



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 Thirtieth Annual General Meeting of the Members of Premier Cryogenics Ltd. will be held on Thursday the 29th August, 2024 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, 2024 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, 2024.
- 3) To appoint a Director in place of Mrs. Anamika Chowdhary, (DIN: 00287195) who retires by rotation and being eligible offers herself for re-appointment.
- 4) To appoint auditors and fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules framed thereunder as amended from time to time (including any statutory modification(s) or re-enactment thereof for the time being in force) and based on the recommendation of the Audit Committee and the Board of Directors and having received the necessary consent and certificate pursuant to the aforesaid provisions, the existing auditors M/s. Singhi & Co., Chartered Accountants, (ICAI Firm Registration No. 302049E), be and are hereby appointed as the Statutory Auditors of the Company for the second term of five consecutive years, to hold office from the conclusion of this 30th Annual General Meeting (AGM) until the conclusion of the 35th AGM of the Company and that the Board of Directors be and are hereby authorized to fix the remuneration as may be determined by the Audit Committee in consultation with the auditors.”

SPECIAL BUSINESS :

- 5) To appoint Mr. Raj Kumar More (DIN: 01917149) as a Director and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution, as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of sections 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules made thereunder and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, Mr. Raj Kumar More (DIN: 01917149) who was appointed by the Board of Directors as an Additional Director of the Company with effect from 13/11/2023 and who holds office upto the date of this Annual General Meeting under Section 161 of the said Act, but who is eligible for appointment and having given his consent to act as Director, if appointed, and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director under the provisions of Section 160 of the aforesaid Act and based on the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company be and is hereby appointed as a Director of the Company liable to retire by rotation.”

- 6) To approve a contract/arrangement with M/s. Assam Air Products Pvt. Ltd. (CIN:U24111AS1986PTC002497) and in this regard to consider and if thought fit, to pass, with or without modification, the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 188 and any other applicable provisions of the Companies Act, 2013 and the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the provisions of Regulation 23 and other applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended and in accordance with the approval and recommendation of the Audit Committee and of the Board of Directors of the Company, approval of the members be and is hereby accorded to enter into a contract/arrangement with M/s. Assam Air Products Pvt. Ltd. CIN:U24111AS1986PTC002497, (hereinafter referred to as “AAP” or the “Contractee Company”), a related party in which certain directors are interested, to continue with the transactions relating to sale of Industrial Gases by the Company to AAP for a period of three years effective from 01/04/2024 upto 31/03/2027 in line with the earlier contract/arrangement dated 01/04/2023 entered into by the Company with AAP for sale of Industrial gases, viz., Liquid Nitrogen, Oxygen, Dissolved Acetylene, Nitrous Oxide, Carbon Dioxide, etc. to the contractee company subject to maximum total amount of Rs.15.00 Cr. (Rupees Fifteen Crore only) for the period from 01/04/2024 to 31/03/2025, Rs.20.00 Cr (Rupees Twenty Crore only) for the period from 01/04/2025 to 31/03/2026 and Rs.25.00 Cr. (Rupees Twentyfive Crore only) for the period from 01/04/2026 to 31/03/2027 respectively and that the Board of Directors of the Company be and is hereby authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution and to carry out the contract/arrangement to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

For **PREMIER CRYOGENICS LTD.**

By Order of the Board

Sd/-

Date : 28th May, 2024

Place: Guwahati

ANJAN TALUKDAR
COMPANY SECRETARY

Note :

- 1) The Ministry of Corporate Affairs (‘MCA’) has vide its General Circular Nos. 14/2020, 17/2020, 20/2020, 2/2022, 10/2022 and 09/2023 dated 8th April, 2020, 13th April, 2020, 5th May, 2020, 5th May, 2022, 28th December, 2022 and 25th September, 2023 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/ 2022/62 dated 13th May, 2022 and No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 5th January, 2023 (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) 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.
- 3) 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.

