



## **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-first Annual General Meeting of the Members of Premier Cryogenics Ltd. will be held on Monday the 28<sup>th</sup> September, 2015 at 10:30 A.M. at the Registered Office of the Company at Maniram Dewan Road, Chandmari, Guwahati-781003 to transact the following business.

#### **ORDINARY BUSINESS :**

- 1) To receive, consider and adopt the Audited Balance Sheet of the Company as at 31<sup>st</sup> March, 2015, the Profit & Loss Account and Cash Flow Statement for the year ended on that date and the Reports of the Directors' and Auditors' thereon.
- 2) To declare Dividend on Equity Shares for the year ended 31<sup>st</sup> March, 2015.
- 3) To appoint a Director in place of Mr. Harendra Nath Das, IAS (Rtd.) (DIN : 03335231) who retires by rotation and being eligible offers himself for reappointment.
- 4) To appoint a Director in place of Mrs. Anamika Chowdhary (DIN : 00287195) who retires by rotation and being eligible offers herself for reappointment.
- 5) To ratify the appointment of M/s. U. Goswami & Associates, Chartered Accountants as Statutory Auditors of the Company and fix their remuneration for the financial year ending 31<sup>st</sup> March'16 and in this regard to consider and if thought fit, to pass, with or without modification, the following resolution as Ordinary Resolution :

"RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, the appointment of M/s. U. Goswami & Associates, Chartered Accountants (ICAI Firm Registration No. 326751E), as the Statutory Auditors of the Company be and is hereby ratified and that the Board of Directors of the Company be and is hereby authorized to fix the remuneration in consultation with the auditors for the financial year ending March 31, 2016."

#### **SPECIAL BUSINESS :**

- 6) To consider and if thought fit, to pass, with or without modification, the following resolution as Ordinary Resolution :

"RESOLVED THAT in accordance with the provisions of Sections 196, 197 and other applicable provisions of the Companies Act, 2013, the Company's Articles of Association and any other applicable laws for the time being in force, the Company hereby approves the reappointment and terms of remuneration of Mr. Abhijit Barooah (DIN : 00287145) as Managing Director of the Company for a further period of five years with effect from 6<sup>th</sup> October, 2015 upon the terms and conditions set out in the draft Agreement submitted to this meeting and signed by a Director for the purpose of identification, which Agreement is hereby specifically sanctioned with liberty to the Board of Directors (hereinafter called 'the Board') to alter and vary the terms and conditions of the said reappointment and/or Agreement in such manner as may be agreed to between the Board and Mr. Abhijit Barooah".

- 7) To consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution :

"RESOLVED THAT in supersession of the ordinary resolution passed by the Company at its Extraordinary General Meeting held on 28<sup>th</sup> February, 1995 and pursuant to the provisions of section 180(1)(a) and any other applicable provisions of the Companies Act, 2013, the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and the provisions of the Company's Articles of association, consent be and is hereby accorded to the Board of directors of the Company (hereinafter called "the Board") to exercise its powers including the powers conferred by this resolution and with the power to delegate such authority to any Committee or Director(s) or person(s) to mortgage and/or charge any of its movable and/or immovable properties wherever situated both present and future or to sell, lease or otherwise dispose off the whole or substantially the whole of the undertaking of the Company or where the Company owns more than one undertaking, of the whole or substantially the whole of any such undertaking(s) and

to create a mortgage and/or charge, on such terms and conditions at such time(s) and in such form and manner, and with such ranking as to priority as the Board in its absolute discretion think fit on the whole or substantially the whole of the Company's any one or more undertakings or all of the undertakings of the Company in favour of any bank(s) or financial institution(s) or body(ies) corporate or person(s), whether shareholders of the company or not, together with interest, cost, charges and expenses thereon for amount not exceeding Rs. 50 Crore (Rupees Fifty crore) over and above the aggregate of the paid-up share capital and free reserves of the Company."

"RESOLVED FURTHER THAT the securities to be created by the Company aforesaid may rank prior/pari passu/subservient with/to the mortgages and/or charges already created or to be created by the Company as may be agreed to by and between the concerned parties."

