



Premier Cryogenics Limited

Regd. Office : 136, Maniram Dewan Road, Chandmari, Guwahati – 781 003

Phone : (0361) 2660192, 2660193 Fax : 91 – 0361 – 2661787

E-mail : info@premiercryogenics.com Website : www.premiercryogenics.com

CIN : L24111AS1994PLC004051

NOTICE

NOTICE is hereby given that the Twenty-eighth Annual General Meeting of the Members of Premier Cryogenics Ltd. will be held on Monday the 26th September, 2022 at 3:30 P.M. (IST) through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) to transact the following business:

ORDINARY BUSINESS :

- 1) To receive, consider and adopt the Audited (Standalone and Consolidated) Financial Statements of the Company for the financial year ended March 31, 2022 together with the Reports of the Board of Directors and Auditors thereon.
- 2) To declare Dividend on Equity Shares for the financial year ended March 31, 2022.
- 3) To appoint a Director in place of Mr. Nitin Ch. Baruah, (DIN: 00220932) who retires by rotation and is eligible for re-appointment but has expressed his unwillingness to be so re-appointed and has not offered himself for the same be not re-appointed as a Director of the Company.

SPECIAL BUSINESS :

- 4) To consider and if thought fit, to pass with or without modification, the following resolution not to fill the vacancy caused due to retirement of Mr. Nitin Ch. Baruah (DIN:00220932), as an Ordinary Resolution:

“RESOLVED THAT pursuant to and in accordance with the provisions of Section 152 of the Companies Act, 2013 and relevant rules framed thereunder, including any modification(s) thereto or re-enactment(s) thereof for the time being in force, Mr. Nitin Ch. Baruah (DIN:00220932), a Director, who retires by rotation and is eligible for re-appointment but has expressed his unwillingness to be so re-appointed and non-receipt of any proposal seeking appointment/re-appointment, the vacancy so caused due to the retirement be not filled-up.”

For **PREMIER CRYOGENICS LTD.**

By Order of the Board

Sd/-

ANJAN TALUKDAR
COMPANY SECRETARY

Date : 27th May, 2022

Place: Guwahati

Note :

- 1) In view of the present Covid-19 pandemic, the Ministry of Corporate Affairs (‘MCA’) has vide its General Circular Nos. 14/2020, 17/2020, 20/2020, 02/2021, 19/2021, 21/2021 and 2/2022 dated 8th April, 2020, 13th April, 2020, 5th May, 2020, 13th January, 2021, 8th December, 2021, 14th December, 2021 and 5th May, 2022 respectively and the Securities and Exchange Board of India (SEBI) vide Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020, No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021 and No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13th May, 2022 (collectively referred to as “the Circulars”) permitted the holding of the Annual General Meeting (‘AGM’) through Video Conferencing (‘VC’) or Other Audio Visual Means (‘OAVM’), without the physical presence of the Members at a common venue. In compliance with the provisions of the said Circulars and the provisions of the Companies Act, 2013 (‘Act’) and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the AGM of the Company is being held through VC/OAVM. The deemed venue for the AGM shall be the Registered Office of the Company.

- 2) An Explanatory statement pursuant to Section 102 of the Companies Act, 2013 relating to the Special Business to be transacted at the Annual General Meeting is annexed hereto.
- 3) 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 AGM IS BEING HELD PURSUANT TO THE CIRCULARS THROUGH VC/OAVM, THE REQUIREMENT OF PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, IN TERMS OF THE CIRCULARS, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS AGM AND HENCE THE PROXY FORM AND ATTENDANCE SLIP ARE NOT ANNEXED TO THIS NOTICE.
- 4) Since the AGM shall be held through VC/OAVM, Attendance slip and the Route Map of the venue of the meeting is not annexed hereto.
- 5) **DESPATCH OF NOTICE, ANNUAL REPORT THROUGH ELECTRONIC MODE:** Pursuant to the MCA and SEBI Circulars mentioned above, in view of the prevailing situation, owing to the difficulties involved in dispatching of physical copies, the Notice of the 28th AGM and the Annual Report for the year 2021-2022, including therein the Audited Financial Statements for the said year, are being sent only by email to the Members. Therefore, those Members, whose email address is not registered with the Company or its RTA or with their respective Depository Participant(s), and who wish to receive the Notice and the Annual Report and all other communication sent by the Company, from time to time, can get their email address registered by following the steps as given below:

Instructions to register/update the Email ID:	
a.	For Members holding shares in Physical Form: Send a mail to the Company and Registrar & Share Transfer Agent of the Company, Niche Technologies Pvt. Ltd. at info@premiercryogenics.com and nichetechpl@nichetechpl.com respectively along with the scanned copy of the request letter duly signed by sole/first shareholder quoting the Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN Card), AADHAR (self-attested scanned copy of Aadhar Card) for registering email address.
b.	For Members holding shares in Demat Form: Please contact your Depository Participant (DP) and register your email address.