- 4) **DESPATCH OF NOTICE, ANNUAL REPORT THROUGH ELECTRONIC MODE:** Pursuant to the MCA and SEBI Circulars mentioned above, the Notice of the 30th AGM and the Annual Report for the year 2023-2024, 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: Those Members who are holding shares in physical form and have not updated their e-mail ids with the Company, are requested to update the same by submitting a duly filled and signed Form ISR-1 along with self-attested copy of the PAN Card and self-attested copy of the document(s) as prescribed in the said form in support of the address of the Member, to the Company/RTA. |
| b. | For Members holding shares in Demat Form: Please contact your Depository Participant (DP) and register your email address. |

- 5) The Notice of the 30th AGM and the Annual Report for the year 2023-24 will be available on the website of the Company at www.premiercryogenics.com. Physical copies of the Notice and Annual report will be sent only if any specific request is received by the Company from any of its members.
- 6) The Register of Members and Share Transfer Books of the Company shall remain closed from Friday the 23rd August, 2024 to Thursday the 29th August, 2024 both days inclusive.
- 7) The Instructions for participation by Shareholders in the AGM through VC/OAVM and E-Voting are given in the subsequent paragraphs.

8) 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, 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, 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 05.05.2020, General Circular No. 02/2022 dated 05.05.2022 and General Circular No. 10/2022 dated 28.12.2022 and after due examination, it has been decided to allow companies whose AGMs are due in the Year 2023 or 2024, to conduct their AGMs through VC or OAVM on or before 30th September, 2024 in accordance with the requirements laid down in Para 3 and Para 4 of the General Circular No. 20/2020 dated 05.05.2020.

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 26th August, 2024 (9:00 AM IST) and ends on 28th August, 2024 (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 22nd August, 2024, 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 | 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 users to login to Easi / Easiest requested to visit cdsi website www.cdslindia.com and click on Login icon & New System Myeasi Tab. |

| | |
|--|--|
| | <p>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, so that the user can visit the e-Voting service providers' website directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>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. 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.</p> |
| Individual Shareholders holding securities in demat mode with NSDL Depository | <p>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.</p> <p>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</p> <p>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</p> |
| Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP) | <p>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.</p> |

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 : 022 - 4886 7000 and 022 - 2499 7000 |

(v) Login method for e-Voting and joining virtual meeting for **physical shareholders and shareholders other than individual 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 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 at least **2 (two) days (48 hours) prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at info@premiercryogenics.com. 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 info@premiercryogenics.com. 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 at **info@premiercryogenics.com** /RTA email id **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 Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, 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.

9) 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 22nd August, 2024. 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 22nd August, 2024. 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 22nd August, 2024 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. 22nd August, 2024, 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, within two working 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:

- 10) Dividend for the year ended 31st March, 2024, as recommended by the Board, if declared at the meeting, will be paid on or after 29th August, 2024 within the statutory period, to those Members whose names appear on the Company's Register of Members / Beneficiary Owners as on 22nd August, 2024. In respect of shares held in Electronic/demat form, the dividend will be paid as per details furnished by the Depositories for the purpose.
- 11) Members holding shares in demat form are hereby informed that bank particulars registered with their respective DPs, with whom they maintain their demat accounts, will be used for the payment of dividend. Members

holding shares in demat form are requested to intimate any change in their address and / or bank mandate to their DPs only.

- 12) Members may please note that as per SEBI Circulars No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/ CIR/2021/655 dated 3rd November, 2021 and No. SEBI/HO/MIRSD/POD-1/P/ CIR/2023/181 dated 17th November, 2023, Members, who hold shares in physical form and whose folios are not updated with any of the KYC details [viz., (i) PAN (ii) Choice of Nomination (iii) Contact Details (iv) Mobile Number (v) Bank Account Details and (vi) Signature], shall be eligible to get dividend only in electronic mode with effect from 1st April, 2024. Accordingly, payment of dividend, subject to approval by the Members in the AGM, shall be paid to physical holders only after the above details are updated in their folios. Members may refer to FAQs issued by SEBI in this regard available on their website at https://www.sebi.gov.in/sebi_data/faqfiles/jan-2024/1704433843359.pdf
- 13) Members who have not registered or updated their mandate for receiving the dividend directly in their bank accounts can register their Mandate by sending the following details/documents to the Company or to the Company's RTA:

| | |
|-----------|--|
| 1. | For Members holding shares in physical form: |
| | <p>a. a signed Form ISR-1* 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. original cancelled cheque with name of security holder printed on it or Bank Passbook or Bank Statement attested by the Bank;</p> <p>c. self attested copy of the PAN Card; and</p> <p>d. self attested copy of any one of the documents, as prescribed in the said form, for proof of address of the first holder, only if there is change in the address.</p> |
| 2. | For Members holding shares in demat form: |
| | Please update your Mandate through your Depository Participant (DP) |

* The prescribed Form ISR-1 is attached to this notice.

