



Premier Cryogenics Limited

136, MANIRAM DEWAN ROAD, CHANDMARI, GUWAHATI-781 003
E-mail : info@premiercryogenics.com, Website : www.premiercryogenics.com
Phone : (361) 2660192, 2660193; Fax : 91-361-2661787
CIN : L24111AS1994PLC004051

NOTICE

NOTICE is hereby given that the Twenty-third Annual General Meeting of the Members of Premier Cryogenics Ltd. will be held on Monday the 28th August, 2017 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 31st March, 2017, 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 31st March, 2017.
- 3) To appoint a Director in place of Dr. PranabanandaBharali (DIN: 00627151) who retires by rotation and being eligible offers himself for reappointment.
- 4) 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 31st March'18 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, 2018."

For PREMIER CRYOGENICS LTD.

By Order of the Board

ANJAN TALUKDAR

COMPANY SECRETARY

Date : 27th May, 2017

Place: Guwahati

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. 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.
3. The Register of Members and Share Transfer Books of the Company shall remain closed from Tuesday the 22nd August, 2017 to Monday the 28th August, 2017 both days inclusive.
4. Dividend for the year ended 31st March, 2017, as recommended by the Board, if declared at the meeting, will be paid on or after 28th August, 2017 within the statutory period, to those Members whose names appear on the Company's

Register of Members / Beneficiary Owners as on 21st August, 2017. In respect of shares held in Electronic/demat form, the dividend will be paid as per details furnished by the Depositories for the purpose.

5. 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 2009-10 will complete the statutory period of 7 years on 25th October, 2017 and the amount shall be due for transfer thereafter to the IEPF. Members who have not yet encashed their dividend for financial years 2009-10, 2010-11, 2011-12, 2012-13, 2013-14, 2014-15 and 2015-16 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 29th July, 2016 (date of last AGM) is uploaded on the Company's website (). The Company has also been uploading the details with the Ministry of Corporate Affairs every year.
6. 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).
7. 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@ or with the RTA of the Company M/s. Niche Technologies (P) Ltd. at . Members holding shares in dematerialized form are requested to register/update their e-mail addresses with their concerned DP.
8. 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.
9. 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.
10. 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.
11. 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.
12. The Company will be disclosing to the Stock Exchanges, as per Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the details of results of voting on each of the proposed resolutions.
13. All documents referred to in the Notice 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.
14. Appointment/Reappointment of Directors: At the ensuing Annual General Meeting, Dr. Pranabananda Bharali, Director shall retire by rotation and is eligible for reappointment. The information in respect of the said Director is as below:
Dr. Pranabananda Bharali aged 81 years, has been one of the foremost Directors of the Company since 6th Oct., 1995. Dr. Bharali is a B. Tech., IIT, Kharagpur, M. Tech. IISc and PhD. from London University. An Engineer by profession, Dr. Bharali worked for 27 years in Oil India Ltd. in various senior positions retiring in 1990 as Director (Operations) after working in that position for 6 years. With his rich experience and maturity, Dr. Bharali has been contributing towards the growth and development of the Company over the years. Dr. Bharali does not hold any shares in the Company. Presently he is the Chairman of the Company and does not hold Directorship in any other Company.

15. 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 Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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 instructions for shareholders voting electronically are as under:
 - (i) The voting period begins on 25th August, 2017 (9:00 am) and ends on 27th August, 2017 (5:00 pm). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 21st August, 2017, 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) The shareholders should log on to the e-voting website .
 - (iv) Click on Shareholders.
 - (v) 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.
 - (vi) Next enter the Image Verification as displayed and Click on Login.
 - (vii) If you are holding shares in demat form and had logged on to and voted on an earlier voting of any company, then your existing password is to be used.
 - (viii) If you are a first time user follow the steps given below:

| | For Members holding shares in Demat Form and Physical Form |
|---------------------|---|
| PAN | <p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> 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. 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 | <p>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.</p> |
| Bank Account | <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"> Please Enter the DOB or Bank Account Number in order to Login. 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 (v). |

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) 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.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

- (xii) Click on the EVSN for the relevant Company Name i.e. PREMIER CRYOGENICS LTD. on which you choose to vote.
- (xiii) 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.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xviii) 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.
- (xix) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xx) Note for Non-Individual Shareholders & Custodians :
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to .
 - 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 should be emailed to 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.
- (xxi) 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 under help section or write an email to or contact them at 1800 200 5533.
16. 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 with a copy marked to helpdesk.evoting@cdslindia.com on or before 27th August, 2017, upto 5:00 pm without which the vote shall not be treated as valid.
17. 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 21st August, 2017. A person who is not a member as on cut-off date should treat this notice for information purpose only.
18. The shareholders shall have one vote per equity share held by them as on the cut-off date of 21st August, 2017. 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 21st August, 2017 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. 21st August, 2017. are requested to send the written / email communication to the Company at 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 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.

ANNEXURE 'A' TO NOTICE

Details of Directors seeking appointment/reappointment at the Annual General Meeting to be held on 28th Aug.,2017:

| | |
|--|---|
| Name of the Director | Dr. Pranabananda Bharali |
| DIN | 00627151 |
| Father's Name | Late Ramananda Bharali |
| Date of Birth | 01/09/1935 |
| Nationality | Indian |
| Date of Appointment | 06/10/1995 |
| Relationship between Directors inter-se | None |
| Qualification | B. Tech., IIT Kharagpur, M. Tech. IISc and PhD. London University |
| Expertise | Wide technical and managerial experience |
| Directorships held in other Companies as on 31st March, 2017 | None |
| Chairman/Member of the Committee of the Board as on 31st March, 2017 | 1 |
| Chairman/Member of Committee of other Companies as on 31st March, 2017 | - |
| Shareholding in the Company | - |

For PREMIER CRYOGENICS LTD.

By Order of the Board

ANJAN TALUKDAR

COMPANY SECRETARY

Date : 27th May, 2017

Place: Guwahati



Premier Cryogenics Limited

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ATTENDANCE SLIP

(To be handed over at the entrance of the venue of the Meeting)

(Annual General Meeting – 28th August, 2017)

I hereby record my presence at the 23rd Annual General Meeting of the Company held on Monday the 28th August, 2017 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 Shar

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:.....

as my / our proxy to attend and vote (on a poll) for me/us on my/our behalf at the Twenty-third Annual General Meeting of the company, to be held on the 28th day of August, 2017 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 31st March'17. | | |
| 2. Declare dividend on equity shares | | |
| 3. Re-appointment of Dr. Pranabananda Bharali (DIN:00627151) as Director | | |
| 4. Ratification of appointment of Auditors and fix their remuneration | | |

Signed thisday of, 2017

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.