMUNERATION AND PERQUISITES PAYABLE TO MR G HARIHARAN, MANAGING DIRECTOR

Mr M Myilvaganan (DP & Client ID IN30302852113736), a member, proposed, the following resolution as an ordinary resolution:

RESOLVED THAT in supersession of the earlier Resolution passed by the shareholders at the Annual General Meeting held on 27 April 2007 and subject to the provisions of Section 198, 269, 309 and 310, read with Part A of Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 consent of the Company be and is hereby accorded to pay such remuneration and to provide such benefits with effect from 1 January 2009 to Mr G Hariharan, Managing Director as may be determined by the Board of Directors from time to time not exceeding the applicable ceiling on remuneration as prescribed under the Companies Act, 1956 with respect to Managing Director and within the maximum limits specified below:

Remuneration

1. By way of Salary, allowances (excluding HRA), special allowances, etc., hereinafter referred to as Remuneration subject to a ceiling of Rs.75,00,000/- per annum or such other amount as the Board may determine.
2. By way of Performance Linked variable Pay / Long Term Incentive Compensation / Bonus / Commission on profits etc., subject to a ceiling of Rs.20,00,000/- per annum or such other amount as the Board may determine.

Perquisites

3. By way of perquisites which shall be evaluated at actual cost to the Company and where it is not possible to ascertain the actual cost, such perquisites shall be evaluated as per Income-tax Rules, 1962, and as per details given below subject to a ceiling of Rs.20,00,000/- per annum or such other amount as the Board may determine.
 - i. a. The company shall provide rent free furnished accommodation and also pay all rents, rates and taxes.
 - b. The company shall reimburse expenditure incurred towards electricity, fuel charges, water charges and all other expenses for the upkeep and maintenance of his residence.
 - ii. Leave Travel Expenses : For self and family (which shall include spouse, dependent children and parents) in accordance with the rules applicable to the Company.
 - iii. Reimbursement of expenditure incurred towards car driver salary.
 - iv. Provision of assets / furnishings at the residence of the Managing Director, the valuation of which will be as per Income Tax Rules. The Company shall maintain these assets, the expenses towards which shall not be included in the computation of the limits for remuneration or perquisites as aforesaid.

- v. Other allowances/benefits/perquisites : Any other allowances, benefits and perquisites as per the rules / policies framed, as may be applicable to the Senior Executives of the Company and / or which may become applicable in the future and / or any other allowances, perquisites as the Board may from time to time decide.

The following benefits which shall be provided to Mr G Hariharan, Managing Director shall not be included in the computation of the limits for remuneration or perquisites as aforesaid.

Company's contribution to provident fund not exceeding such percentage of the salary as may be fixed by the Central Government from time to time and contribution to gratuity and superannuation funds as per the rules of the Company.

The company shall provide and maintain a car and telephone at office and residence for official use. Payment of club fees for two clubs and all actual entertainment expenses at the club reasonably incurred in or about the business of the Company shall be reimbursed. Medical expenses for self and family, which shall include spouse, dependent children and parents, at actuals shall be reimbursed.

Mr G Hariharan, Managing Director may also avail leave in accordance with the policies applicable to Management Staff of the Company. He shall be entitled to encashment of leave standing to his credit as per applicable policies for Management Staff.

The Managing Director shall be a beneficiary of the Group Medical Insurance and the Personal Accident Insurance Policies taken by the Company for the Management Staff of the Company.

The Managing Director shall not be eligible to receive sitting fees for attending meetings of the Board of Directors or any Committee thereof.

The aggregate of the remuneration and perquisites as aforesaid in any financial year shall not exceed the limits prescribed from time to time under Sections 198, and 309 of the Companies Act, 1956 read with Schedule XIII to the said Act or any statutory modifications or re-enactment thereof for the time being in force, or otherwise as may be permissible at law.

RESOLVED FURTHER THAT where in any financial year, the Company has no profits or its profits are inadequate, Mr G Hariharan, Managing Director subject to the approval of a Remuneration Committee of the Directors of the Company shall be paid such remuneration not exceeding the ceiling limits specified under Part A of Schedule XIII of the Companies Act, 1956.

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."

Mr S Venkatesan (DP & Client ID IN30039413503292), a member, seconded the same.

The resolution was then put to vote on a show of hands. Mr S Padmanabhan (DP & Client ID IN30177410308922) a member, voted against the resolution. The Chairman declared the resolution as passed with requisite majority.

8. APPROVING THE AMENDMENT TO ARTICLE 25 OF THE ARTICLES OF ASSOCIATION OF THE COMPANY TO BRING PROVISIONS FOR BUY-BACK OF SHARES OF THE COMPANY

Mr Anantharaman (DP & Client ID 1201090000798941) a member, proposed, the following resolution as an ordinary resolution:

RESOLVED THAT in pursuant to Section 31 of the companies Act, 1956, the existing article 25 of the Articles of Association of the Company be deleted and substituted by the following new clauses

<p>Funds of the Company may not be applied in purchase of shares of the company</p>	<p>25A. The Company shall not give whether directly or indirectly and whether by means of loan, guarantee, the provision of security or otherwise, any financial assistance for the purpose of or in connection with a purchase or subscription made or to be made by any person of or any shares in the company or in its holding Company:</p>
<p>Buy back of shares and other specified securities</p>	<p>B. (1) Notwithstanding anything contained in the Act, but subject to the provision of section 77A and section 77B, the company may purchase its own shares or other specified securities (hereinafter referred as buyback) out of-</p> <ul style="list-style-type: none"> (i) its free reserves; or (ii) the securities premium account; or (iii) the proceeds of any shares or other specified securities; <p>Provided that no buy back of any kind of shares or other specified Securities shall be made out of the proceeds of an earlier issue of the same kind of shares or same kind of other specified securities.</p> <p>Provided further that the buyback of equity shares in any financial year shall not exceed twenty five percent, of its paid up equity capital in that financial year or such other percentage as may be permissible pursuant to any amendment to the Act.</p> <p>(2) The ratio of the debt owed by the company is not more than twice the capital and its free reserves after such buyback or at such ratio as may be fixed by the Central Government from time to time in this regard;</p>

	<p>Explanation: For the purpose of this article, the expression 'debt' includes all amounts of unsecured and secured debts.</p> <p>(3) All the shares or other specified securities for buyback shall be fully paid-up;</p> <p>(4) The buyback of shares or other specified securities shall be made in accordance with the guidelines issued from time to time by SEBI in this behalf.</p>

Mr Sankaran Ramakrishnan (Folio No.S01139), a member, seconded the same.

The resolution was then put to vote on a show of hands. Mr S Padmanabhan (DP & Client ID IN30177410308922) a member, voted against the resolution. The Chairman declared the resolution as passed with requisite majority.

Mr Michael G Foster, Chairman of the meeting thanked the shareholders for their active participation in the annual general meeting and declared the meeting as closed.

Chennai

CHAIRMAN OF THE MEETING

April 22, 2009