- 14) 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 2016-17 will complete the statutory period of 7 years on 4th October, 2024 and the amount shall be due for transfer thereafter to the IEPF. Members who have not yet encashed their dividend for financial years 2016-17, 2017-18, 2018-19, 2019-20, 2020-21, 2021-22 and 2022-23 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 25th September, 2023 (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.

Information relating to TDS on Dividend distribution:

- 15) 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").
- 16) 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 2024-25 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 2024-25 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 2024-25;
 - 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 2024-25.

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 19th August, 2024 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:

- 17) 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.
- 18) 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 and Circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023 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.

As per the aforesaid circulars, the folios, wherein any one of the below cited documents / details are not available on or after October 01, 2023, shall be frozen by the 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) |

Please note that pursuant to the said circulars, Frozen folios shall be referred by the RTA / listed company to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and/or Prevention of Money Laundering Act, 2002, if they continue to remain frozen as on December 31, 2025. The RTA shall revert the frozen folios to normal status upon receipt of all the documents/details as above.

The above forms along with intimation to furnish valid PAN, KYC details and Nomination were earlier sent to the shareholders vide Company's letter dated 31/12/2021 and 22/02/2023 and were also made available in the Annual Reports and website of the Company. For the convenience of shareholders, the forms are again attached to the Annual Report and the same may also be downloaded from the Company's website: www.premiercryogenics.com

- 19) Appointment/Re-appointment of Directors: At the ensuing Annual General Meeting (AGM), Mrs. Anamika Chowdhary, Director (DIN:00287195) shall retire by rotation and is eligible for re-appointment. Mr. Raj Kumar More (DIN: 01917149) who was appointed as an Additional Director and who holds office upto this AGM is proposed to be reappointed as Director liable to retire by rotation. The information in respect of the said Directors is given below:

Mrs. Anamika Chowdhary aged 59 years is a promoter-Director of the Company. Mrs. Chowdhary is a B.A. in Economics and MBA and has vast experience in the business of Industrial Gases. Earlier she served the Company as Wholtime Director for several years and looked after different functions including marketing; personnel and administration upto 31/03/2009 and has been a non-wholtime Director thereafter. With her wide experience in the Industrial Gases Industry, Mrs. Chowdhary has been contributing towards the growth and development of the Company over the years. Mrs. Chowdhary holds 285700 equity shares in the Company and is a member of the Company's Audit Committee and Stakeholders Relationship Committee. She is also a Director of Assam Air Products Pvt. Ltd., PCL Power Pvt. Ltd., Superior Gas Products Pvt. Ltd. and Classic Technotrade Pvt. Ltd.

Mr. Raj Kumar More aged 73 years is a Businessman by profession and has over 50 years of experience in various businesses. He is a graduate in commerce and is the founder Director of Torsa Machines Ltd. and also founder of N.E. Farmcare Technologies and has vast experience in business with operational, marketing and managerial expertise. He is also a Director in Torsa Equipment Pvt. Ltd. Metalment Overseas Pvt. Ltd. and Bolt Hammer Pvt. Ltd. Mr. More is also associated with an NGO, viz., "Lions International" and was its former District Governor in the year 1997-98. He does not hold any shares of Premier Cryogenics Ltd.

The relevant details, pursuant to Regulation 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 the Directors seeking appointment/re-appointment at this AGM is given in Annexure-A to this notice.

- 20) 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.
- 21) 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. 5

Mr. Raj Kumar More (DIN: 01917149) was appointed as an Additional Director of the Company by the Board of Directors w.e.f. 13/11/2023 and he holds office upto the date of this Annual General Meeting (AGM).

Mr. Raj Kumar More aged 73 years is a Businessman by profession and has over 50 years of experience in various businesses. He is a graduate in commerce and is the founder Director of Torsa Machines Ltd. and also founder of N.E. Farmcare Technologies and has vast experience in business with operational, marketing and managerial expertise. He is also a Director in Torsa Equipment Pvt. Ltd. Metalment Overseas Pvt. Ltd. and Bolt Hammer Pvt. Ltd. It is, therefore, proposed to appoint Mr. More as a Director of the Company. Mr. Raj Kumar More, being eligible for the appointment has given his consent to act as Director, if appointed at the ensuing AGM. As required u/Sec. 160 of the Companies Act, 2013 and Company's Articles of Association, the Company had received a notice in writing from a member signifying his intention to propose the candidature of Mr. Raj Kumar More for the office of Director liable to retire by rotation and his appointment has been recommended by the Nomination and Remuneration Committee and by the Board of Directors of the Company. It is, therefore, proposed to appoint Mr. More as a Director of the Company liable to retire by rotation as per the said recommendations for approval in the ensuing AGM. Besides being a Director in several companies, Mr. More is also associated with an NGO, viz., "Lions International" and was its former District Governor in the year 1997-98. He does not hold any shares of Premier Cryogenics Ltd.