- 6) The Notice of the 28th AGM and the Annual Report for the year 2021-22 will be available on the website of the Company at www.premiercryogenics.com.
- 7) The Register of Members and Share Transfer Books of the Company shall remain closed from Tuesday the 20th September, 2022 to Monday the 26th September, 2022 both days inclusive.
- 8) The Instructions for participation by Shareholders in the AGM through VC/OAVM and E-Voting are given in the subsequent paragraphs.

9) CDSL e-Voting System – For e-voting and Joining Virtual meetings

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the

authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.

3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.premiercryogenics.com. The Notice can also be accessed from the websites of the Stock Exchange i.e. Calcutta Stock Exchange at www.cse-india.com. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.
7. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
8. In continuation of this Ministry's **General Circular No. 20/2020**, dated 05th May, 2020 and after due examination, it has been decided to allow companies whose AGMs were due to be held in the year 2020, or become due in the year 2021, to conduct their AGMs on or before 31.12.2021, in accordance with the requirements provided in paragraphs 3 and 4 of the General Circular No. 20/2020 as per MCA circular no. 02/2021 dated January, 13, 2021.

Further the Ministry of Corporate Affairs vide its General Circular No.2/2022 dated May 5, 2022 with reference to the Ministry's General Circulars No.20/2020 dated May 5, 2020, No.02/2021 dated January 13, 2021, No.21/2021 dated December 14, 2021 and No.2/2022 dated May 5, 2022 decided to allow the Companies whose AGMs are due in the year 2022, to conduct their AGMs on or before 31st December, 2022 in accordance with the requirements laid down in Para 3 and Para 4 of the General Circular No. 20/2020 dated May 5, 2020.

THE INSTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access through CDSL e-Voting System in case of Shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins on 23rd September, 2022 (9:00 AM IST) and ends on 25th September, 2022 (5:00 PM IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 19th September, 2022, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iv) In terms of SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS" Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat

	account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800225533
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

(v) Login method for e-Voting and joining virtual meeting for **physical shareholders and shareholders other than individual shareholders holding in Demat form.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first time user follow the steps given below:

	For Physical Shareholders and other than individual shareholders holding shares in Demat
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also

used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant Company Name i.e. **PREMIER CRYOGENICS LTD.** on which you choose to vote.
- (x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
 - It is mandatory that a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer at email address viz; chandancsp@rediffmail.com and to the Company at the email address viz; info@premiercryogenics.com , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM/EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast **2 (two) days (48 hours) prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The

shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **2 (two) days (48 hours) prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.

8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Company email id at **info@premiercryogenics.com** /RTA email id at **nichetechpl@nichetechpl.com**.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800225533

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, MarathonFuturex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800225533.

10) Other information for Members:

- a. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
- b. The voting right of shareholders shall be in proportion to their shares of the paid-up equity capital of the Company as on the cut-off date of 19th September, 2022. A person who is not a member as on cut-off date should treat this notice for information purpose only.
- c. The Shareholders shall have one vote per equity share held by them as on the cut-off date of 19th September, 2022. The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders.
- d. Since the Company is required to provide members the facility to cast their vote by electronic means, Shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 19th September, 2022 and not casting their vote electronically before the AGM, may only cast their vote at the Annual General Meeting.
- e. Investors who became members of the Company subsequent to the dispatch/ Email of the Notice and holds the shares as on the cut-off date i.e. 19th September, 2022, are requested to send the written / email communication to the Company at info@premiercryogenics.com or to the Company's RTA Niche Technologies Pvt. Ltd. at nichetechpl@nichetechpl.com by mentioning their Folio No. / DP ID and Client ID to obtain the Login-ID and Password for e-voting.
- f. Mr. Chandan Kr. Dowerah, Practicing Company Secretary (Certificate of Practice Number 785) has been appointed as the Scrutinizer to scrutinize the remote e-voting process and voting at the AGM in a fair and transparent manner. The Scrutinizer will submit, not later than 3 days of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman of the Company or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

- g. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.premiercryogenics.com and on the website of CDSL. The same will be communicated to the listed stock exchanges viz. The Calcutta Stock Exchange where shares are listed.

