



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-fourth Annual General Meeting of the Members of Premier Cryogenics Ltd. will be held on Friday the 28th September, 2018 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, 2018, 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, 2018.
- 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.

For **PREMIER CRYOGENICS LTD.**

By Order of the Board

ANJAN TALUKDAR

COMPANY SECRETARY

Date : 29th May, 2018

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 Saturday the 22nd September, 2018 to Friday the 28th September, 2018 both days inclusive.
- 4) Dividend for the year ended 31st March, 2018, as recommended by the Board, if declared at the meeting, will be paid on or after 28th September, 2018 within the statutory period, to those Members whose names appear on the Company's Register of Members / Beneficiary Owners as on 21st September, 2018. 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 2010-11 will complete the statutory period of 7 years on 26th October, 2018 and the amount shall be due for transfer thereafter to the IEPF. Members who have not yet encashed their dividend for financial years 2010-11, 2011-12, 2012-13, 2013-14, 2014-15, 2015-16 and 2016-17 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 28th August, 2017 (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.

- 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 sends 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 or with the RTA of the Company M/s. Niche Technologies (P) Ltd. at nichetechpl@nichetechpl.com. 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, Mr. Harendra Nath Das, IAS (Retd.) and Mrs. Anamika Chowdhary, Directors shall retire by rotation and are eligible for reappointment. The information in respect of the said Directors are as below:

Mr. Harendra Nath Das, IAS (Retd.) aged 81 years has been a Director of the Company since 17/12/2010. Mr. Das is a 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 a member of the Nomination & Remuneration Committee and is also the Chairman of the Company's Corporate Social Responsibility Committee and is not holding shares in the Company nor is a Director in any other Company.

Mrs. Anamika Chowdhary aged 54 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 a member of the Company's Stakeholders Relationship Committee and Share Transfer Committee. She is also a Director of Assam Air Products Pvt. Ltd., Superior Gas Products Pvt. Ltd. and Classic Technotrade Pvt. Ltd.

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 September, 2018 (9:00 am) and ends on 27th September, 2018 (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 September, 2018, 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 : www.evotingindia.com
 - (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 www.evotingindia.com 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 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"> 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 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
 - 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 www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com 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 September, 2018, 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 September, 2018. 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 September, 2018. 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 September, 2018 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 September, 2018. 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.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.

ANNEXURE 'A' TO NOTICE

Details of Directors seeking appointment/reappointment at the Annual General Meeting to be held on 28th Sept., 2018:

Name of the Director	Mr. Harendra Nath Das	Mrs. Anamika Chowdhary
DIN	03335231	00287195
Father's Name	Late Lakshmi Ram Das	Late Bipul Ch. Barooah
Date of Birth	01/03/1937	26/7/1964
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	M.A. (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 31st March, 2018	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 31st March, 2018	2	2
Chairman/Member of Committee of other Companies as on 31st March, 2018	None	1
Shareholding in the Company	Nil	285700 equity shares



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ATTENDANCE SLIP

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

(Extraordinary General Meeting – 28th September, 2018)

I hereby record my presence at the 24th Annual General Meeting of the Company held on Friday the 28th September, 2018 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:

as my / our proxy to attend and vote (on a poll) for me/us on my/our behalf at the 24th Annual General Meeting of the Company, to be held on Friday the 28th September, 2018 at 10:30 AM 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'18.		
2. Declare dividend on equity shares		
3. Re-appointment of Mr. Harendra Nath Das, IAS(Retd.) (DIN: 03335231) as Director		
4. Re-appointment of Mrs. Anamika Chowdhary (DIN:00287195) as Director		

Signed thisday of, 2018

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.