



## 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 an Extraordinary General Meeting of the Members of Premier Cryogenics Ltd. will be held on Thursday the 30th March, 2017 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 :

#### **SPECIAL BUSINESS :**

- 1) To approve a contract with M/s. Assam Air Products Pvt. Ltd. (CIN:U24111AS1986PTC002497), a related party, 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 188 and other applicable provisions of the Companies Act, 2013 and the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in supersession of the resolution passed by the members of the Company in its Annual General Meeting held on 23/09/2014, approval be and is hereby accorded to enter into a contract with M/s. Assam Air Products Pvt. Ltd. CIN:U24111AS1986PTC002497, (hereinafter referred to as “AAP” or the “Contractee Company”) in which certain directors are interested, to continue with the transactions relating to sale of Industrial gases by the Company to AAP for a period of three years effective from 01/04/2017 upto 31/03/2020 in line with the existing contract dated 01/04/2014 entered into by the Company with AAP for sale of Industrial gases, viz., Liquid Nitrogen, Oxygen, Dissolved Acetylene, Nitrous Oxide, Carbon Dioxide, etc., to the contractee Company subject to maximum total amount of Rs.15.00 Cr. (Rupees Fifteen Crore only) for the period from 01/04/2017 to 31/03/2018, Rs.17.50 Cr. (Rupees Seventeen Crore Fifty Lakhs only) for the period from 01/04/2018 to 31/03/2019 and Rs.20.00 Cr. (Rupees Twenty Crore only) for the period from 01/04/2019 to 31/03/2020 respectively and that the Board of Directors of the Company be and is hereby authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution and to carry out the contract to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

For PREMIER CRYOGENICS LTD.

By Order of the Board

ANJAN TALUKDAR

COMPANY SECRETARY

Date : 28th January, 2017

Place: Guwahati

#### **Note :**

- 1) **A member entitled to attend and vote at this Extraordinary 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) An Explanatory statement pursuant to Section 102 of the Companies Act, 2013 relating to the special business to be transacted at the meeting is annexed to this notice.
- 4) As per the Green initiative announced by the Ministry of Corporate Affairs, Govt. of India and pursuant to Section 101 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.
- 5) 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.
- 6) 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 the notice to the Meeting.
- 7) The Cut-off date of eligible shareholders for voting shall be Thursday the 23rd March, 2017.
- 8) 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 the proposed resolution.
- 9) 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.

#### **10) 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 Extraordinary General Meeting (EGM) 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 EGM ("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 EGM 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 EGM may also attend the EGM 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 27th March, 2017 (9:00 am) and ends on 29th March, 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 23rd March, 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:

<b>For Members holding shares in Demat Form and Physical Form</b>	
<b>PAN</b>	<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"> <li>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.</li> <li>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.</li> </ul>
<b>DOB</b>	<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>
<b>Bank Account Number (DBD)</b>	<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 (v).</li> </ul>

- (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 29th February, 2017. 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.

- 11) 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 29th March, 2017, upto 5:00 pm without which the vote shall not be treated as valid.
- 12) 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 23rd March, 2017. A person who is not a member as on cut-off date should treat this notice for information purpose only.
- 13) The shareholders shall have one vote per equity share held by them as on the cut-off date of 23rd March, 2017. The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders.
- 14) 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 23rd March, 2017 and not casting their vote electronically, may only cast their vote at the Extraordinary General Meeting.
- 15) Notice of the EGM 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.
- 16) 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. 23rd March, 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.
- 17) 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 EGM 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.
- 18) 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.

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

### **Item No. 1**

The Company entered into a contract dated 01/04/2014 with M/s. Assam Air Products Pvt. Ltd. (CIN:U24111AS1986PTC002497), a related party, (hereinafter referred to as “AAP” or the “Contractee Company”) for sale of Industrial gases, viz., Liquid Nitrogen, Oxygen, Dissolved Acetylene, Nitrous Oxide, Carbon Dioxide, etc. The contract was entered after obtaining prior approval of the Ministry of Corporate Affairs vide Letter No. RD(NER)/4051/T/S-297/01/2014/1187 dated 25/03/2014 under Section 297 of the Companies Act, 1956 for a period of 3 (three) years w.e.f. 01/04/2014 to 31/03/2017. To continue with the said contract as per the provisions of the new Companies Act, 2013, the Members of the Company in its Annual General Meeting held on 23/09/2014 accorded its approval pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013.

In view of the aforesaid contract expiring on 31/03/2017, and considering it desirable and of immense necessity in the best

interest of the Company, it is proposed to renew the contract and continue with the transactions from 01/04/2017. The contract will be in line with the existing contract for sale of industrial gases to AAP from 01/04/2017 to 31/03/2020 subject to maximum total amount per annum. The monetary limits proposed for the transactions are Rs.15.00 Cr for the year 2017-18, Rs.17.50 Cr for 2018-19 and Rs.20.00 Cr for the year 2019-20. These incremental limits were proposed keeping in view the rate of growth in the scale of operations of the Company and the Contractee party. Also the upcoming additional new production facility of the Company will increase its overall installed capacity to more than double of its existing capacity which will enable the Company to cater to the entire requirements of AAP. The prices for the industrial gases shall be at the prevailing market rates which are based on the rates at which such goods are sold to PSU's/Govt. like ONGC and DGS&D. The Contractee Company AAP had given their no objection for entering into the said contract.

