



ESAB INDIA LIMITED

CIN: L29299TN1987PLC058738

Regd. Office:

Plot No. 13, 3rd Main Road, Industrial Estate, Ambattur, Chennai - 600 058

Tel : 044-4228 1100 Fax : 044-4228 1150

Email: investor.relations@esab.co.in Website: www.esabindia.com

NOTICE FOR POSTAL BALLOT AND E-VOTING

Dear Shareholders,

Notice is hereby given that pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013, read together with Rule 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) that the resolution appended below is proposed to be passed by way of Postal Ballot :-

To approve the re-appointment of Mr Rohit Gambhir (DIN: 06686250) as Managing Director of ESAB India Limited (the "Company") for a term of five years with effect from 1 November, 2018.

The Member's consideration and approval is being sought for the Resolution annexed hereto. A Statement pursuant to Section 102 of the Companies Act, 2013, pertaining to the said resolution, setting out material facts and the reasons thereof is annexed hereto for your consideration.

The Board of Directors of the Company has appointed Mr V Mahesh, Practising Company Secretary, No.39/19, Aspen court, 3rd Floor, 6th Main Road, R A Puram, Chennai – 600 028 as Scrutinizer at its meeting held on 9th August, 2018, for conducting the postal ballot process in a fair and transparent manner in accordance with the provisions of Rule 22 of the Companies (Management and Administration) Rules, 2014.

In compliance with applicable regulations of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, the Company is pleased to offer e-voting facility as an alternate, to its Shareholders which would enable them to cast their votes electronically, instead of physical postal ballot form.

Further, the Company has engaged the services of National Securities Depository Limited (NSDL) to provide e-voting facility. It is clarified that e-voting is optional. Only members entitled to vote have to fill in the postal ballot form and send it to the Scrutinizer or vote under the e-voting facility offered by the Company and any other recipient of the Notice who has no voting rights should treat the Notice as intimation only. Please carefully read and follow the instructions on e-voting printed in the Postal Ballot Form.

In respect of shareholders opting for e-voting mode as above, they should cast their votes online from **10.00 Hrs (IST) on 27 August, 2018 till 17.00 Hrs (IST) on, 25 September, 2018** as per e-voting and other instructions provided with Postal Ballot Form. E-Voting shall not be allowed beyond **17.00 Hrs (IST) 25 September, 2018**. The duly completed postal ballot Form should reach Scrutinizer on or before **17.00 Hours (IST) on 25 September, 2018**.

The Scrutinizer will submit the report to the Chairman of the Company or in his absence to Director or Company Secretary of the Company upon completion of scrutiny of postal ballots in a fair and transparent manner and the result of the postal ballot will be announced on **26 September, 2018** at the Registered Office of the Company.

The result of the postal ballot will be posted on the Company's website viz. www.esabindia.com and on NSDL's website viz. www.evoting.nsdl.com besides communicating to the Stock Exchanges (BSE & NSE) where the shares of the Company are listed (www.bseindia.com and www.nseindia.com).

In accordance with Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, if approved with requisite majority the resolutions shall be deemed to have been passed on the last date specified by the Company for receipt of duly completed Postal Ballot forms or e-Voting i.e **25 September, 2018**.

The said Notice of Postal Ballot and Ballot Form have also been placed on the website of the company viz. www.esabindia.com. Members requiring any clarification may contact Mr S Venkatakrisnan, Company Secretary at the registered office of the Company.

**By order of the Board
For ESAB India Limited**

**Place: Chennai
Date: 9 August, 2018**

**S Venkatakrisnan
Company Secretary**

TEXT OF THE PROPOSED RESOLUTION ALONG WITH EXPLANATORY STATEMENT

Re-appointment of Mr Rohit Gambhir, Managing Director for a period of 5 years from 1 November 2018

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **ordinary resolution**:

“RESOLVED THAT subject to the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (the Act 2013), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactment(s) thereof for the time being in force), consent of the Company be and is hereby accorded to the re-appointment of Mr Rohit Gambhir (holding DIN 06686250), as the Managing Director of the Company for a period of five years with effect from 1st November 2018 upon such terms and conditions (including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the aforesaid period) as recommended by the Nomination and Remuneration Committee of Directors and the Board of Directors (the Board) as set out in the explanatory statement and to alter and vary the terms and conditions of the said appointment and remuneration and / or agreement in such manner, as it may deem fit and as may be agreed to between the Board and Mr Rohit Gambhir, however subject to the limits permissible under the Act and for this purpose the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary.”

