



Premier Cryogenics Limited

136, MANIRAM DEWAN ROAD, CHANDMARI, GUWAHATI-781 003
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Phone : (361) 2660192, 2660193; Fax : 91-361-2661787
CIN : L24111AS1994PLC004051

NOTICE

NOTICE is hereby given that the Twenty-fifth Annual General Meeting of the Members of Premier Cryogenics Ltd. will be held on Monday the 23rd September 2019 at 10:30 A.M. at the Registered Office of the Company at 136, 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, 2019, 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, 2019.
- 3) To appoint a Director in place of Mr. Nitin Ch. Baruah (DIN: 00220932) who retires by rotation and being eligible offers himself for reappointment.
- 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 Section 139 of the Companies Act, 2013 and the Rules made thereunder and pursuant to the recommendation of the Audit Committee and of the Board of Directors of the Company, M/s. Singhi & Co., Chartered Accountants, (ICAI Firm Registration No. 302049E), be and are hereby appointed as the Statutory Auditors of the Company in place of the retiring auditors M/s. U. Goswami & Associates, Chartered Accountants, to hold office from the conclusion of this Annual General Meeting until the conclusion of the sixth Annual General Meeting to be held after this meeting 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 re-appoint Mr. Swapn Kr. Handique (DIN: 02537910) as an Independent Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:
"RESOLVED THAT pursuant to the provisions of Section 149 and 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 17 and any other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Swapn Kr. Handique (DIN: 02537910), who was appointed as an Independent Director in the Annual General Meeting held on 23/09/2014 for five consecutive years upto 22/09/2019, and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director be and is hereby re-appointed as an Independent Director of the Company, who shall not be liable to retire by rotation, to hold office for 5 (five) consecutive years for a term upto 22nd September, 2024."
- 6) To re-appoint Dr. Munindra Kakati (DIN: 01906144) as an Independent Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:
"RESOLVED THAT pursuant to the provisions of Section 149 and 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 17 and any other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Dr. Munindra Kakati (DIN: 01906144), who was appointed as an Independent

Director in the Annual General Meeting held on 23/09/2014 for five consecutive years upto 22/09/2019, and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director be and is hereby re-appointed as an Independent Director of the Company, who shall not be liable to retire by rotation, to hold office for 5 (five) consecutive years for a term upto 22nd September, 2024.”

- 7) To re-appoint CA Rajkamal Bhuyan (DIN: 00946477) as an Independent Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 149 and 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 17 and any other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, CA Rajkamal Bhuyan (DIN: 00946477), who was appointed as an Independent Director in the Annual General Meeting held on 23/09/2014 for five consecutive years upto 22/09/2019, and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director be and is hereby re-appointed as an Independent Director of the Company, who shall not be liable to retire by rotation, to hold office for 5 (five) consecutive years for a term upto 22nd September, 2024.”

For **PREMIER CRYOGENICS LTD.**

By Order of the Board
ANJANTALUKDAR
COMPANY SECRETARY

Date : 30th May, 2019

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. 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 17th September, 2019 to Monday the 23rd September, 2019 both days inclusive.
5. Dividend for the year ended 31st March, 2019, as recommended by the Board, if declared at the meeting, will be paid on or after 23th September, 2019 within the statutory period, to those Members whose names appear on the Company's Register of Members / Beneficiary Owners as on 16th September, 2019. 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 2011-12 will complete the statutory period of 7 years on 5th October, 2019 and the amount shall be due for transfer thereafter to the IEPF. Members who have not yet encashed their dividend for financial years 2011-12, 2012-13, 2013-14, 2014-15, 2015-16, 2016-17 and 2017-18 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 September, 2018 (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.