- 8) To consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution :

"RESOLVED THAT in supersession of the ordinary resolution passed by the Company at its Extraordinary General Meeting held on 28<sup>th</sup> February, 1995 and pursuant to the provisions of section 180(1)(c) and any other applicable provisions of the Companies Act, 2013, the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and the provisions of the Company's Articles of association, consent be and is hereby accorded to the Board of directors of the Company (hereinafter called "the Board") to exercise its powers including the powers conferred by this resolution and with the power to delegate such authority to any person(s) to borrow money in excess of the aggregate of the paid-up share capital and free reserves of the Company, provided that the total amount borrowed and outstanding at any point of time, apart from temporary loans obtained/to be obtained from the Company's bankers in the ordinary course of business, shall not be in excess of Rs. 50 Crore (Rupees Fifty crore) over and above the aggregate of the paid-up share capital and free reserves of the Company."

For **PREMIER CRYOGENICS LTD.**

By Order of the Board

Date : 27<sup>th</sup> July, 2015

Place: Guwahati

ANJAN TALUKDAR  
COMPANY SECRETARY

**Note :**

- 1) **A member entitled to attend and vote at this Annual General Meeting is entitled to appoint a proxy, or, where that is allowed, one or more proxies, to attend and vote instead of himself/herself and the proxy need not be a member of the Company. Proxies in order to be effective must be deposited at the Registered Office of the Company not less than 48 (forty-eight) hours before the meeting.**

**Pursuant to the provisions of Section 105 of the Companies Act, 2013 read with the applicable Rules thereunder, a person can act as a proxy on behalf of not more than fifty members and holding in aggregate not more than ten percent of the total share capital of the Company. Members holding more than ten percent of the total share capital of the Company may appoint a single person as proxy, who shall not act as a proxy for any other member. A proxy form is annexed. Proxies submitted on behalf of companies, societies, etc., must be supported by an appropriate resolution / authority as applicable.**

- 2) An Explanatory statement pursuant to Section 102 of the Companies Act, 2013 relating to the Special Businesses to be transacted at the Annual General Meeting is annexed.
- 3) 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.
- 4) The Register of Members and Share Transfer Books of the Company shall remain closed from Tuesday the 22<sup>nd</sup> September, 2015 to Monday the 28<sup>th</sup> September, 2015 both days inclusive.
- 5) Dividend for the year ended 31<sup>st</sup> March, 2015, as recommended by the Board, if declared at the meeting, will be paid on or after 28<sup>th</sup> Sept., 2015 within the statutory period, to those Members whose names appear on the Company's Register of Members / Depositories as on 21<sup>st</sup> Sept, 2015. In respect of shares held in Electronic/demat form, the dividend will be paid as per details furnished by the Depositories for the purpose.
- 6) Pursuant to Sec. 125 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 2007-08 will complete the statutory period of 7 years on 29<sup>th</sup> July, 2015 and the amount shall be due for transfer thereafter to the IEPF. Members who have not yet encashed their dividend for financial years 2007-08, 2008-09, 2009-10, 2010-11, 2011-12, 2012-13 and 2013-14 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 23<sup>th</sup> Sept., 2014 (date of last AGM) is uploaded on the Company's website ([www.premiercryogenics.com](http://www.premiercryogenics.com)). The Company has also been uploading the details with the Ministry of Corporate Affairs every year.