Information relating to Dividend:

- 11) Dividend for the year ended 31st March, 2022, as recommended by the Board, if declared at the meeting, will be paid on or after 26th September, 2022 within the statutory period, to those Members whose names appear on the Company's Register of Members / Beneficiary Owners as on 19th September, 2022. In respect of shares held in Electronic/demat form, the dividend will be paid as per details furnished by the Depositories for the purpose.
- 12) Pursuant to Sec. 124 of the Companies Act, 2013, the Company has transferred the amount of dividend remaining unpaid or unclaimed for a period of seven years to the Investor Education and Protection Fund (IEPF) of the Central Government. The unpaid/unclaimed dividend for the year 2014-15 will complete the statutory period of 7 years on 28th October, 2022 and the amount shall be due for transfer thereafter to the IEPF. Members who have not yet encashed their dividend for financial years 2014-15, 2015-16, 2016-17, 2017-18, 2018-19, 2019-20 and 2020-21 are requested to make their claims to the Company without any delay. The details of the unpaid or unclaimed amounts lying with the Company as on 27th September, 2021 (date of last AGM) is uploaded on the Company's website (www.premiercryogenics.com). The Company has also been uploading the details with the Ministry of Corporate Affairs every year.
- 13) The Company has been distributing dividend through National Electronic Clearing Services (NECS) to those members who have given their mandates and to members holding shares in electronic/demat form. The dividend for the year ended 31st March, 2022, if declared by the Members at the meeting, will be paid as per their mandate registered with the Company or with their Depository Participants.
- 14) Members who have not registered or updated their mandate for receiving the dividend directly in their bank accounts through Electronic Clearing Service or any other means, can register their Mandate to receive their dividend directly into their bank account by sending scanned copy of the following details/documents by email at the Company's email address: info@premiercryogenics.com or email address of the Company's RTA: nichetechpl@nichetechpl.com by 16th September, 2022:

1.	<p>For Members holding shares in physical form:</p> <p>a. a signed request letter mentioning your name, folio number, complete address and following details relating to bank account in which the dividend is to be received:</p> <p>i) Name and Branch of Bank and Bank Account type;</p> <p>ii) Bank Account Number allotted by your bank;</p> <p>iii) 11 digit IFSC Code;</p> <p>b. self attested scanned copy of cancelled cheque bearing the name of the Member or the first holder, in case the shares are held jointly;</p> <p>c. self attested scanned copy of the PAN Card; and</p> <p>d. self attested scanned copy of address proof (viz., Aadhar Card) in support of the address of the Member as registered with the Company.</p>
2.	<p>For Members holding shares in demat form:</p> <p>Please update your Mandate through your Depository Participant (DP)</p>

- 15) In the event the Company is unable to pay the dividend to any Member directly in their bank accounts through Electronic Clearing Service or any other means, due to non-registration of the Electronic Bank Mandate, the Company shall dispatch the dividend warrant/Banker's cheque/demand draft to such Members as per prescribed modes.
- 16) Members are requested to update/notify immediately any change in their address to the Company at: info@premiercryogenics.com or the Company's RTA M/s. Niche Technologies Pvt. Ltd. at nichetechpl@nichetechpl.com. A prescribed Form ISR-1 is attached to this notice. In respect of Members holding shares in electronic form, instructions regarding change in address be furnished to their DPs.

Information relating to TDS on Dividend distribution:

- 17) Pursuant to the Finance Act, 2020, dividend income is taxable in the hands of the shareholders w.e.f. 1st April, 2020 and the Company is required to deduct tax at source ("TDS") from dividend paid to the Members at prescribed rates in the Income Tax Act, 1961 ("IT Act").

- 18) To enable compliance with the TDS requirements, Members are requested to complete and/or update their Residential Status, PAN, Category as per the IT Act with their Depository Participants or in case shares are held in physical form, with the Company by sending email to the Company's email Id: info@premiercryogenics.com or with the Company's RTA at their email Id: nichetechpl@nichetechpl.com.

