

**ANNEXURE I**

**Format to be submitted by listed entity on quarterly basis**

1. Name of Listed Entity - **Esab India Limited**  
 2. Quarter ending - **31-Mar-2019**

**i. Composition Of Board Of Director**

T i t l e ( M r / M s )	Name of the Director	DI N	P A N	Cate gory (Chai rpers on /Execu tive/No n- Execut ive/ Indepe ndent/ Nomin ee)	S u b C a t e g o r y	Dat e of App oint me nt	Dat e of ces sati on	T e n u r e	No of Dir ect ors hip in list ed enti ties incl uding this list ed enti ty	No of me mb ers hips in Au dit/ Sta keh old er Co mm itte e(s) incl uding this list ed enti ty	No of post of Chai rper son in Audi t/ Stak ehol der Co mmi ttee held in liste d entiti es incl uding this liste d entit y	Me mbe rshi p in Co mmi ttee s of the Co mpa ny	Remarks
Mr .	Daniel Alexis Pryor	05305621	ZZZZ999Z	C,NE D,ND		01-Jul-2012			1	2	0	AC,SC ,NRC	Mr. Daniel Alexis Pryor is a foreign national and hence no PAN obtained.
Mr .	Rohit Gambhir	06686250	AF RP G3 341 N	ED	M D	01-Nov-2013			1	1	0	SC	

Mr .	Vikram Krishanlal Tandon	0172251	AA TP T8 553 C	ID		29-Jan-2015		50	2	2	1	AC,SC	
Mr .	Sudhir Chand	01385201	AC RP C5 866 F	ID		29-Jan-2015		50	2	4	1	AC,SC ,NRC	
Mr .	Kalyanasundaram Vaidyanathan	00063692	AA AP V9 314 N	ID		29-Jan-2015		50	1	0	1	AC,N RC	
Ms .	Sabitha Rao	06908122	AB QP S19 36 G	ID		29-Jan-2015		50	1	0	0	NRC	

Company Remarks	
Whether Permanent chairperson appointed	Yes

## ii. Composition of Committees

### a. Audit Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Kalyanasundaram Vaidyanathan	ID	Chairperson	20-Oct-2011	
2	Vikram Krishanlal Tandon	ID	Member	21-Jul-2010	
3	Sudhir Chand	ID	Member	21-Jul-2010	
4	Daniel Alexis Pryor	C,NED,ND	Member	18-Feb-2013	

Company Remarks	
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Whether Permanent chairperson appointed	Yes
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**b. Stakeholders Relationship Committee**

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Vikram Krishanlal Tandon	ID	Chairperson	28-Feb-2012	
2	Sudhir Chand	ID	Member	21-Jul-2011	
3	Daniel Alexis Pryor	C,NED,ND	Member	18-Feb-2013	
4	Rohit Gambhir	ED	Member	31-Jul-2014	

Company Remarks	
Whether Permanent chairperson appointed	Yes

**c. Risk Management Committee**

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
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Company Remarks	
Whether Permanent chairperson appointed	

**d. Nomination and Remuneration Committee**

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Kalyanasundaram Vaidyanathan	ID	Chairperson	18-Feb-2013	
2	Sudhir Chand	ID	Member	18-Feb-2013	
3	Daniel Alexis Pryor	C,NED,ND	Member	25-Apr-2014	
4	Sabitha Rao	ID	Member	06-Nov-2014	

Company Remarks	
Whether Permanent chairperson appointed	Yes

**iii. Meeting of Board of Directors**

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter
30-Oct-2018	07-Feb-2019
23-Nov-2018	

Company Remarks	
Maximum gap between any two consecutive (in number of days)	75

**iv. Meeting of Committees**

Name of the Committee	Date(s) of	Date(s) of	Requirement of	Whether
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	meeting during of the committee in the previous quarter	meeting of the committee in the relevant quarter	Quorum met (details)	requirement of Quorum met (Yes/No)
Audit Committee	30-Oct-2018	07-Feb-2019		Yes
Stakeholders Relationship Committee	30-Oct-2018	07-Feb-2019		Yes

Company Remarks	
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	99

v. **Related Party Transactions**

<b>Subject</b>	<b>Compliance status (Yes/No/NA)</b>	<b>Remark</b>
Whether prior approval of audit committee obtained	Yes	
Whether shareholder approval obtained for material RPT	Not Applicable	
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	