In compliance with the provisions of Companies Act, 2013, the proposed resolution in item No. 5 is placed before the Members for approval. The relevant details in respect of the Director are given in Annexure 'A' attached to the Notice. 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. Raj Kumar More is concerned or interested in the proposed resolution.

The Board recommends the resolution set forth in Item No. 5 for approval of the members.

Item No. 6

The Company entered into a contract/arrangement dated 01/04/2023 with M/s Assam Air Products Pvt. Ltd. (CIN:U24111AS1986PTC002497), a related party, (hereinafter referred to as "AAP" or the "Contractee Company") for sale of Industrial gases, viz., Liquid Nitrogen, Oxygen, Dissolved Acetylene, Nitrous Oxide, Carbon Dioxide, etc. The contract/arrangement was for a period of one year w.e.f. 01/04/2023 to 31/03/2024 and was entered in accordance with the omnibus approval of the Audit Committee preceded by approval of the Board of Directors pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013 and Regulation 23 and other applicable regulations of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, as amended.

In view of the aforesaid contract/arrangement having expired on 31/03/2024, and considering it desirable and of immense necessity in the best interest of the Company, it is proposed to continue with the transactions and enter into a renewed contract/arrangement in line with the earlier contract/arrangement for sale of Industrial gases to AAP for a period of 3 (three) years from 01/04/2024 to 31/03/2027 subject to maximum total amount per annum. Under the previous contract/arrangement, the aggregate value of transactions was approved at Rs.9.50 Cr. only for the year 2023-24 in accordance with the threshold limit prescribed for omnibus approval under Regulation 23 and other applicable provisions of the SEBI Listing Regulations. But such monetary limit will not be adequate to cover the aggregate value of transactions in the following year(s) considering the prospective rate of growth in the scale of operations of the Company and the Contractee party and the future projections and estimates. Therefore, approval of the Members is sought to the proposed contract/arrangement for a period of three years subject to the maximum total amount of the transactions per annum of Rs.15.00 Cr.

for the year 2024-25, Rs.20.00 Cr for the year 2025-26 and Rs.25.00 Cr. for the year 2026-27. These incremental limits have been proposed keeping in view the future growth in demand and the scale of operations of the Company. The prices for the industrial gases shall be at the prevailing market rates which are based on the rates at which such goods are sold to PSUs like ONGC and Govt. Depts.

The Contract has been considered to be very much essential due to the following reasons:

- i. PCL is the largest manufacturer of industrial gases in the N.E. Region and its two Oxygen/Nitrogen manufacturing units have increased the total installed capacity of the Company. Thus, with its large production facilities, PCL can cater to the entire needs for industrial gases of the contractee company (AAP). Further AAP has a large inventory of cylinders and cryogenic transport tankers for bulk lifting of products which are very much beneficial for PCL's plant capacity utilization and saving additional investment in cylinders and cryogenic tankers.
- ii. The contractee company AAP is the largest dealer of industrial gases in the N.E. India and in addition to the market demand, it will also have its own continuous good growing demand for the requirement of industrial gases for its new Compressing units, which will help PCL's plant capacity utilization and sales volume to a great extent.
- iii. The contract is of necessity for marketing the products and utilizing the Company's installed production capacity and thereby to maintain the scale of operation of the Company and remain viable.

In accordance with the provisions of Section 188 and other applicable provisions of the Companies Act, 2013, the Companies (Meetings of Board and its Powers) Rules, 2014 and the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Member's approval by way of special resolution is required for entering into the said contract/arrangement. Accordingly, the proposed resolution is placed for approval of the members. Pursuant to the aforesaid provisions, the Board of Directors of the Company accorded its consent vide resolution dated 28/05/2024 preceded by approval of the Audit Committee in terms of the aforesaid provisions and as per the Company's policy on related party transactions. The Contractee Company AAP had given their no objection for entering into the said contract.

In terms of the proviso to subsection (2) of Section 102 of the Companies Act, 2013, the shareholding interest of every promoter, director and key managerial personnel to the extent of two percent or more of the paid-up share capital of the contractee company AAP are of Mr. Abhijit Barooah, Promoter and Managing Director holding 20,47,180 equity shares and Mrs. Anamika Chowdhary, Promoter and Director holding 4,73,920 equity shares being 45.493% and 10.532% shareholding respectively in the paid-up share capital of the Contractee Company.