“RESOLVED FURTHER THAT the scope and quantum of remuneration specified hereinabove, may be enhanced, enlarged, widened, altered or varied by the Board, in light of and in conformity with any amendment to the relevant provisions of the Act 2013 / Income Tax Act 1961 and/or the rules and regulations made thereunder and/or such guidelines, as may be announced by the Central Government, from time to time.”

Terms:

Remuneration:

Mr. Rohit Gambhir shall be paid remuneration by way of salary, perquisites and other allowances and benefits, any or more than one of them as may be recommended by the Nomination and Remuneration Committee and approved by the Board, in accordance with Sections 197, 203 and Schedule V of the Companies Act, 2013, within an overall ceiling limit not exceeding **Rs.30,000,000/-** (Rupees three crores only).

Commission/Bonus: Performance based bonus will be in accordance with the Group's scheme applicable to senior executives. This would be a variable component. Percentage of the net profits of the Company or such other quantum as may be recommended by Nomination and Remuneration Committee and approved by the Board of Directors, at its absolute discretion, for each financial year computed in the manner provided under Sections 197,198 of the Companies Act, 2013 subject to a maximum of 30% of gross annual salary at the end of the calendar year during the tenure of services within the overall ceiling limit of Rs 30,000,000/- (Rupees three crores only).

Perquisites:

1. Mr Rohit Gambhir will be eligible for gratuity as applicable to other officers of the Company.
2. Mr Rohit Gambhir and family, subject to a maximum of 6 members, will be covered under Mediclaim policy for a total coverage of Rs 900,000 @ Rs 150,000 per person per annum.
3. Mr Rohit Gambhir will be eligible for a company owned car as per company's policy applicable from time to time.

4. Car provided to Mr Rohit Gambhir will be run and maintained by the company and as may be approved by the Board of Directors from time to time.
5. Fuel reimbursement will be given as per Company's policy as applicable to the senior executives of the Company. Unclaimed fuel and maintenance limit will be paid at the end of the year as allowance and taxed.
6. Leave Travel allowance for Mr Rohit Gambhir and his family, which shall include spouse, dependent children and parents, as per the Company's policy as applicable from time to time and as may be approved by the Board of Directors.
7. The Company shall pay an allowance for the medical expenses not exceeding **Rs.72,000 per annum** for the Managing Director.
8. Telephone & Data Card: The Company shall provide a home telephone, a mobile phone and a Data card for official use and reimburse expenses, at actuals.
9. Leave: The Managing Director shall be entitled for Leave entitlement and encashment as per the rules of the Company.
10. Club Membership: Payment of club fees for one club and all actual entertainment expenses at the club reasonably incurred in or about the business of the company shall be reimbursed.
11. The 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 superannuation fund as per the rules of the Company as may be applicable from time to time.
12. The Managing Director shall be entitled to reimbursement of all actual expenses, including on entertainment and travelling incurred by him in the course of the Company's business in line with the Company's Global/Domestic Travel Policy.
13. The Managing Director shall also be eligible for any other allowances / benefits / perquisites, as per the rules made applicable to the Senior Executives of the Company, and/or which may become applicable in the future and/or any other allowance, perquisites as the Board may from time to time decide.