The information, in brief, relating to TDS on dividend distribution are given below:

- a) **For Resident Shareholders**, TDS shall be made u/s 194 of the IT Act at 7.5% on the amount of dividend declared and paid by the Company during financial year 2022-23 provided PAN is registered by the Shareholder. If PAN is not registered, TDS would be at 20% as per section 206AA of the IT Act.

However, no tax shall be deducted on the dividend payable to a resident individual if the total dividend to be received by them during financial year 2022-23 does not exceed Rs.5,000/-.

Where the shareholder provides Form 15G (applicable to any person other than a Company or a Firm)/ Form 15H (applicable to an individual above the age of 60 years), provided that the eligibility conditions are being met, no TDS shall be deducted.

- b) **For Non-resident Shareholders**, taxes are required to be withheld as per section 195 of the IT Act at the rates in force. As per the relevant provisions of the IT Act, the withholding tax rate shall be @20% (plus applicable surcharge and cess) on the amount of Dividend payable to them. However, as per section 90 of the IT Act, the Non-resident shareholder has the option to be governed by the provisions of the Double Tax Avoidance Agreement (DTAA) between India and the country of tax residence of the shareholder. For this purpose, i.e., to avail the Tax Treaty benefits, the non-resident shareholder will have to provide the following:

- Self-attested copy of the Tax Residency Certificate (TRC) obtained from the tax authorities of the country of which the shareholder is resident.
- Self declaration in Form 10F if all the details required in this form are not mentioned in the TRC.
- Self attested copy of the Permanent Account Number (PAN Card) allotted by the Indian Income Tax authorities.
- Self declaration, certifying the following points:
 - i. Member is and will continue to remain a tax resident of the country of its residence during the financial year 2022-23;
 - ii. Member is eligible to claim the beneficial DTAA rate for the purposes of tax withholding on dividend declared by the Company.
 - iii. Member has no reason to believe that its claim for the benefits of the DTAA is impaired in any manner;
 - iv. Member is the ultimate beneficial owner of its shareholding in the Company and Dividend receivable from the Company; and
 - v. Member does not have a taxable presence or a permanent establishment in India during the financial year 2022-23.

Please note that the Company is not obligated to apply the beneficial DTAA rates at the time of tax deduction / withholding on dividend amounts. Application of beneficial DTAA rate shall depend upon the completeness and satisfactory review by the Company of the documents submitted by Non-Resident shareholder.

Accordingly, in order to enable the Company to determine and deduct the appropriate TDS/withholding tax rate applicable, shareholders are requested to provide these details and documents as mentioned above on or before 16th September, 2022 with the Company at info@premiercryogenics.com or with the Company's RTA at nichetechpl@nichetechpl.com. No communication on the tax determination/ deduction shall be entertained thereafter. In case the Company deducts tax at a higher rate in the absence of receipt of the aforementioned details/ documents, the concerned shareholder would still have the option to file the return of income and claim appropriate refund, if eligible.

The Company shall arrange to email the soft copy of TDS certificate to the Shareholders at their e-mail Id in due course, post payment of the said dividend and an email may be sent to info@premiercryogenics.com.

Members may please note that the changes in the Income Tax Act, 1961 as well as the relevant procedure to be adopted by the Members are uploaded in the Company's website: www.premiercryogenics.com. For details on TDS on dividend distribution, please refer to the provisions of the Income Tax Act, 1961.

Others:

- 19) In terms of Regulation 40 of the SEBI Listing Regulations, as amended, securities of listed companies can only be transferred in dematerialized form w.e.f. 1st April, 2019. In view of the above, Members are advised to dematerialize shares held by them in physical form.
- 20) As per SEBI Circular No. MRD/DOP/CIR-05/2007 dated 27/04/2007, PAN has been made the sole identification number for security transactions. Accordingly, Members holding shares in physical form are informed to furnish self attested copy of PAN card to the Company or to the Company's RTA M/s. Niche Technologies Pvt. Ltd. Members holding shares in demat form are requested to submit the PAN to their Depository Participants.

The Securities and Exchange Board of India ('SEBI') has mandated vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 03, 2021 and subsequent clarification vide Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/687 dated December 14, 2021 for all the security holders holding securities in physical form to furnish the below mentioned forms duly filled in along with proper details and the relevant self attested documents with date to the Company or its Registrar and Share Transfer Agent ('RTA') Niche Technologies Pvt. Ltd.