All the information and facts considered pertinent to the aforesaid item of business have been stated as above. The aforesaid business proposed to be transacted at the meeting does not relate to nor affects any other Company except the Contractee Company. The draft of the said contract and every other document mentioned or referred to in the foregoing statements are available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day. The information required to be disclosed under Sec.188 of the Companies Act, 2013 read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 are given in Annexure 'B' attached to the Notice.

None of the directors, key managerial personnel or their relatives, except Mr. Abhijit Barooah, Managing Director, Mrs. Anamika Chowdhary, Director and Mr. Bimal Ch. Deori, Nominee Director of Assam Industrial Development Corporation Ltd. (AIDC) being the common directors in the contractee company are concerned or interested in the proposed resolution.

The Board recommends the resolution set forth in Item No. 6 for approval of the members.

ANNEXURE 'A' TO NOTICE

Details of Directors seeking appointment/reappointment at the Annual General Meeting to be held on 29th August, 2024:

| Name of the Director | Mrs. Anamika Chowdhary | Mr. Raj Kumar More |
|---|--|--|
| DIN | 00287195 | 01917149 |
| Father's Name | Late Bipul Ch. Barooah | Late Rameswar Lal More |
| Date of Birth / Age | 28/07/1964 / 59 years | 27/08/1950 / 73 years |
| Nationality | Indian | Indian |
| Date of first Appointment on the Board | 06/01/1994 | 13/11/2023 |
| Relationship between Directors inter-se | Sister of Mr. Abhijit Barooah, Managing Director | None |
| Educational Qualification | B.A.(Economics), MBA | B. Com |
| Experience & expertise | Vast experience in the Oil & Gas industry with Marketing, Personal & Administration & Managerial expertise. | Vast experience in business with operational, marketing and managerial expertise. |
| Directorships held in other Companies as on 28 th May, 2024 | Assam Air Products Pvt. Ltd. Superior Gas Products(P)Ltd. PCL Power Pvt. Ltd. Classic Technotrade Pvt. Ltd. | Torsa Machines Ltd. TorsaEquipments Pvt. Ltd. Metalment Overseas Pvt. Bolt Hammer Pvt. Ltd. |
| Chairman/Member of the Board/ Committee of the Board as on 28 th May, 2024 | Member of the Board of Directors, Audit Committee and Stakeholders Relationship Committee of the Board. | Member of the Board of Directors. |
| Chairman/Member of Committee of other Companies as on 28 th May, 2024 | Chairperson of Superior Gas Products (P) Ltd. and Classic Technotrade Pvt. Ltd. | Chairman of Torsa Machines Ltd., TorsaEquipments Pvt. Ltd., Metalment Overseas Pvt. and Bolt Hammer Pvt. Ltd. |
| Number of Board Meetings attended during the years 2021-22, 2022-23 and 2023-24 | 2023-24 : 4 (four) 2022-23 : 3 (three) 2021-22 : 5 (five) | 2023-24 : None 2022-23 : N.A. 2021-22 : N.A. |
| Sitting fees/ commission, etc. | Entitled to sitting fee and conveyance at a fixed rate within the limits approved by the members as applicable to Non-executive Directors. | Entitled to sitting fee and conveyance at a fixed rate within the limits approved by the members as applicable to Non-executive Directors. |
| Shareholding in the Company | 2,85,700 equity shares of Rs.10/- each | Nil |

ANNEXURE 'B' TO NOTICE

Details of the contract and disclosures required under Sec.188 of the Companies Act, 2013 read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 are as below:

