

MESSER CUTTING SYSTEMS INDIA PRIVATE LIMITED

CIN: U29220TZ2008FTC014203

Regd. Office: No.199/2AB2, 198/2A2A and 198/2A2B, SNMV College Road,
Malumichampatti, Coimbatore 641 050

Tel: 0422 672 550, E-mail - muhammedsalim.kajahussain@messer-cutting.com

NOTICE OF 17th ANNUAL GENERAL MEETING

Notice is hereby given that the **17th Annual General Meeting** of the members of the Company will be held at 5:00 p.m., Indian Standard Time, on Monday, the **08th day of September, 2025** at the registered office of the Company at No.199/2AB2, 198/2A2A and 198/2A2B, SNMV College Road, Malumichampatti, Coimbatore 641 050 through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM") to transact the following business.

AGENDA

Ordinary Business

To consider and if thought fit to pass with or without modifications, the following resolution as **ordinary resolution**

1. To receive, consider and adopt the audited Financial Statements comprising of the Statement of Profit and Loss for the financial year ended **31st March, 2025**, the Balance Sheet and the Cash Flow Statement as on that date together with the Report of the Board of Directors and Auditors thereon.

"RESOLVED THAT the audited Financial Statements comprising of the Statement of Profit and Loss for the financial year ended **March 31st, 2025**, the Balance Sheet and the Cash Flow Statement as on that date together with the Report of the Board of Directors and Auditor thereon be and are hereby considered and adopted."

2. To declare final dividend out of the accumulated profits of the company for the financial year 2024-2025.

"RESOLVED THAT in accordance with the provisions of Section 123 of the Companies Act, 2013 read with Companies (Declaration and Payment of Dividend) Rules, 2014, the members of the company hereby declare final dividend of INR 3 per Equity Share on 31,999,980 Paid up-Equity Shares of the Company be paid out of the accumulated profits of the company to those shareholders whose name appear in the Register of Members of the Company as on 31st July, 2025."

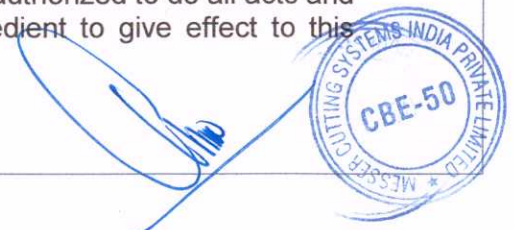
Special Business

3. Appointment of Mr. Maximilian Tiefel as the Director

To consider and if thought fit to pass with or without modifications, the following resolution as an **ordinary resolution**

"RESOLVED THAT pursuant to the provisions of section 152 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, Mr. M Maximilian Tiefel (DIN: 11090493), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 05th June 2025 in terms of Section 161(1) of the Companies Act, 2013 read with Articles of Association of the Company and who holds office upto the date of this Annual General Meeting by virtue of section 161(1) of the Companies Act, 2013, be and is hereby appointed as the Director of the Company."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."



4. To re-appoint the Cost Auditor of the Company for the financial year 2025-2026.

To consider and if thought fit to pass with or without modifications, the following resolution as an **ordinary resolution**

"RESOLVED THAT pursuant to the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and Companies (Cost Records and Audit) Rules, 2014 as amended from time to time, the re-appointment of Mr. B. Venkateswar, Cost Accountant, (Membership No.27622) as Cost Auditor by the Board of Directors of the Company to conduct the audit of the cost records of the Company for the financial year 2025-2026 on a remuneration of INR. 120,000/- plus applicable GST and out of pocket expenses be and is hereby ratified and confirmed".

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

Explanatory Statements pursuant to Section 102 of the Companies Act, 2013 is attached herewith.

By Order of the Board
For Messer Cutting Systems India Private Limited


Mani Narayanan
(DIN:03210772)
Managing Director


Muhammed Salim K
Company Secretary



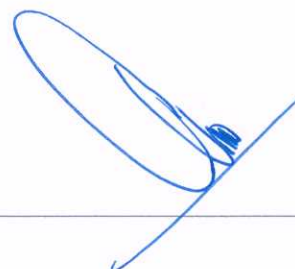
Date : 13/08/2025
Place : Coimbatore

NOTES:

1. As per Ministry of Corporate Affairs Circulars ("MCA") vide General Circular No. 09/2023 dated 25.09.2023 read with 10/2022 dated 28.12.2022, Circular No. 3/2022 dated 05.05.2022, Circular No.2/2021 dated 13.01.2021, Circular No.20/2020 dated 05.05.2020, Circular No.17/2020, dated 13.04.2020, Circular No. 14/2020 dated 08.04.2020 and Circular No. 09/2024 dated 19.09.2024 (collectively referred to as "MCA Circulars") permitted the conduct of the 17th Annual General Meeting ("AGM") through Video Conferencing (VC)/Other Audio Visual Means (OAVM), without the physical presence of the Members at a common venue. The deemed venue for the 17th AGM shall be the Registered Office of the Company situated at No.199/2AB2, 198/2A2A and 198/2A2B, SNMV College Road, Malumichampatti, Coimbatore - 641 050, Tamil Nadu, India. In compliance with the provisions of the Companies Act, 2013 ("Act") and MCA Circulars, the 17th AGM of the Company is being held through VC/OAVM. Members may refer to the procedures given below for participation in the 17th AGM through VC/OAVM.



2. Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this 17th AGM is being held pursuant to the MCA Circulars through VC/OAVM, the physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the 17th AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
3. Corporate members may appoint their representatives to attend and vote at this Annual General Meeting pursuant to Section 113 and are requested to send a certified copy of the resolution authorizing their representative to attend and vote on their behalf at the Meeting from their email address registered with the company to the email address of the Company Secretary mail - muhammedsalim.kajahussain@messer-cutting.com designated for this purpose.
4. **Instructions for participating and voting at 17th Annual General Meeting through video conferencing facility / other audio-visual means:**
 - 4.1 Pursuant to the General Circular No. 09/2023 dated 25.09.2023 read with 10/2022 dated 28.12.2022, Circular No. 3/2022 dated 05.05.2022, Circular No.2/2021 dated 13.01.2021, Circular No.20/2020 dated 05.05.2020, Circular No.17/2020 dated 13.04.2020, Circular No. 14/2020 dated 08.04.2020 and Circular No. 09/2024 dated 19.09.2024 (collectively referred to as "MCA Circulars") issued by the Ministry of Corporate Affairs, this 17th Annual General Meeting will be conducted through video conferencing facility/other audio-visual means and hence, the Company has availed the services of MS Teams Video Conferencing for providing the members the facility to attend and vote at this Annual General Meeting through video conferencing facility.
 - 4.2 Members are requested to note that the weblink for joining the meeting, the meeting ID and the password, if any being private & confidential, will be sent separately to the email address of the members registered with the Company.
 - 4.3 Members may access the meeting link and the facility to join the meeting will be kept open for the members from 4:45 p.m., (IST) onwards on 08th September 2025 i.e. before 15 minutes from the time scheduled to commence the 17th Annual General Meeting and remain open till the expiry of 15 (fifteen) minutes after the scheduled time.
 - 4.4 Members who need any technical assistance to attend the Annual General Meeting or at any time during the continuance of the meeting are requested to contact at the helpline number +91 9994072742.
5. Members are requested to note that the provisions of Section 108 of the Companies Act, 2013 relating to electronic voting facility are not applicable to the company and accordingly, the voting on the resolution(s) set out in this notice will be conducted by the Chairman of the meeting by way of show of hands, unless a demand for poll is duly made in accordance with Section 109.
6. Members are requested to send all their communications in relation to this meeting to the email mail - muhammedsalim.kajahussain@messer-cutting.com designated for this purpose.
7. Pursuant to Article 44 of the Articles of Association of the Company, the provisions of Section 101 of the Companies Act, 2013 are not applicable to the Company and the convening of this 17th Annual General Meeting requires only 7 days' notice.



8. The results of the votes cast by the members will be declared at the meeting and the proceedings of the Annual General Meeting will be recorded and maintained in safe custody by the Company.
9. Members are requested to note that the route map containing the complete particulars of the venue of this Annual General Meeting is not attached to this notice since the physical attendance of the members has been dispensed with.

**By Order of the Board
For Messer Cutting Systems India Private Limited**



Mani Narayanan
(DIN:03210772)

Muhammed Salim K
Company Secretary
Membership No.A65174

Date : 13.08.2025
Place : Coimbatore

**EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102(1)
OF THE COMPANIES ACT, 2013**

The following statement sets out all material facts relating to all the Special Businesses mentioned in the accompanying Notice:

Item No.3

Mr. Maximilian Tiefel was appointed as an Additional Director of the Company with effect from 05th June, 2025, in accordance with the provisions of Section 161 of the Companies Act, 2013, read with the Articles of Association of the Company. Pursuant to Section 161 of the Companies Act, 2013, the above director holds office only up to the date of the ensuing Annual General Meeting of the Company.

Mr. Maximilian Tiefel is not disqualified from being appointed as Director in terms of Section 164 of Companies Act, 2013 and has given his consent to act as Director. The Board recommends the said Resolution No. 3 for approval by the members of the Company.

None of the Directors and Key Managerial Personnel or their relatives financially or otherwise interested or concerned in this resolution.

Item No 4


The Board, at their meeting held on 13.08.2025, has appointed Mr. B. Venkateswar, Cost Accountant, (Membership No.27622) as Cost Auditor of the Company to conduct the audit of the cost records of the Company for the financial year ending on 31st March 2026 at a remuneration of INR. 1,20,000/- plus applicable GST and out of pocket expenses subject to the ratification of the members of the Company.

In accordance with the provisions of Section 148 of the Act read with the applicable Rules, the remuneration payable to the Cost Auditor is required to be ratified by the members of the Company. Accordingly, the Board recommends the Ordinary Resolution set out at Item No.4 of the Notice for the approval of the members of the Company.

None of the Directors and Key Managerial Personnel or their relatives financially or otherwise interested or concerned in this resolution.

**By Order of the Board
For Messer Cutting Systems India Private Limited**


Mani Narayanan
(DIN:03210772)


Muhammed Salim K
Company Secretary
Membership No.A65174



Annexure pursuant to the Secretarial Standard on General Meetings (SS) - 2 issued by

The Institute of Company Secretaries of India ("ICSI")

Particulars of Directors seeking appointment/re-appointment at the Annual General Meeting

Name	Maximilian Tiefel
DIN	11090493
Date of Birth	23 rd March, 1989
Nationality	German
Date of first appointment on the Board	05 th June, 2025
Qualification	CMA USA and MBA
Experience	5
Area of Expertise	Finance and Accounting
Terms and Conditions of Appointment / Reappointment	As set out in Item 3 of the Notice
Remuneration sought to be paid (per annum)	Not applicable
Remuneration last drawn (per annum)	Not applicable
Shareholding	Nil
Relationship with other Directors/Manager/KMP	Not related to any Director / Manager / KMP
Number of Meetings of the Board attended during the financial year 2024-2025	Nil
List of Directorships held in other Indian Companies	Nil
Membership / Chairmanship of Committees of other Boards	Nil