Revision in remuneration:

The Board of Directors of the Company, subject to the recommendation of the Nomination & Remuneration Committee, may revise the remuneration payable to the Managing Director, in any financial year during the currency of the present tenure of office, in such manner as agreed to between the Board of Directors and the Managing Director subject to the condition that the remuneration by way of salary, perquisites, performance bonus / incentive and other allowances, shall not exceed such percentage of net profits of the Company as prescribed under Schedule V of the Companies Act, 2013 and subject to the limits as approved by the Shareholders i.e Rs.30,000,000/- p.a. (Rupees three crores only).

Minimum Remuneration

In the event of any loss or inadequacy of profits for any financial year, the Board of Directors subject to the recommendation of Nomination & Remuneration Committee, shall revise the remuneration payable to the Managing Director, during such financial year, in such manner as agreed to between the said committee and the Managing Director and within the limits prescribed in this behalf under Schedule V of the Companies Act, 2013.

Other terms:

1. The Managing Director so long as he functions as such, shall not be paid any sitting fees for attending the meetings of the Board of Directors or committees thereof.
2. The Company and the Managing Director shall have the right to terminate the said appointment at any time with three-month's prior notice before the employment period originally agreed upon is concluded.
3. The Managing Director shall carry out such duties as may be entrusted to him by the Board of Directors from time to time.

4. The Managing Director shall exercise such powers as envisaged in the Articles of Association, subject to the approvals from the Board of Directors and such other powers as may be delegated from time to time by the Board of Directors.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all such acts, deeds, matters and things as may be deemed necessary to give effect to the above resolution.

**By the order of the Board of Directors
For ESAB India Limited**

**Place: Chennai
Date: 9 August, 2018**

**S Venkatakrisnan
Company Secretary**

Encl:

1. Explanatory Statement
2. Postal Ballot form and self-addressed Business Reply Envelope

Notes:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out material facts is appended hereto.
2. Consideration and approval of the Shareholders of the Company by postal ballot and e-voting is sought for the above resolution.
3. Resolution passed by the shareholders through Postal Ballot and e-voting is deemed to have been passed at a General Meeting of the shareholders.
4. The material documents referred to in the accompanying Explanatory Statement shall be open for inspection by the Shareholders at the Registered Office of the Company on all working days except Saturdays, Sundays and Public Holidays (between 9.30 a.m. to 11.30 a.m.) up to the last date for receipt of the Postal Ballot Form.
5. The Notice along with Explanatory Statement and self-addressed Business Reply Envelope, are being sent to all the eligible shareholders of the Company by post whose names appear in the Register of Members / list of Beneficial Owners as received from the National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) or Registrar and Share Transfer Agent (RTA) as on **17 August, 2018**. The Notice will be displayed on the website of the Company (www.esabindia.com) and of NSDL.
6. The Company has appointed M/s V Mahesh and Associates, Practising Company Secretaries as Scrutinizer to conduct the postal ballot and e-voting process in a fair and transparent manner.
7. Voting rights shall be reckoned on the paid up value of the shares registered in the names of the members as on **17 August, 2018**.
8. A postal ballot form along with self-addressed business reply envelope is enclosed. Shareholders voting in physical form are requested to carefully read the instructions printed in the attached postal ballot form. In case a Member is desirous of obtaining a printed Postal Ballot Form or a duplicate, he or she may send an e-mail to srirams@integratedindia.co.in or investor.relations@esab.co.in. The Registrar and Share Transfer Agent / Company shall forward the same along with self-addressed business reply envelope to the Member.
9. Members are requested to read the instructions printed on the reverse of the Postal Ballot Form and return the Form duly completed in the attached self addressed business reply envelope so as to reach the Scrutinizer on or before **25 September, 2018** at the following address:

Mr V Mahesh
Scrutinizer
C/o.Integrated Registry Management Services Private Limited
Unit: ESAB India Limited
2nd Floor, 'Kences Towers',
No.1 Ramakrishna Street, North Usman Road,
T. Nagar, Chennai 600017

Any postal ballot form received after the said date and time period shall be treated as if the reply from the member has not been received.