| (a) | Name of the Related Party | Assam Air Products Pvt. Ltd. | | | | | | | | |
|-------------------------|---|--|--------|----------------------|-------------------------|-------------|-------------------------|-------------|-------------------------|-------------|
| (b) | Name of the director or key managerial personnel who is related, if any | Mr. Abhijit Barooah, Managing Director Mrs. Anamika Chowdhary, Director Mr. Bimal Ch. Deori, Nominee Director, Assam Industrial Development Corporation Ltd. | | | | | | | | |
| (c) | Nature of Relationship | Common Directors | | | | | | | | |
| (d) | Nature, duration, material terms, monetary value and particulars of the contract or arrangement: | | | | | | | | | |
| i) | Nature of the Contract | Contract for sale of goods | | | | | | | | |
| ii) | Duration of the Contract | From 01/04/2024 to 31/03/2027 | | | | | | | | |
| iii) | Particulars of the contract or arrangement. | Sale of Industrial gases, viz., Liquid Nitrogen, Oxygen, Dissolved Acetylene, Nitrous Oxide, Carbon Dioxide, etc. to M/s. Assam Air Products Pvt. Ltd. (AAP) subject to maximum total amount as follows: | | | | | | | | |
| iv) | Materials terms of the contract or arrangement including the value, if any. | <table><thead><tr><th>Period</th><th>Maximum total amount</th></tr></thead><tbody><tr><td>01/04/2024 – 31/03/2025</td><td>Rs.15.00 Cr</td></tr><tr><td>01/04/2025 – 31/03/2026</td><td>Rs.20.00 Cr</td></tr><tr><td>01/04/2026 – 31/03/2027</td><td>Rs.25.00 Cr</td></tr></tbody></table> | Period | Maximum total amount | 01/04/2024 – 31/03/2025 | Rs.15.00 Cr | 01/04/2025 – 31/03/2026 | Rs.20.00 Cr | 01/04/2026 – 31/03/2027 | Rs.25.00 Cr |
| Period | Maximum total amount | | | | | | | | | |
| 01/04/2024 – 31/03/2025 | Rs.15.00 Cr | | | | | | | | | |
| 01/04/2025 – 31/03/2026 | Rs.20.00 Cr | | | | | | | | | |
| 01/04/2026 – 31/03/2027 | Rs.25.00 Cr | | | | | | | | | |
| (e) | Any advance paid or received for the contract or arrangement, if any. | No | | | | | | | | |
| (f) | The manner of determining the pricing and other commercial terms, both included as part of the contract and not considered as part of the contract. | The prices for industrial gases are the prevailing market rates which are based on the rates at which the goods are sold by Premier Cryogenics Ltd. (PCL) to PSUs/Govt. like ONGC and Govt. Depts. | | | | | | | | |
| (g) | Whether all factors relevant to the contract have been considered, if not, the details of factors not considered with the rational for not considering those factors. | Yes | | | | | | | | |
| (h) | Any other information relevant or important for the members to take a decision on the proposed resolution. | <p>i) PCL is the largest manufacturer of industrial gases in the N.E. Region and its two Oxygen/Nitrogen manufacturing units have increased the total installed capacity of the Company. Thus, with its large production facilities, PCL can cater to the entire needs for industrial gases of the contractee company (AAP). Further AAP has a large inventory of cylinders and cryogenic transport tankers for bulk lifting of products which are very much beneficial for PCL's plant capacity utilization and saving additional investment in cylinders and cryogenic tankers.</p> <p>ii) The contractee company AAP is the largest dealer of industrial gases in the N.E. India and in addition to the market demand, it will also have its own continuous good growing demand for the requirement of industrial gases for its new Compressing units, which will help PCL's plant capacity utilization and sales volume to a great extent.</p> <p>iii)The contract is of necessity for marketing the products and utilizing the Company's installed production capacity and thereby to maintain the scale of operation of the Company and remain viable.</p> | | | | | | | | |

Form ISR – 1

(see SEBI circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 03, 2021 on Common and Simplified Norms for processing investor's service request by RTAs and norms for furnishing PAN, KYC details and Nomination)

REQUEST FOR REGISTERING PAN, KYC DETAILS OR CHANGES / UPDATION THEREOF

[For Securities (Shares / Debentures / Bonds, etc.) of listed companies held in physical form]

Date: ____/____/____

A. I / We request you to Register / Change / Update the following (Tick ✓ relevant box)

| | | |
|--|---------------------------------------|------------------------------------|
| <input type="checkbox"/> PAN | <input type="checkbox"/> Bank details | <input type="checkbox"/> Signature |
| <input type="checkbox"/> Mobile number | <input type="checkbox"/> E-mail ID | <input type="checkbox"/> Address |

B. Security Details:

| | | |
|--|----------------|----|
| Name of the Issuer Company | Folio No.: | |
| Name(s) of the Security holder(s) as per the Certificate(s) | 1. 2. 3. | |
| Number & Face value of securities | | |
| Distinctive number of securities (Optional) | From | To |