Please note that the folios, wherein any one of the below cited documents / details are not available on or after April 01, 2023, shall be frozen by RTA.

S. No.	Form	Purpose
1	Form ISR-1	Request for registering PAN, KYC details or changes / updation thereof.
2	Form ISR-2	Confirmation of Signature of securities holder by the Banker
3	Form ISR-3	Declaration Form for Opting-out of Nomination by holders of physical securities (if any)
4	Form No. SH-13	Nomination Form
5	Form No. SH-14	Cancellation or Variation of Nomination (if any)

The above forms along with intimation to furnish valid PAN, KYC details and Nomination were already sent to the shareholders vide Company's letter dated 31/12/2021. For the convenience of shareholders, the forms are attached to the Annual Report and the same may also be downloaded from the Company's website: www.premiercryogenics.com

- 21) Appointment/Re-appointment of Directors: At the ensuing Annual General Meeting (AGM), Mr. Nitin Ch. Baruah, Director (DIN:00220932) shall retire by rotation and is eligible for re-appointment but he has expressed his unwillingness to be so re-appointed and has not offered himself for re-appointment. There is also no proposal to fill the vacancy in the ensuing AGM in terms of the provisions of Section 152 of the Companies Act, 2013. The Company has not received proposal from any person or any Director seeking appointment/re-appointment to this office of Director of the Company. In the absence of any appointment/re-appointment, the meeting may expressly resolve not to fill the vacancy as per the aforesaid provisions. Draft of the resolution is placed under item no.4 of this notice and an explanatory statement is annexed to the notice.

In view of the above, the relevant details, pursuant to Regulations 26(4) and 36(3) of the SEBI Listing Regulations and Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India, in respect of a Director seeking appointment/re-appointment at this AGM are not applicable.

- 22) All documents referred to in the Notice are available for inspection electronically without any fee by the members of the Company and a request may be made by e-mail to info@premiercryogenics.com.
- 23) Members can make nomination in respect of their shareholding in the Company pursuant to Section 72 of the Companies Act, 2013 and the rules made thereunder. The prescribed Nomination Form SH-13 is attached to the Annual report.

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

Item No. 4

At the ensuing Annual General Meeting (AGM), Mr. Nitin Ch. Baruah (DIN: 00220932) a Director of the Company is liable to retire by rotation pursuant to the provisions of Section 152(6) of the Companies Act, 2013 and the Articles of Association of the Company and is eligible for re-appointment. Mr. Nitin Ch. Baruah has by a notice in writing dated 27/05/2022 addressed to the Board of directors of the Company has expressed his unwillingness to be re-appointed at the ensuing AGM and does not offer himself for re-appointment as Director due to his advanced age and related inconveniences.

Further, as per section 152(7) of the Companies Act, 2013, the members of the Company are required to expressly resolve not to fill the vacancy, ie., pass a specific resolution to not fill up the vacancy, if the vacancy caused by the retirement of a director is not to be filled up. No proposal has been received by the Company seeking appointment/re-appointment in the vacancy caused due to the retirement.

Mr. Nitin Ch. Baruah has been serving on the Board since 30/01/2009. The Board places on record its deep appreciation for the contribution made by Mr. Baruah during his tenure with the Company. The members may note that post retirement of Mr. Nitin Ch. Baruah, the Board of Directors will comprise of six directors ie., three Independent Directors, Managing Director and two other Directors which will be in accordance with the provisions of the Companies Act, 2013 and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended). The Board of Directors is of the opinion that the vacancy caused due to retirement by rotation of Mr. Nitin Ch. Baruah is not required to be filled up and hence, the Board does not propose to fill the vacancy arising from the retirement.

In compliance with the provisions of the Companies Act, 2013, the proposed resolution in item No.4 is placed before Members for approval. All the information and facts considered pertinent for the aforesaid item of business have been stated as above. All documents referred or mentioned above is available for inspection electronically without any fee by the Members of the Company and a request may be made by e-mail to info@premiercryogenics.com.

None of the directors, key managerial personnel or their relatives, except Mr. Nitin Ch. Baruah is concerned or interested, financially or otherwise, in the proposed resolution.

The Board recommends the resolution set forth in Item No.4 for approval of the members.