- 7) 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. Members not availing this facility for receiving dividend directly credited into their account may send their mandate along with the bank particulars to the Company or to the Registrar and Transfer Agent (RTA) of the Company M/s. Niche Technologies (P) Ltd. Members holding shares in dematerialized form are requested to furnish updated bank particulars with their concerned Depository Participant (DP).
- 8) As per the Green initiative announced by the Ministry of Corporate Affairs, Govt. of India and pursuant to Section 101 and Section 136 of the Companies Act, 2013, the Company proposes to send documents like notice of general meetings, audited financial statements, Directors' and Auditors' report, etc. and other communications to the members in electronic form by e-mail. Members are requested to register/update their e-mail addresses with the Company at [info@premiercryogenics.com](mailto:info@premiercryogenics.com) or with the RTA of the Company M/s. Niche Technologies (P) Ltd. at [nichetechpl@nichetechpl.com](mailto:nichetechpl@nichetechpl.com). Members holding shares in dematerialized form are requested to register/update their e-mail addresses with their concerned DP.
- 9) Members are requested to notify immediately any change in their address to the Company or the Company's RTA M/s. Niche Technologies Pvt. Ltd. In respect of Members holding shares in electronic form, instructions regarding change in address be furnished to their Depository Participants.
- 10) Members/ proxies should bring the duly filled attendance slip in the form enclosed or a printout of the same, in case they have received by e-mail. They are also requested to bring their copy of Annual Report to the Meeting.
- 11) Members holding shares in physical form 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 report.
- 12) 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 are informed to furnish copy of PAN card to the Company or the Company's RTA M/s. Niche Technologies Pvt. Ltd. for registration of transfer of shares.
- 13) The Company will be disclosing to the Stock Exchanges, as per Clause 35B of the Listing Agreement, the details of results of voting on each of the proposed resolutions.
- 14) All documents referred to in the Notice and explanatory statement 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.
- 15) Appointment/Reappointment of Directors : At the ensuing Annual General Meeting, Mr. Harendra Nath Das, IAS (Rtd.) and Mrs. Anamika Chowdhary, Directors shall retire by rotation and are eligible for reappointment. Their information to be provided under the Corporate Governance Code is as below :

Mr. Harendra Nath Das, IAS (Rtd.) aged 78 years has been a Director of the Company since 17/12/2010. Mr. Das is an MA in Economics from University of Adelaide, Australia and LLB and joined IAS in 1960. He worked in several senior positions like Director, Ministry of Finance, Govt. of India; and in different capacities retiring as the Chief Secretary to the Govt. of Assam in the year 1995. He was also the Director General & Advisor of Assam Administrative Staff College, Chairman, AIDC, APL, Guwahati Tea Auction Centre, and Banking Ombudsman, RBI. With his rich experience, Mr. Das has been contributing towards the growth and development of the company. Presently, Mr. Das is the Chairman of the Company's Nomination and Remuneration Committee and is not holding any shares in the Company nor is a Director in any other Company.

Mrs. Anamika Chowdhary aged 51 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 Wholetime Director for several years and looked after different functions including marketing; personnel and administration upto 31/03/2009 and has been a non-wholetime 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 also a Director of Assam Air Products Pvt. Ltd., Superior Gas Products Pvt. Ltd. and Classic Technotrade Pvt. Ltd.

## 16. VOTING THROUGH ELECTRONIC MEANS

- I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by Central Depository Services (India) Limited (CDSL).
- II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- III. The process and manner for remote e-voting are as under :
  - (i) The remote e-voting period commences on 25<sup>th</sup> September, 2015 (9:00 am) and ends on 27<sup>th</sup> September, 2015 (5:00 pm). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 21<sup>st</sup> September, 2015, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
  - (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com) during the voting period
  - (iii) Click on "Shareholders" tab.
  - (iv) 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. Members holding shares in Physical Form should enter Folio Number registered with the Company, excluding the special characters.
  - (v) Next enter the Image Verification as displayed and Click on Login.
  - (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
  - (vii) If you are a first time user follow the steps given below :

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat share holders as well as physical shareholders) 1 Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. 1 In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account with the depository or in the company records

	for your folio in dd/mm/yyyy format
Bank Account Number (DBD)	<p>Enter the Bank Account Number as recorded in your demat account with the depository or in the company records for your folio.</p> <ul style="list-style-type: none"> <li>● Please Enter the DOB or Bank Account Number in order to Login.</li> <li>● If both the details are not recorded with the depository or company then please enter the member-id / folio number in the Bank Account Number details field as mentioned in above instruction (iv).</li> </ul>

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant Company Name i.e. **PREMIER CRYOGENICS LTD.** on which you choose to vote.
- (xii) 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.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Institutional Shareholders & Custodians :
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details they have to create a compliance user which 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 should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - 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.
- (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)
17. Institutional Members / Bodies Corporate (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote through e-mail at [chandancsp@rediffmail.com](mailto:chandancsp@rediffmail.com) with a copy marked to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

com on or before 27<sup>th</sup> September, 2015, upto 5:00 pm without which the vote shall not be treated as valid.