C. I / We are submitting documents as per Table below (tick ✓ as relevant, refer to the instructions):

| | ✓ | Document / Information / Details | Instruction / Remark |
|---|---|---|---|
| 1 | | PAN of (all) the (joint) holder(s) | |
| | | PAN Whether it is Valid (linked to Aadhaar): <input type="checkbox"/> Yes <input type="checkbox"/> No | <div style="text-align: center;"> <input type="text"/><input type="text"/><input type="text"/><input type="text"/><input type="text"/><input type="text"/><input type="text"/><input type="text"/><input type="text"/><input type="text"/>, <input type="text"/><input type="text"/><input type="text"/><input type="text"/><input type="text"/><input type="text"/><input type="text"/><input type="text"/> </div> <div style="text-align: center;"> <input type="text"/><input type="text"/><input type="text"/><input type="text"/><input type="text"/><input type="text"/><input type="text"/><input type="text"/><input type="text"/><input type="text"/> </div> <p>PAN shall be valid only if it is linked to Aadhaar by March 31, 2022*</p> <p>For Exemptions / Clarifications on PAN, please refer to Objection Memo in page 4</p> |
| 2 | | Demat Account Number | <div style="text-align: center;"> <input type="text"/><input type="text"/><input type="text"/><input type="text"/><input type="text"/><input type="text"/><input type="text"/><input type="text"/><input type="text"/> <input type="text"/><input type="text"/><input type="text"/><input type="text"/><input type="text"/><input type="text"/><input type="text"/><input type="text"/> </div> <p>Also provide Client Master List (CML) of your Demat Account, provided by the Depository Participant.</p> |

| | | |
|---|--------------------------------------|--|
| 3 | Proof of Address of the first holder | <p>Any one of the documents, only if there is change in the address;</p> <p><input type="checkbox"/> Client Master List (CML) of your Demat Account, provided by DP.</p> <p><input type="checkbox"/> Valid Passport/ Registered Lease or Sale Agreement of Residence / Driving License / Flat Maintenance bill.</p> <p><input type="checkbox"/> Utility bills like Telephone Bill (only land line), Electricity bill or Gas bill - Not more than 3 months old.</p> <p><input type="checkbox"/> Identity card / document with address, issued by any of the following: Central/State Government and its Departments, Statutory / Regulatory Authorities, Public Sector Undertakings, Scheduled Commercial Banks, Public Financial Institutions.</p> <p><input type="checkbox"/> For FII / sub account, Power of Attorney given by FII / sub-account to the Custodians (which are duly notarized and / or apostilled or consularised) that gives the registered address should be taken.</p> <p><input type="checkbox"/> The proof of address in the name of the spouse</p> |
| 4 | Bank details | <p>Account Number: _____</p> <p>Bank Name: _____</p> <p>Branch Name: _____</p> <p>IFS Code: _____</p> <p>Provide the following:</p> <p><input type="checkbox"/> <u>original cancelled cheque</u> with name of security holder printed on it or <u>Bank Passbook</u> or <u>Bank Statement attested by the Bank</u> #</p> |
| 5 | E-mail address | _____ # |
| 6 | Mobile | _____ # |

* or any date as may be specified by the CBDT

(DP: Depository Participant)

In case it is not provided, the details available in the CML will be updated in the folio

Authorization: I / We authorise you (RTA) to update the above PAN and KYC details in my / our folio (s) _____, _____, (use Separate Annexure if extra space is required) in which I / We are the holder(s) (strike off what is not applicable).

Declaration: All the above facts stated are true and correct.

| | Holder 1 | Holder 2 | Holder 3 |
|--------------|---|---|---|
| Signature | ✓ | | |
| Name | ✓ | | |
| Full address | ✓ | | |
| PIN | ✓ <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> | <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> | <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> |

Form ISR – 2

(see circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 03, 2021 on Common and Simplified Norms for processing investor's service request by RTAs and norms for furnishing PAN, KYC details and Nomination)

Confirmation of Signature of securities holder by the Banker

| | | | |
|---|--|----|--|
| 1. Bank Name and Branch | | | |
| 2. Bank contact details Postal Address Phone number E-mail address | | | |
| 3. Bank Account number | | | |
| 4. Account opening date | | | |
| 5. Account holder(s) name(s) | 1) | | |
| | 2) | | |
| | 3) | | |
| 6. Latest photograph of the account holder(s) | | | |
| | <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="border: 1px solid black; padding: 10px; text-align: center;">1st Holder</div> <div style="border: 1px solid black; padding: 10px; text-align: center;">2nd Holder</div> <div style="border: 1px solid black; padding: 10px; text-align: center;">3rd Holder</div> </div> | | |
| 7. Account holder(s) details as per Bank Records | | | |
| a) Address | | | |
| b) Phone number | | | |
| c) Email address | | | |
| d) Signature(s) | | | |
| 1) | 2) | 3) | |
| | | | |
| Signature verified as recorded with the Bank | | | |
| Seal of the Bank | | | |
| | (Signature) | | |
| Place: | Name of the Bank Manager | | |
| | Employee Code | | |
| Date: | E-mail address | | |