10. Incomplete, unsigned, improperly or incorrectly tick marked postal ballot forms will be rejected. There will be only 1 (one) postal ballot form for every registered folio / client ID irrespective of the number of joint members.
11. The postal ballot form should be completed and signed by the Shareholder (as per specimen signature registered with the Company and / or furnished to NSDL / CDSL). In case, shares are jointly held, this form should be completed and signed by the first named member and, in his / her absence, by the next named member. Holder(s) of Power of Attorney ("PoA") on behalf of a Shareholder may vote on the postal ballot mentioning the registration number of the PoA with the Company or enclosing a copy of the PoA authenticated by a notary. In case of shares held by companies, societies etc., the duly completed postal ballot form should be accompanied by a certified copy of the board resolution / authorisation giving the requisite authority to the person voting on the postal ballot form.
12. The instructions for the Shareholders for voting electronically are as under :

INSTRUCTIONS FOR E-VOTING

In compliance with Regulation 44, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Sections 108, 110 and other applicable provisions of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules 2014 the Company is pleased to provide e-Voting facility to all its members to exercise their right to vote on the resolution as set out in the Notice by 'electronic means' and all the businesses may be transacted through e-Voting services provided by National Securities Depository Limited (NSDL).

Members are requested to follow the below mentioned instructions to cast their vote through e-voting. The voting period begins on 10.00 Hrs (IST) on **27 August, 2018** till 17.00 Hrs (IST) on **25 September, 2018**. During this period, shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off-date of **17 August, 2018** may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.

Members whose email addresses are registered with the Depository Participant(s) will receive an email from NSDL informing them of their User ID and password. Once the member receives the email, he or she will need to go through the following steps to complete the e-voting process:

- (i) Open e-mail and then open PDF file viz., "ESAB India Limited e-Voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains the User ID and password for e-Voting. Please note that the password is an initial password.
- (ii) Launch your internet browser by typing the following URL in the address bar: www.evoting.nsd.com
- (iii) Click on shareholder - Login
- (iv) Enter User ID and password noted in step (i) above or provided in the physical postal ballot form. Click Login.
- (v) Password change menu appears. Change the password to a password of your choice. The new password should have a minimum 8 digits / characters or combination thereof. It is strongly recommended not to share the password with any other person and take utmost care to keep the password confidential.
- (vi) Home page of e-Voting opens. Go to "eVoting" icon and select "Active Evoting Cycles".
- (vii) Select "EVEN" of ESAB INDIA LIMITED.
- (viii) Now you are ready for e-Voting as Cast Vote page opens.
- (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
- (xi) After you have voted on a resolution, you will not be allowed to modify your vote.

- (xii) Institutional members (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF / JPG Format) of the relevant board resolution / authority letter etc. together with attested specimen signature of the duly authorized signatory(ies), who are authorized to vote, to the Scrutinizer through e-mail to maheshvenki@yahoo.com with a copy marked to evoting@nsdl.co.in.

In case of members receiving physical copy of the Notice

- (i) Initial password is provided as below / at the bottom of the notice

EVEN (e-Voting Number)	USER ID	PASSWORD/PIN

- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) of note no. 12 to cast vote.

In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for Members and e-Voting user manual for Members available at the downloads section of www.evoting.nsdl.com or contact NSDL at the following Telephone No: 022-24994600.

Login to e-Voting website will be disabled upon 5 unsuccessful attempts to key in the correct password. In such an event you will need to go through the Forgot User Details/Password option available on the site to reset the password.

If you are already registered with NSDL for e-Voting, then you can use your existing user ID and password for casting the vote. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The following statement sets out all material facts relating to the resolution mentioned in the accompanying notice.