18. The shareholders shall have one vote per equity share held by them as on the cut-off date of 21<sup>st</sup> September, 2015. The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders.
19. 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 21<sup>st</sup> September, 2015. and not casting their vote electronically, may only cast their vote at the Annual General Meeting.
20. Notice of the AGM along with attendance slip, proxy form along with the process, instructions and the manner of conducting e-voting is being sent electronically to all the members whose e-mail IDs are registered with the Company / Depository Participant(s). For members who request for a hard copy and for those who have not registered their email address, physical copies of the same are being sent through the permitted mode.
21. Investors who became members of the Company subsequent to the dispatch of the Notice / Email and holds the shares as on the cut-off date i.e. 21<sup>st</sup> September, 2015. are requested to send the written / email communication to the Company at [info@premiercryogenics.com](mailto:info@premiercryogenics.com) by mentioning their Folio No. / DP ID and Client ID to obtain the Login-ID and Password for e-voting.
22. 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.
23. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.premiercryo.com](http://www.premiercryo.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.

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#### **EXPLANATORY STATEMENT PURSUANT TO SEC. 102 OF THE COMPANIES ACT, 2013**

##### **Item No. 6**

Mr. Abhijit Barooah (DIN: 00287145) was appointed as Managing Director of the Company for a period of five years from 6<sup>th</sup> Oct, 2010. The Agreement for appointment was executed on 25<sup>th</sup> Sept, 2010 and the term of his office expires on 5<sup>th</sup> Oct, 2015. Mr. Barooah is a B.Tech (Chem Engg.), IIT Delhi and M.S. (Chem Engg.), USA and has over 30 years experience in the Industrial Gas industry including as the Managing Director of the Company and Assam Air Products Pvt. Ltd., and as Director in several other Companies. It has therefore, been considered desirable in the interest of the Company to continue his appointment as Managing Director of the Company. In view of the above, and as per the recommendation of the Nomination and remuneration Committee, it is proposed to offer Mr. Barooah reappointment for a further period of five years from 6<sup>th</sup> Oct, 2015 on the terms and conditions set out in the draft agreement.

The principal terms and conditions including the remuneration as contained in the draft Agreement between the Company and Mr. Abhijit Barooah are as follows :

- a) Salary : Rs. 1,20,000.00 per month in the scale of 1,20,000.00 - 15,000.00 - 1,80,000.00.
- b) Commission : At the rate of 1% of the net profit for each financial year or part thereof of the Company computed in the manner laid down in Section 197 of the Companies Act, 2013.
- c) Perquisites :
  - i) House Rent Allowance at the rate of 40% of salary per month or rent free furnished accommodation subject to a ceiling of 40% of the salary with service of personnel for maintenance and protection of property of the accommodation.
  - ii) The expenditure incurred on gas, electricity, water and furnishing shall be paid by the Company and shall be valued as per Income Tax Rules, 1962 and shall be subject to a ceiling of 10% of salary.
  - iii) Reimbursement of medical and hospitalization expenses incurred for self and family, subject to a ceiling of one month's salary in a year or three months salary over a period of three years.

- iv) Leave Travel Concession for self and family once in a year in accordance with the Rules of the Company.
- v) Club Fees subject to a maximum of two clubs. This will not include Admission and Life Membership fees.
- vi) Personnel Accident Insurance premium which shall not exceed Rs.15,000/- per annum.
- vii) Reimbursement of expense towards education of dependent children in accordance with Company Policy.
- viii) Reimbursement of expenses properly incurred in accordance with the Rules/Policies of the Company.
- ix) Contribution to Provident Fund and Superannuation Fund or Annuity Fund to the extent these are either singly or put together not taxable under Income Tax Act, 1961.
- x) Gratuity payable at a rate not exceeding half a month's salary for each completed year of service.
- xi) Encashment of unutilized leave as per Company policy.