In terms of the provisions of Section 188 and other applicable provisions of the Companies Act, 2013, the Companies (Meetings of Board and its Powers) Rules, 2014 and the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, prior approval of the members by special resolution is required for the said contract. Accordingly, the proposed resolution is placed for approval of the members. Pursuant to the aforesaid provisions, the Board of Directors of the Company accorded its consent vide resolution dated 28/01/2017 preceded by approval of the Audit Committee.

The Contract is very much essential mainly due to the following reasons:

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

The proposed resolution seeks the approval of members for continuing and carrying out the said contract pursuant to Section 188 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder. The draft of the said contract and every other document mentioned or referred to in the foregoing statements are available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day.

In terms of the proviso to subsection (2) of Section 188 of the Companies Act, 2013, the shareholding interest of every promoter, director and key managerial personnel to the extent of two percent or more of the paid-up share capital of the contractee Company AAP are of Mr. Abhijit Barooah, Promoter and Managing Director holding 9,28,840 equity shares and Mrs. Anamika Chowdhary, Promoter and Director holding 2,16,960 equity shares being 61.92% and 14.46% shareholding respectively in the paid-up share capital of the Contractee Company.

All the factors relevant to the contract have been considered. The information required to be disclosed under Sec.188 of the Companies Act, 2013 read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 are given in the Annexure 'A' attached to the Notice.

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

The Board recommends the resolution set forth in Item No. 1 for approval of the members.

For PREMIER CRYOGENICS LTD.

By Order of the Board

ANJAN TALUKDAR

COMPANY SECRETARY

Date : 28th January, 2017

Place: Guwahati

**ANNEXURE 'A' TO NOTICE**

(a)	Name of the Related Party	Assam Air Products Pvt. Ltd.
(b)	Name of the director or key managerial personnel who is related, if any	Mr. Abhijit Barooah, Managing Director Mrs. Anamika Chowdhary, Director Mrs. Geetimala Baishya, Nominee Director, Assam Industrial Development Corporation Ltd.
(c)	Nature of Relationship	Common Directors
(d)	Nature, duration, material terms, monetary value and particulars of the contract or arrangement:	
i)	Nature of the Contract	Contract for sale of goods
ii)	Duration of the Contract	From 01/04/2017 to 31/03/2020
iii)	Particulars of the contract or arrangement.	Sale of industrial gases viz., Liquid Nitrogen, Oxygen, Dissolved Acetylene, Nitrous Oxide, Carbon Dioxide, etc., to M/s. Assam Air Products Pvt. Ltd. subject to maximum total amount as follows;
iv)	Material terms of the contract or arrangement including the value, if any.	Period Maximum total amount 01/04/2017–31/03/2018 Rs.15.00Cr 01/04/2018–31/03/2019 Rs.17.50Cr 01/04/2019–31/03/2020 Rs.20.00Cr
v)	Any advance paid or received for the contract or arrangement, if any.	No
vi)	The manner of determining the pricing and other commercial terms both included as part of the contract and not considered as part of the contract.	The prices for industrial gases are the prevailing market rates which are based on the rates at which the goods are sold to PSU's/Govt. like ONGC and DGS&D.
vii)	Whether all factors relevant to the contract have been considered, if not, the details of factors not considered with the rational for not considering those factors.	Yes
(e)	Any other information relevant or important for the Board to take a decision on the proposed resolution.	i) PCL is the largest manufacturer of industrial gases in the N.E. Region and its upcoming new Oxygen/Nitrogen plant will increase the total installed capacity of the Company to more than double of its existing production capacity. Thus, with its large production facilities, PCL can cater to the entire needs for industrial gases of the contractee company (AAP). Further, AAP has a large inventory of cylinders and cryogenic transport tankers for bulk lifting of products which are very much beneficial for PCL's plant capacity utilisation and saving additional investment in cylinders and cryogenic tankers.
		ii) The contractee company AAP is the largest dealer of industrial gases in the N.E. India and in addition to the market demand; it will also have its own continuous good growing demand for the requirement of industrial gases from its new Compressing units, which will help PCL's plant capacity utilization and sales volume to a great extent.
		iii) The contract is of necessity for marketing the products and utilizing the Company's installed production capacity and thereby to maintain the scale of operation of the Company and remain viable.



# Premier Cryogenics Limited

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CIN : L24111AS1994PLC004051

## ATTENDANCE SLIP

(To be handed over at the entrance of the venue of the Meeting)  
(Extraordinary General Meeting – 30th March, 2017)

I hereby record my presence at the Extraordinary General Meeting of the Company held on Thursday the 30th March, 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:.....

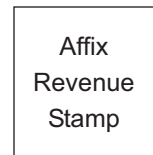
as my / our proxy to attend and vote (on a poll) for me/us on my/our behalf at the Extraordinary General Meeting of the company, to be held on the 30th day of March, 2017 at 10:30 a.m. at the registered office of the company at 136, Maniram Dewan Road, Chandmari, Guwahati – 781 003 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	For	Against
1. Approval of contract with M/s. Assam Air Products Pvt. Ltd. (CIN:U24111AS1986PTC002497), a related party within the meaning of the Companies Act, 2013 read with the Companies (Specification of Definitions Details) Rules, 2014.		

Signed this .....day of ....., 2017

Signature of shareholder

Signature of Proxy holder(s)



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.