Mr. Rohit Gambhir who was appointed as Executive Director and Chief Executive with effect from 1st November 2013 for a period of five years at the Board meeting held on 30th October 2013, was re-designated as Managing Director with effect from 1 November, 2014 for the remaining period of his tenure. The Board, on the recommendation of the Nomination and Remuneration Committee, at its meeting held on 9th August 2018, re-appointed Mr.Rohit Gambhir, aged 45 years, as Managing Director of the Company for a further period of five years with effect from 1st November, 2018. The Board of Directors noted the contribution made by Mr.Rohit Gambhir, to the overall progress of the Company and after taking into consideration the complexities of the responsibilities handled by him and industry benchmarks for similarly placed managerial personnel, have at their meeting held on 9th August, 2018, based on the recommendation of the Nomination and Remuneration Committee approved the re-appointment of Mr.Rohit Gambhir as Managing Director subject to the approval of shareholders.

The terms of appointment and the remuneration payable to Mr. Rohit Gambhir, Managing Director, as specified above are now being placed before the members for their approval by way of an ordinary resolution, as set out in this Postal Ballot Notice, in compliance with the provisions of Sections 196, 197 and 203 read with Schedule V to the Act, 2013, as recommended by the Nomination and Remuneration Committee and the Board of Directors. Mr. Rohit Gambhir is deemed to be concerned / interested in this resolution, since it relates to his re-appointment as Managing Director.

Statement pursuant to Section II of Part II of Schedule V of the Companies Act, 2013 and also brief profile as required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

I	GENERAL INFORMATION	
1	Nature of Industry	The Company was incorporated on 10 November 1987 and commenced operations from July 1988. The Company is in the business of manufacture and sales and services of a comprehensive range of welding, cutting and allied products covering welding consumables, reclamation arc equipments, industrial gas equipments, cutting machines and products for specialized welding and cutting and allied needs.

2	Date or expected date of commencement of commercial production	July, 1988
3	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable
4	Financial performance based on given indicators	(Rs. In Lakhs)
	Particulars	2017-2018
		2016-2017
	Income	55,558
	Profit before Interest and Depreciation	6,483
	Finance Charges	22
	Gross Profit	6,461
	Provision for Depreciation	(1,009)
	Profit before exceptional and prior period items and tax	5,452
	Exceptional items	(188)
	Profit before Tax from continuing operations	5,264
	Provision for Tax	(1,549)
	Net Profit After Tax	3,715
5	Foreign investments or collaboration, if any	<p>While a predominant part of the Company's business is done in India, the Company also exports its products and services to Bangladesh, Srilanka, South Africa, Singapore, Middle East, Indonesia, Sweden, China, Malaysia, Switzerland, Peru, Australia and USA.</p> <p>During the year, the total foreign exchange expenditure amounted to Rs.8,255 lakhs and Foreign exchange earnings were Rs.4,470 lakhs resulting in net foreign exchange Rs.3,785 lakhs for the year.</p> <p>The Company is a subsidiary of Colfax Corporation which holds 73.72% of the paid up equity share capital of the company. Colfax is a Delaware, USA based industrial group with existing global business interests in gas and fabrication technology products and services.</p>
II INFORMATION OF THE APPOINTEE		
1	Background Details	<p>Mr Rohit Gambhir, aged 45 years, is a B.Tech (Mechanical) from NIT Kurukshetra (1994) and EPGDM from IIM Indore (2004). He has an overall experience of 22 years. He started his career in Aug, 1994 with Saint Gobain and rose through the ranks to be the Sales Manager for Abrasive Industrial trade products by April, 2003 and he served them till November, 2007. In 2007 Mr Rohit Gambhir joined Stanley Black & Decker as its Business Head till February 2013 before joining ESAB India in March, 2013 as Head of Sales & Marketing. Mr Rohit Gambhir is a Director in EWAC Alloys Limited. He does not hold any equity shares in the company as on date and is also not related to any other Director on the Board of the Company.</p> <p>In his stint as Business Head in Stanley Black & Decker, the Company achieved the highest growth in power tool market to become the No.2 in the market segment from its earlier position of No.7 in 3 years. Mr. Rohit received the Eagle Award for this Exceptional performance.</p> <p>His area of expertise includes Business Management and strategy, marketing plans and implementation, end user B 2 B sales, international projects with Emerging Market focus, Topline and Operation margin management; Working capital turnover, Organization development, Supply Chain Management and Segment development.</p>