Provided, however, that the overall remuneration payable to the Managing Director shall not exceed the maximum prescribed under the Companies Act, 2013.

d) **Minimum Remuneration :**

In the event of absence or inadequacy of profits in any financial year during the aforesaid period, the Managing Director will be entitled to the above Salary and Perquisites as minimum remuneration.

e) **Provision of Car :**

The Company will provide Car with driver to the Managing Director for use in the Company's business. However, use of car for private purpose shall be borne by him.

f) The terms and conditions of the appointment may be varied or enhanced from time to time by the Board as it may at its discretion deem fit within the maximum amount payable to Managing Director in accordance with Schedule V to the Companies Act, 2013 or any amendments made hereafter in this regard.

This may be treated as an abstract of the draft Agreement between the Company and Mr. Abhijit Barooah, pursuant to Section 190 of the Companies Act, 2013.

In compliance with the provisions of Companies Act, 2013, the above resolution in item No. 6 is placed before the Members for approval.

The draft Agreement between the Company and Mr. Barooah is available for inspection by the Members of the Company at its registered office on any working day during business hours.

None of the directors, key managerial personnel or their relatives, except Mr. Abhijit Barooah, and Mrs. Anamika Chowdhary are concerned or interested in the proposed resolutions.

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

**Item No. 7**

The members of the Company at their Extraordinary General Meeting held on 28<sup>th</sup> February, 1995 approved by way of ordinary resolution under Section 293(1)(a) of the Companies Act, 1956, whereby the Company accorded consent to the Board of Directors for creating mortgage and/or charge on all the immovable and movable properties of the Company and to secure term loan upto Rs. 5 Crore (Rupees Five Crore) only.

Pursuant to the provisions of section 180(1)(a) and other applicable provisions of the Companies Act, 2013, the Board of Directors can create mortgage or charge on the movable or immovable properties of the Company only with the consent of the Company accorded by special resolution. Further, the value of such security has to correspond with the amount of loans. The proposed resolution, therefore, seeks the approval of the members by way of special resolution for authorizing the Board to create mortgage and/or charge of its movable and/or immovable properties for amount not exceeding Rs. 50 Cr. (Rupees Fifty crore) over and above the aggregate of the paid-up share capital and free reserves of the company.

Considering the necessity as mentioned above, the proposed resolution has been placed under item No. 7 for approval of the members.

None of the Directors, key managerial personnel or their relatives is concerned or interested in the proposed resolution.

The Board recommends the resolution set forth in Item No. 7 for approval of the members.

**Item No. 8**

The members of the Company at their Extraordinary General Meeting held on 28<sup>th</sup> February, 1995 approved by way of ordinary resolution under Section 293(1)(d) of the Companies Act, 1956 borrowings over and above the aggregate of paid up share capital and free reserves of the Company provided that the total amount of such borrowings together with the moneys already borrowed and outstanding at any point of time shall not be in excess of Rs.10 Crore (Rupees Ten Crore).

Pursuant to the provisions of section 180(1)(c) and other applicable provisions of the Companies Act, 2013, the power to borrow money in excess of the limits of the aggregate of paid-up share capital and free reserves of the Company can be exercised by the Board only with the consent of the company accorded by special resolution. The Company has been obtaining loans from financial institutions and banks from time to time to part-finance its on-going projects. The present borrowing, apart from temporary loans obtained from the Company's bankers in the ordinary course of business, is within the statutory limits of the aggregate of paid-up share capital and free reserves of the Company. With new loans envisaged for the proposed projects, the money to be borrowed, together with the money already borrowed by the company is likely to exceed the aforesaid statutory limit.

Accordingly, the proposed resolution seeks the approval of members by way of special resolution for authorizing the Board to borrow money not exceeding Rs. 50 Cr. (Rupees Fifty crore) over and above the aggregate of the paid-up share capital and free reserves of the company.

Considering the necessity as mentioned above, the proposed resolution has been placed under Item No. 8 for approval of the members.

None of the Directors, key managerial personnel or their relatives is concerned or interested in the proposed resolution.

The Board recommends the resolution set forth in Item No. 8 for approval of the members.

For **PREMIER CRYOGENICS LTD.**

By Order of the Board

Date : 27<sup>th</sup> July, 2015

Place: Guwahati

ANJAN TALUKDAR  
COMPANY SECRETARY

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**ANNEXURE 'A' TO NOTICE**

Details of Directors seeking appointment/reappointment at the Annual General Meeting to be held on 28<sup>th</sup> Sept. '2015 as required under Clause 49 of the Listing Agreement.

