



# 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

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## NOTICE

NOTICE is hereby given that an Extraordinary General Meeting of the Members of Premier Cryogenics Ltd. will be held on Monday the 23rd March, 2020 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 continue the appointment of Dr. Pranabananda Bharali (DIN: 00627151) as a Non-executive Director and in this regard to consider and if thought fit, to pass, with or without modification, the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to and in accordance with the provisions of Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder, consent of the members be and is hereby accorded for the continuation of appointment of Dr. Pranabananda Bharali (DIN:00627151), Director of the Company, to continue to hold office as a Non-executive Director of the Company till his current tenure of appointment which ends with the conclusion of the 26th Annual General Meeting of the Company to be held in the year 2020 notwithstanding that Dr. Bharali has already crossed 75 years of age.”

- 2) To approve a contract with M/s. Assam Air Products Pvt. Ltd. (CIN:U24111AS1986PTC002497) and in this regard to consider and if thought fit, to pass, with or without modification, the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 188 and any 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 Extraordinary General Meeting held on 30/03/2017 and in accordance with the approval and recommendation of the Audit Committee and of the Board of Directors of the Company, approval of the members 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”), a related party 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 01/04/2020 upto 31/03/2023 in line with the existing contract dated 01/04/2017 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.23.00 Cr. (Rupees Twentythree Crore only) for the period from 01/04/2020 to 31/03/2021, Rs.26.00 Cr (Rupees Twentysix Crore only) for the period from 01/04/2021 to 31/03/2022 and Rs.30.00 Cr. (Rupees Thirty Crore only) for the period from 01/04/2022 to 31/03/2023 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

Sd/-

ANJAN TALUKDAR  
COMPANY SECRETARY

Date : 13th February, 2020

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 Businesses to be transacted at the Extraordinary General Meeting is annexed.
- 4) 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](mailto:info@premiecryogenics.com) or with the RTA of the Company M/s. Niche Technologies (P) Ltd. at [nichetechpl@nichetechpl.com](mailto:nichetechpl@nichetechpl.com). Members holding shares in dematerialized form are requested to register/update their e-mail addresses with their concerned DP.
- 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 Monday the 16th March, 2020.
- 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 each of the proposed resolutions.
- 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 20th March, 2020 (9:00 am) and ends on 22nd March, 2020 (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 March, 2020, 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](http://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:

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)
	<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>
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"> <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. 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](http://www.evotingindia.com) and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details 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](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(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](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) 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](mailto:chandancsp@rediffmail.com) with a copy marked to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) on or before 22nd March, 2020, 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 16th March, 2020. 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 16th March, 2020. 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 16th March, 2020 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. 16th March, 2020. are requested to send the written / email communication to the Company at [info@premiercryogenics.com](mailto:info@premiercryogenics.com) by mentioning their Folio No. / DP ID and Client ID to obtain the Login-ID and Password for e-voting.
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.premiercryogenics.com](http://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.

## EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

### Item No. 1

Dr. Pranabananda Bharali (DIN:00627151) is a Non-executive Director and Chairman of the Company and is one of the foremost directors of the Company since 6th October, 1995. He was reappointed in his current term by the Company in its Annual General Meeting held on 28th August, 2017, in terms of the provisions of the Companies Act, 2013. His current term in the office of Director, which is liable to retire by rotation, is upto the conclusion of the 26th Annual General Meeting to be held in the year 2020.

As per the provisions of Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, continuance of any Non-Executive Director who has attained the age of 75 years is to be approved by the shareholders by way of a Special Resolution. Though Dr. Bharali can hold office under the erstwhile resolution, he has already crossed 75 years of age. Hence this special resolution is placed before the members for approval.