2	Past Remuneration	Year	Annual Remuneration										
			in Rs										
		2016-17	1,63,39,340										
		2017-18	2,16,18,887										
3	Job Profile and his suitability	<p>ESAB India Limited is a Public Limited Company listed on BSE Limited and National Stock Exchange of India Limited. The Company has manufacturing operations through its plants located at Chennai, Nagpur and Kolkata.</p> <p>Mr.Rohit Gambhir, Managing Director was appointed on 1 November, 2013 to take over as Managing Director of the Company. He is the occupier of the Company's plants. He heads a 750 strong workforce of a listed Company reporting to the Board of Directors and a dotted line reporting to the Group CEO.</p>											
4	Remuneration proposed: By way of salary, allowances, perquisites, Variable pay etc.,	<p>Mr Rohit Gambhir is proposed to be paid remuneration by way of salary, allowances, special allowances, perquisites, incentives / bonus within an overall ceiling of Rs.30,000,000/- (Rupees Three Crores only) The proposed remuneration is the overall ceiling limit for which approval of shareholders is being sought. Further, the Board of Directors are to be authorized to fix such remuneration, perquisites and bonus within the overall ceiling of Rs.30,000,000/- (Rupees Three Crores only).</p>											
5	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of origin)	<table border="1"> <thead> <tr> <th style="text-align: center;">Name of the Company</th> <th style="text-align: center;">Remuneration of Managing Director per annum (In Lakhs)</th> </tr> </thead> <tbody> <tr> <td>Ador Welding Limited</td> <td style="text-align: right;">136.17</td> </tr> <tr> <td>3M India</td> <td style="text-align: right;">512.05</td> </tr> <tr> <td>Asahi India</td> <td style="text-align: right;">384.43</td> </tr> <tr> <td>MM Forgings</td> <td style="text-align: right;">440.45</td> </tr> </tbody> </table>		Name of the Company	Remuneration of Managing Director per annum (In Lakhs)	Ador Welding Limited	136.17	3M India	512.05	Asahi India	384.43	MM Forgings	440.45
Name of the Company	Remuneration of Managing Director per annum (In Lakhs)												
Ador Welding Limited	136.17												
3M India	512.05												
Asahi India	384.43												
MM Forgings	440.45												
6	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	<p>Mr Rohit Gambhir does not have any pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel of the Company. He also does not hold any equity shares in the Company and the holding company.</p>											
III OTHER INFORMATION													
1	Reasons for loss or inadequate profits	Does not arise at present, considering that the Company has improved its profitability											
2	Steps taken or proposed to be taken for improvement	Company is continuously taking steps to improve its profitability											
3	Expected increase in productivity and profit in measurable terms	The Company expects to maintain its present growth rate.											

The Board recommends the ordinary resolution, as set out for approval by the shareholders of the Company.

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution as set out in this Postal Ballot Notice.

**By order of the Board
For ESAB India Limited**

Place: Chennai
Date: 9 August, 2018

**S Venkatakrisnan
Company Secretary**

Enclosed:

- 1) Postal Ballot Form
- 2) Self addressed Postage Pre-paid Business Reply Envelope

**ESAB INDIA LIMITED**

CIN: L29299TN1987PLC058738

Registered Office :

Plot No.13, 3rd Main Road, Industrial Estate, Ambattur, Chennai - 600 058.

Tel: 044 - 4228 1100 Fax: 044 - 4228 1150

Email: investor.relations@esab.co.in Website : www. esabindia.com

POSTAL BALLOT FORM

(to be returned to the Scrutinizer)

1.	Name(s) of the Member(s) (including joint holders, if any)	
2.	Registered address of the Sole/ first named member	
3.	Registered folio No / DP ID No & Client ID No	
4.	Number of Equity shares held	

I/We hereby exercise my/our vote in respect of the ordinary resolution to be passed through postal ballot for the business stated in the postal ballot notice of the Company by conveying my/our assent or dissent to the said resolution by placing the tick (✓) mark at the appropriate box below:

Description	No of shares	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
To approve the re-appointment of Mr.Rohit Gambhir (DIN: 06686250) Managing Director for a term of five years from 1 November, 2018.			