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 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@premiecryogenics.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.
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. Transfer of Shares Compulsorily in Demat Mode: As per amended Regulation 40(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 amended vide SEBI Notification No. SEBI/LAD- NRO/GN/2018/24 dated June 8, 2018, please note that effective from December 5, 2018 (extended to April 1, 2019); securities of the listed companies can be transferred (except in case of transmission or transposition) only in the dematerialized form.
14. 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.
15. 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.
16. Appointment/Reappointment of Directors: At the ensuing Annual General Meeting, Mr. Nitin Ch. Baruah, Director shall retire by rotation and is eligible for reappointment. Mr. Swapan Kr. Handique, Dr. Munindra Kakati and Mr. Rajkamal Bhuyan are proposed to be re-appointed as Independent Directors pursuant to the provisions of Section 149 of the Companies Act, 2013. The information in respect of the said Directors are as below:
 Mr. Nitin Ch. Baruah aged 71 years has been a Director of the Company since 30/01/2009. Mr. Baruah is a M.Sc. in Applied Maths from Gauhati University and has wide experience in the field of Management, Banking and Tea sector. He was earlier Executive Vice Chairman of two Tea Broking firms; Director of B&A Group and several other Companies; Secretary General of Tea Association of India; and Ex. Chairman of The Co-operative City Bank Ltd. Mr. Baruah is a member of the Company's Audit Committee and Share Transfer Committee. He holds 1000 shares in the Company and is also a Director of Bamboo Technology Park.
 Mr. Swapan Kr. Handique aged 69 years was appointed as an Independent Director of the Company in its Annual General Meeting held on 23/09/2014 for a term upto 5 (five) consecutive years, ie., upto 22/09/2019. Mr. Handique is a B.E. in Electrical Engineering. He has wide technical and management experience having retired as the Managing Director of Assam Electricity Grid Corporation Ltd. (AEGCL). Earlier he was the Chief General Manager of Assam State Electricity Board (ASEB) and Ex-Director of PMU, ASEB for implementation of projects under ADB. He was also a Director of AEGCL post retirement. Presently, Mr. Handique is a Director of PCL Power Pvt. Ltd. and is a member of the Company's Audit Committee, Nomination & Remuneration Committee and CSR Committee and does not hold any shares in the Company.
 Dr. Munindra Kakati aged 58 years was appointed as an Independent Director of the Company in its Annual General Meeting held on 23/09/2014 for a term upto 5 (five) consecutive years, ie., upto 22/09/2019. Dr. Kakati is a M.M.S. from

B.I.T.S. Pilani and Ph.D. from Gauhati University. He has wide experience in the field of academics and research. He was earlier working with the Gauhati University as HOD of Business Administration. Presently, Dr. Kakati is the Vice Chancellor of Assam Rajiv Gandhi University of Co-operative Management. He is a member in the Company's Nomination & Remuneration Committee and does not hold any shares in the Company nor Directorship in any other Company.

CA Rajkamal Bhuyan aged 62 years was appointed as an Independent Director of the Company in its Annual General Meeting held on 23/09/2014 for a term upto 5 (five) consecutive years, i.e., upto 22/09/2019. Mr. Bhuyan is a MA in Economics and a Chartered Accountant. He has wide experience in the fields of Finance and Management. Besides his profession as a practicing CA, Mr. Bhuyan is a director and promoter of several corporates and actively associated with many business ventures. He is a director of Hacienda Properties (P) Ltd., Liv'in Apartments (P) Ltd., Four Seasons Garden Resorts (P) Ltd., Amerigog Holdings (P) Ltd., B&A Ltd. and R D Grow Green India Pvt. Ltd. Mr. Bhuyan is the Chairman of the Company's Audit Committee and does not hold any shares in the Company.

17. 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 20th September, 2019 (9:00 am) and ends on 22th September, 2019 (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 16th September, 2019, 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 UserID
 - 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	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <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	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)	Enter the Bank Account Number as recorded in your demat account with the depository or in the company records for your folio. <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.
18. 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 22nd September, 2019, upto 5:00 pm without which the vote shall not be treated as valid.
19. 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 16th September, 2019. A person who is not a member as on cut-off date should treat this notice for information purpose only.
20. The shareholders shall have one vote per equity share held by them as on the cut-off date of 16th September, 2019. The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders.
21. 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 16th September, 2019 and not casting their vote electronically, may only cast their vote at the Annual General Meeting.
22. 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.

23. 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., 16th September, 2019. 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.
24. 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.
25. 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.
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EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 5

Mr. Swapan Kr. Handique (DIN: 02537910) was appointed as an Independent Director of the Company in its Annual General Meeting held on 23/09/2014 for a term upto 5 (five) consecutive years, i.e., upto 22/09/2019. In terms of Section 149 and other applicable provisions of the Companies Act, 2013, being eligible and offering himself for re-appointment, Mr. Handique is proposed to be reappointed as an Independent Director of the Company for the next term of 5 (five) consecutive years to hold office upto 22nd September, 2024 and whose period of office shall not be liable to retire by rotation. The Company has received notice under the provisions of Section 160 of the Act from a Member proposing the candidature of Mr. Swapan Kr. Handique as Independent Director, to be re-appointed under the provisions of Section 149 of the Companies Act, 2013.