Form ISR - 3

Declaration Form for Opting-out of Nomination by holders of physical securities in Listed Companies

(see SEBI circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 03, 2021 on Common and Simplified Norms for processing investor's service request by RTAs and norms for furnishing PAN, KYC details and Nomination)

[Under Section 72 r/w Section 24 (1) (a) of Companies Act, 2013 r/w Section 11(1) and 11B of SEBI Act, 1992 and Clause C in Schedule VII and Regulation 101 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]]

Name of the Company :
Registered Address of the Company:

I / we the holder(s) of the securities particulars of which are given hereunder, **do not wish to nominate** any person(s) in whom shall vest, all the rights in respect of such securities in the event of my /our death.

PARTICULARS OF THE SECURITIES (in respect of which nomination is being opted out)

| Nature of Securities | Folio No. | No. of Securities | Certificate No. | Distinctive No. |
|----------------------|-----------|-------------------|-----------------|-----------------|
| | | | | |

I/ we understand the issues involved in non-appointment of nominee(s) and further are aware that in case of my / our death, my / our legal heir(s) / representative(s) are required to furnish the requisite documents / details, including, Will or documents issued by the Court like Decree or Succession Certificate or Letter of Administration / Probate of Will or any other document as may be prescribed by the competent authority, for claiming my / our aforesaid securities.

Name(s) and Address of Security holders(s)
Sole / First Holder Name

Signature(s)

Second Holder Name

Third Holder Name

| Name and Address of Witness | Signature |
|-----------------------------|-----------|
| | |

Form No. SH-13

Nomination Form

[Pursuant to section 72 of the Companies Act, 2013 and rule 19(1) of the Companies (Share Capital and Debentures) Rules 2014]

To

Name of the company:

Address of the company:

I/We the holder(s) of the securities particulars of which are given hereunder wish to make nomination and do hereby nominate the following persons in whom shall vest, all the rights in respect of such securities in the event of my/our death.

(1) PARTICULARS OF THE SECURITIES (in respect of which nomination is being made)

| Nature of securities | Folio No. | No. of securities | Certificate No. | Distinctive No. |
|----------------------|-----------|-------------------|-----------------|-----------------|
| | | | | |

(2) PARTICULARS OF NOMINEE/S —

(a) Name:

(b) Date of Birth:

(c) Father's/Mother's/Spouse's name:

(d) Occupation:

(e) Nationality:

(f) Address:

(g) E-mail id:

(h) Relationship with the security holder:

(3) IN CASE NOMINEE IS A MINOR--

(a) Date of birth:

(b) Date of attaining majority

(c) Name of guardian:

(d) Address of guardian:

Name:

Address:

Name of the Security

Holder (s)

Signature

Witness with
name and address

Form No. SH-14

Cancellation or Variation of Nomination

[Pursuant to sub-section (3) of section 72 of the Companies Act, 2013 and rule 19(9) of the Companies (Share Capital and Debentures) Rules 2014]

Name of the company:

I/We hereby cancel the nomination(s) made by me/us in favor of.....(name and address of the nominee) in respect of the below mentioned securities.

or

I/We hereby nominate the following person in place of as nominee in respect of the below mentioned securities in whom shall vest all rights in respect of such securities in the event of my/our death.

(1) PARTICULARS OF THE SECURITIES (in respect of which nomination is being cancelled / varied)

| Nature of securities | Folio No. | No. of securities | Certificate No. | Distinctive No. |
|----------------------|-----------|-------------------|-----------------|-----------------|
| | | | | |

(2) (a) PARTICULARS OF THE NEW NOMINEE:

- i. Name:
- ii. Date of Birth:
- iii. Father's/Mother's/Spouse's name:
- iv. Nationality:
- v. Address:
- vi. E-mail id:

vii. Relationship with the Security holder:

(b) IN CASE NEW NOMINEE IS A MINOR--

i. Date of Birth:

ii. Date of attaining majority

iii. Name of guardian:

iv. Address of guardian:

Signature

Name of the Security

Holder (s)

Witness with name and address