Disclosure of notes on related party transactions and Disclosure of notes of material related party transactions	
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**VI. Affirmations**

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015
  - a. Audit Committee - **Yes**
  - b. Nomination & remuneration committee - **Yes**
  - c. Stakeholders relationship committee - **Yes**
  - d. Risk management committee (applicable to the top 100 listed entities) - **Not applicable**
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.- **Yes**
5. a. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. - **Yes**  
b. Any comments/observations/advice of Board of Directors may be mentioned here:

<b>The previous quarter's Corporate Governance report was placed in the Board Meeting held on 07.02.2019 and there were no comments/suggestions/observations from the Board of Directors.</b>
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**Name** : **S Venkatakrisnan**  
**Designation** : **Company Secretary**

## ANNEXURE II

### Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)

<b>I. Disclosure on website in terms of Listing Regulations</b>			
<b>Item</b>	<b>Compliance status</b>	<b>Company Remark</b>	<b>Website</b>
Details of business	Yes		www.esabindia.com
Terms and conditions of appointment of	Yes		www.esabindia.com
Composition of various committees of	Yes		www.esabindia.com
Code of conduct of board of directors and	Yes		www.esabindia.com
Details of establishment of vigil mechanism/	Yes		www.esabindia.com
Criteria of making payments to non-	Yes		www.esabindia.com
Policy on dealing with related party	Yes		www.esabindia.com
Policy for determining 'material' subsidiaries	Yes		www.esabindia.com
Details of familiarization programs imparted	Yes		www.esabindia.com
Contact information of the designated officials of the listed	Yes		www.esabindia.com
email address for grievance redressal and	Yes		www.esabindia.com
Financial results	Yes		www.esabindia.com
Shareholding pattern	Yes		www.esabindia.com
Details of agreements entered into with the media companies and/or	Not Applicable		
New name and the old name of the listed	Not		
<b>II Annual Affirmations</b>			
<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance status</b>	<b>Company Remark</b>
<i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'</i>	16(1)(b) & 25(6)	Yes	
<i>Board composition</i>	17(1)	Yes	
<i>Meeting of Board of directors</i>	17(2)	Yes	
<i>Review of Compliance Reports</i>	17(3)	Yes	
<i>Plans for orderly succession for appointments</i>	17(4)	Yes	
<i>Code of Conduct</i>	17(5)	Yes	
<i>Fees/compensation</i>	17(6)	Yes	
<i>Minimum Information</i>	17(7)	Yes	
<i>Compliance Certificate</i>	17(8)	Yes	
<i>Risk Assessment &amp; Management</i>	17(9)	Yes	
<i>Performance Evaluation of Independent Directors</i>	17(10)	Yes	
<i>Composition of Audit Committee</i>	18(1)	Yes	
<i>Meeting of Audit Committee</i>	18(2)	Yes	
<i>Composition of nomination &amp; remuneration committee</i>	19(1) & (2)	Yes	
<i>Composition of Stakeholder Relationship Committee</i>	20(1) & (2)	Yes	
<i>Composition and role of risk management committee</i>	21(1),(2),(3),(4)	Not Applicable	
<i>Vigil Mechanism</i>	22	Yes	
<i>Policy for related party Transaction</i>	23(1),(5),(6),(7) &	Yes	

<i>Prior or Omnibus approval of Audit Committee for all related party transactions</i>	23(2), (3)	Yes	
<i>Approval for material related party transactions</i>	23(4)	Not Applicable	
<i>Composition of Board of Directors of unlisted material Subsidiary</i>	24(1)	Not Applicable	
<i>Other Corporate Governance requirements with respect to subsidiary of listed entity</i>	24(2),(3),(4),(5) & (6)	Not Applicable	
<i>Maximum Directorship &amp; Tenure</i>	25(1) & (2)	Yes	
<i>Meeting of independent directors</i>	25(3) & (4)	Yes	
<i>Familiarization of independent directors</i>	25(7)	Yes	
<i>Memberships in Committees</i>	26(1)	Yes	
<i>Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel</i>	26(3)	Yes	
<i>Disclosure of Shareholding by Non-Executive Directors</i>	26(4)	Yes	
<i>Policy with respect to Obligations of directors and senior management</i>	26(2) & 26(5)	Yes	

<b>Other Information</b>	
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### III Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied. - **Not Applicable**

<b>Other Information</b>	
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**Name** : **S Venkatakishnan**  
**Designation** : **Company Secretary**