The Company has received consent in writing from Mr. Swapan Kr. Handique to act as director in Form DIR-2 pursuant to the Companies (Appointment & Qualification of Directors) Rules, 2014, an intimation in Form DIR-8 in terms of the said Rules, to the effect that he is not disqualified under Section 164(2) of the Companies Act, 2013, and a declaration to the effect that he meets the criteria of independence as provided in Section 149(6) of the said Act. The proposed re-appointment has been recommended as per the terms of the Nomination and Remuneration Policy of the Company and in the opinion of the Board, Mr. Swapan Kr. Handique fulfils the conditions specified in the Companies Act, 2013 for such an appointment and he is independent of the Management. Copy of the draft letter of appointment of Mr. Swapan Kr. Handique setting out the terms and conditions would be 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 proposed resolution seeks the approval of members for the re-appointment of Mr. Swapan Kr. Handique as Independent Director of the Company for the next term of 5 (five) consecutive years upto 22nd September, 2024 pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder. He is not liable to retire by rotation. Details regarding Mr. Swapan Kr. Handique are given in Annexure 'A' attached to the Notice. In view of his experience and expertise, his re-appointment as Independent Director is recommended.

None of the directors, key managerial personnel or their relatives, except Mr. Swapan Kr. Handique 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

Dr. Munindra Kakati (DIN: 01906144) was appointed as an Independent Director of the Company in its Annual General Meeting held on 23/09/2014 for a term upto 5 (five) consecutive years, i.e., upto 22/09/2019. In terms of Section 149 and other applicable provisions of the Companies Act, 2013, being eligible and offering himself for re-appointment, Dr. Kakati is proposed to be reappointed as an Independent Director of the Company for the next term of 5 (five) consecutive years to hold office upto 22nd September, 2024 and whose period of office shall not be liable to retire by rotation. The Company has received notice under the provisions of Section 160 of the Act from a Member proposing the candidature of Dr. Munindra Kakati as Independent Director, to be re-appointed under the provisions of Section 149 of the Companies Act, 2013.

The Company has received consent in writing from Dr. Munindra Kakati to act as director in Form DIR-2 pursuant to the Companies (Appointment & Qualification of Directors) Rules, 2014, an intimation in Form DIR-8 in terms of the said Rules, to the effect that he is not disqualified under Section 164(2) of the Companies Act, 2013, and a declaration to the effect that he meets the criteria of independence as provided in Section 149(6) of the said Act. The proposed re-appointment has been recommended as per the terms of the Nomination and Remuneration Policy of the Company and in the opinion of the Board, Dr. Munindra Kakati fulfils the conditions specified in the Companies Act, 2013 for such an appointment and he is independent of the Management. Copy of the draft letter of appointment of Dr. Munindra Kakati setting out the terms and conditions would be 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 proposed resolution seeks the approval of members for the re-appointment of Dr. Munindra Kakati as Independent Director of the Company for the next term of 5 (five) consecutive years upto 22nd September, 2024 pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder. He is not liable to retire by rotation. Details regarding Dr. Munindra Kakati are given in Annexure 'A' attached to the Notice. In view of his experience and expertise, his re-appointment as Independent Director is recommended.

None of the directors, key managerial personnel or their relatives, except Dr. Munindra Kakati is concerned or interested in the proposed resolution.

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

Item No. 7

CA Rajkamal Bhuyan (DIN: 00946477) was appointed as an Independent Director of the Company in its Annual General Meeting held on 23/09/2014 for a term upto 5 (five) consecutive years, ie., upto 22/09/2019. In terms of Section 149 and other applicable provisions of the Companies Act, 2013, being eligible and offering himself for re-appointment, Mr. Bhuyan is proposed to be reappointed as an Independent Director of the Company for the next term of 5 (five) consecutive years to hold office upto 22nd September, 2024 and whose period of office shall not be liable to retire by rotation. The Company has received notice under the provisions of Section 160 of the Act from a Member proposing the candidature of CA Rajkamal Bhuyan as Independent Director, to be re-appointed under the provisions of Section 149 of the Companies Act, 2013.