Place:

Date:

Signature of the Member

ELECTRONIC VOTING PARTICULARS

EVEN (e-Voting Number)	USER ID	PASSWORD/PIN

Note: Kindly read the instructions printed overleaf before filling the form. Last date for receipt of postal ballot forms by the Scrutinizer is **25 September, 2018**.

Notes/Instructions

1. A member desiring to exercise his/her vote by postal ballot may complete this postal ballot form (no other form or photocopy thereof is permitted to be used for the purpose) and send it to the Scrutinizer at the address of the Company in the attached postage pre-paid self-addressed business reply envelope. The postage will be borne and paid by the Company. The Company shall also accept envelopes containing postal ballot forms, if deposited with the Company in person or if sent by courier at the expense of the member. Members residing outside India should stamp the envelopes appropriately.
2. The Board of Directors of the Company has at its meeting held on **9 August, 2018** appointed Mr V Mahesh, Practising Company Secretary, No.39/19, Aspen court, 3rd Floor, 6th Main Road, R A Puram, Chennai – 600 028 as Scrutinizer for conducting the postal ballot process in a fair and transparent manner. The name and address of the Scrutinizer to whom the postal ballot papers are to be sent are given below:

Mr V Mahesh
Scrutinizer
C/o. Integrated Registry Management Services Private Limited
Unit: ESAB India Limited
2nd Floor, 'Kences Towers',
No.1 Ramakrishna Street, North Usman Road,
T. Nagar, Chennai 600017.

3. This form should be completed and signed by the members (as per specimen signature recorded with the Company/Depositories). In case of joint shareholding, this form should be completed and signed by the first named member and in his/her absence, by the next named member. In case, holders of power of attorney sign the postal ballot form, reference to the Power of Attorney registered with the Company should be mentioned in the postal ballot form. The right of voting by postal ballot cannot be exercised by proxy.
4. Unsigned postal ballot forms will be rejected. Duly completed postal ballot forms should reach to the Company not later than by the close of working hours at 17:00 hours on **25 September, 2018**. Postal ballot forms received after this date and time will be strictly treated as if the reply from such member has not been received.
5. In case of shares held by bodies corporate/trust/societies, the duly completed postal ballot form should be accompanied by a certified true copy of the relevant resolution/authorization.
6. There will be only one postal ballot form for every folio irrespective of the number of joint member(s).
7. Voting rights shall be reckoned on the paid up value of the shares registered in the name of the members as on **17 August, 2018**.
8. Members are requested not to send any other paper along with the postal ballot form such as envelopes to the scrutinizer and the scrutinizer would destroy any extraneous paper found in such envelope.
9. Votes will be considered invalid on the following grounds:
 - a. If the ballot form is unsigned;
 - b. If the member's signature does not tally with the specimen signature in the records of the Company, depositories;
 - c. If the member has voted all his shares both in favour and also against in the ballot paper although member need not use all his votes or cast all his votes in the same way.
 - d. If the ballot paper received is torn or defaced or mutilated to an extent that it is difficult for the Scrutinizer to identify either the member or the number of votes or as to whether the votes are cast in favour or against the resolution or if the signature could not be checked or on one or more of the above grounds; or
 - e. On such other grounds which in the opinion of the scrutinizer makes the votes invalid.
10. The Scrutinizer's decision on the validity of a postal ballot form will be final and binding.
11. The result of the postal ballot will be announced by the Chairman or in his absence, any person authorized by the Chairman on **26 September, 2018**. In accordance with Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, if approved with requisite majority the resolutions shall be deemed to have been passed on the last date specified by the Company for receipt of duly completed Postal Ballot forms or e-Voting i.e **25 September, 2018**.