<b>Name of the Director</b>	<b>Mr. Harendra Nath Das, IAS(Rtd)</b>	<b>Mrs. Anamika Chowdhary</b>
DIN	03335231	00287195
Father's Name	Late Lakshmi Ram Das	Late Bipul Ch. Barooah
Date of Birth	01/03/1937	28/07/1964
Nationality	Indian	Indian
Date of Appointment	17/12/2010	06/01/1994
Relationship between Directors inter-se	None	Sister of Mr. Abhijit Barooah, Managing Director
Qualification	MA (Economics) LLB, IAS	BA (Economics) MBA
Expertise	Wide experience in Economic and Administrative fields	Wide experience in Marketing, Personnel & Administration
Directorships held in other Companies as on 31 <sup>st</sup> March, 2015	None	1. Assam Air Products (P) Ltd. 2. Superior Gas Products (P) Ltd 3. Classic Technotrade (P) Ltd.
Chairman/Member of the Committee of the Board as on 31 <sup>st</sup> March, 2015	1	2
Chairman/Member of Committee of other Companies as on 31 <sup>st</sup> March, 2015	-	-
Shareholding in the Company	-	285700 equity shares



## **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

### **ATTENDANCE SLIP**

**(To be handed over at the entrance of the venue of the Meeting)  
(Annual General Meeting - 28<sup>th</sup> September, 2015)**

I hereby record my presence at the 21<sup>st</sup> Annual General Meeting of the Company held on Monday the 28<sup>th</sup> September, 2015 at 10:30 AM at the Registered Office of the Company at 136, Maniram Dewan Road, Chandmari, Guwahati - 781 003

Full Name of the member (In BLOCK LETTERS) : .....

Folio No. .... DP ID No. .... Client ID No. .... No. of Shares .....

Full Name of Proxy (In BLOCK LETTERS) : .....

Member / Proxy's Signature .....

**FORM NO. MGT-11****PROXY FORM**

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies  
(Management and Administration ) Rules, 2014]

CIN : L24111AS1994PLC004051  
Name of the Company : **PREMIER CRYOGENICS LIMITED**  
Regd. Office : 136, Maniram Dewan Road, Chandmari, Guwahati - 781 003  
Name of the Member :  
Registered Address :  
E-Mail Id :  
Folio No./Client No. :  
DP ID :

I/We, being the member(s) of ..... shares of the above named company, hereby appoint

1. Name : .....  
Address : .....  
E-mail Id : ..... Signature : ....., or failing him
2. Name : .....  
Address : .....  
E-mail Id : ..... Signature : ....., or failing him
3. Name : .....  
Address : .....  
E-mail Id : ..... Signature : ....., or failing him

as my / our proxy to attend and vote (on a poll) for me/us on my/our behalf at the Twentieth Annual general meeting of the company, to be held on the 28<sup>th</sup> day of September, 2015 at 10:30 a.m. at the registered office of the company at 136, Maniram Dewan Road, Chandmari, Guwahati - 781 003 and at any adjournment thereof in respect of such resolutions as are indicated below :

Resolution No.	For	Against
1. Consider and adopt the Audited Financial statements, Report of the Board and Auditors for the year ended 31 <sup>st</sup> March' 15.		
2. Declare dividend on equity shares		
3. Re-appointment of Mr. Harendra Nath Das, IAS(Rtd.) as Director		
4. Re-appointment of Mrs. Anamika Chowdhary as Director		
5. Ratification of appointment of Auditors and fix their remuneration		
6. Re-appointment of Mr. Abhijit Barooah as Managing Director		
7. Approval to mortgage and/or charge any of the movable and/or immovable properties of the Company.		
8. Approval to borrow in excess of the aggregate of the paid-up share capital and free reserves of the Company		

Signed this .....day of ....., 2015

Signature of shareholder

Signature of Proxy holder(s)

Affix  
Revenue  
Stamp

Note : The form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the time fixed for holding the Meeting.