The Company has received consent in writing from CA Rajkamal Bhuyan to act as director in Form DIR-2 pursuant to the Companies (Appointment & Qualification of Directors) Rules, 2014, an intimation in Form DIR-8 in terms of the said Rules, to the effect that he is not disqualified under Section 164(2) of the Companies Act, 2013, and a declaration to the effect that he meets the criteria of independence as provided in Section 149(6) of the said Act. The proposed re-appointment has been recommended as per the terms of the Nomination and Remuneration Policy of the Company and in the opinion of the Board, CA Rajkamal Bhuyan fulfils the conditions specified in the Companies Act, 2013 for such an appointment and he is independent of the Management. Copy of the draft letter of appointment of CA Rajkamal Bhuyan setting out the terms and conditions would be 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 proposed resolution seeks the approval of members for the re-appointment of CA Rajkamal Bhuyan as Independent Director of the Company for the next term of 5 (five) consecutive years upto 22nd September, 2024 pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder. He is not liable to retire by rotation. Details regarding CA Rajkamal Bhuyan are given in Annexure 'A' attached to the Notice. In view of his experience and expertise, his re-appointment as Independent Director is recommended.

None of the directors, key managerial personnel or their relatives, except Mr. Rajkamal Bhuyan is concerned or interested in the proposed resolution.

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

ANNEXURE 'A' TO NOTICE

Details of Directors seeking appointment/reappointment at the Annual General Meeting to be held on 23rd Sept.,2019:

Name of the Director	Mr. Nitin Ch. Baruah	Mr. Swapan Kr. Handique	Dr. Munindra Kakati	CA Rajkamal Bhuyan
DIN	00220932	02537910	01906144	00946477
Fathers Name	Late Narayan Ch. Baruah	Late Padma Dhar Handique	Late Jogendra Kakati	Late Girish Ch. Bhuyan
Date of Birth	01/01/1948	01/01/1950	01/01/1961	15/08/1956
Nationality	Indian	Indian	Indian	Indian
Date of Appointment	30/01/2009	23/09/2014	23/09/2014	23/09/2014
Relationship between Directors inter-se	None	None	None	None
Qualification	M.Sc.(Applied Maths)	B.E. (Electrical)	M.M.S., B.I.T.S. Pilani, Ph.D.	MA (Economics) FCA
Expertise	Wide experience in Management Banking	Wide Technical and Managerial experience	Wide experience in Academics and Research	Wide experience in Finance and Management
Directorships held in other Companies as on 31 st March, 2019	Bamboo Technology Park	PCL Power Pvt. Ltd.	None	1. Hacienda Properties (P) Ltd. 2. Livin Apartments (P) Ltd. 3. Four Seasons Garden Resorts (P) Ltd. 4. Amerigog Holdings (P) Ltd. 5. B&A Ltd. 6. R D Grow Green India Pvt. Ltd.
Chairman/Member of the Committee of the Board as on 31 st March, 2019	2	3	1	1
Chairman/Member of Committee of other Companies as on 31 st March, 2019	None	None	None	1
Shareholding in the Company	1,000 equity shares	Nil	Nil	Nil



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

ATTENDANCE SLIP

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

(Annual General Meeting – 23rd September, 2019)

I hereby record my presence at the 25th Annual General Meeting of the Company held on Monday the 23rd September, 2019 at 10:30 AM at the Registered Office of the Company at 136, Maniram Dewan Road, Chandmari, Guwahati – 781003

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 25th Annual General Meeting of the Company, to be held on Friday the 23rd September, 2019 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'19.		
2. Declare dividend on equity shares		
3. Re-appointment of Mr. Nitin Ch. Baruah (DIN: 0220932) as Director		
4. Appointment of M/s. Singhi & Co., Chartered Accountants as Statutory Auditors		
5. Re-appointment of Mr. Swapan Kr. Handique (DIN: 02537910) as an Independent Director		
6. Re-appointment of Dr. Munindra Kakati (DIN: 01906144) as an Independent Director		
7. Re-appointment of Mr. Rajkamal Bhuyan (DIN: 00946477) as an Independent Director		

Signed thisday of, 2019

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.

ROUTE MAP

PREMIER CRYOGENICS LTD.
136 Maniram Dewan (MRD) Road,
Chandmari, Guwahati - 781 003