Dr. Pranabananda Bharali has vast technical and managerial experience being a B. Tech. from IIT, Kharagpur, M. Tech. IISc and PhD. from London University. An Engineer by profession, Dr. Bharali has experience of working 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. Apart from his directorship in the Company, Dr. Bharali has been associated with several esteemed Institutions in the fields of Engineering and technology. With his wide experience, Dr. Bharali has been contributing towards the growth and development of the Company over the years and has been effectively performing his duties and providing valuable guidance to the Company.

The Board is of the opinion that Dr. Bharali's rich and diverse experience is a valuable asset to the Company which adds value and enriches the Board discussions and its decision making process. Dr. P. Bharali is a person of integrity and possesses requisite qualification, experience and expertise and his continuation as a Non-Executive director will be highly beneficial to the Company. Dr. Bharali is not related to any of the Directors and Key Managerial Personnel of the Company and does not hold any shares in the Company nor is he a director in any other Company. All the information and facts considered pertinent for the aforesaid item of business have been stated as above. Details regarding Dr. Pranabananda Bharali are given in Annexure 'A' attached to the Notice. In view of his experience and expertise, continuance of his appointment as a Non-executive Director is recommended.

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

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

### Item No. 2

The Company entered into a contract dated 01/04/2017 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 for a period of 3 (three) years w.e.f. 01/04/2017 to 31/03/2020 after obtaining prior approval of the Members in an Extraordinary General Meeting held on 30/03/2017 preceded by approval of the Board of Directors and the Audit Committee of the Company pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013.

In view of the aforesaid contract expiring on 31/03/2020, 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 01/04/2020. The contract will be in line with the existing contract for sale of Industrial gases to AAP for a period of 3 (three) years from 01/04/2020 to 31/03/2023 subject to maximum total amount per annum. Under the existing contract, the limits for the transactions were earlier approved at Rs.15.00 Cr. for the year 2017-18, Rs.17.50 Cr. for the year 2018-19 and Rs.20.00 Cr. for the year 2019-20. Considering the rate of growth in the scale of operations of the Company and the Contractee party and the future projections and estimates, the monetary limit for the transactions are proposed at Rs.23.00 Cr. for the year 2020-21, Rs.26.00 Cr for the year 2021-22 and Rs.30.00 Cr. for the year 2022-23. These incremental limits have been proposed keeping in view the future growth in demand and the scale of operations of the Company. This is mainly due to the new production facility of the Company, which has increased its overall installed capacity to more than double of its earlier capacity which enables 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 PSUs/Govt. like ONGC and DGS&D.

The Contract has been considered to be very much essential due to the following reasons:

- i. PCL is the largest manufacturer of industrial gases in the N.E. Region and its new Oxygen/Nitrogen plant had increased the total installed capacity of the Company to more than double of its earlier 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 utilization 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 for 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.

In accordance with 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 13/02/2020 preceded by approval of the Audit Committee in terms of the aforesaid provisions and as per the Company's policy on related party transactions. The Contractee Company AAP had given their no objection for entering into the said contract.

In terms of the proviso to subsection (2) of Section 102 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 30,72,020 equity shares and Mrs. Anamika Chowdhary, Promoter and Director holding 7,10,880 equity shares being 68.267% and 15.797% shareholding respectively in the paid-up share capital of the Contractee Company.

All the information and facts considered pertinent to the aforesaid item of business have been stated as above. The aforesaid business proposed to be transacted at the meeting does not relate to nor affects any other Company except the Contractee Company. 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. 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 Annexure 'B' 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 Mr. Dipak Kr. Deka, Nominee Director of Assam Industrial Development Corporation Ltd. (AIDC) 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. 2 for approval of the members.

Date : 13th February, 2020  
Place: Guwahati

For **PREMIER CRYOGENICS LTD.**  
By Order of the Board  
Sd/-  
ANJAN TALUKDAR  
COMPANY SECRETARY

## ANNEXURE 'A' TO NOTICE

Details of the Director whose appointment is proposed to be continued pursuant to Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended:

<b>Name of the Director</b>	<b>Dr. Pranabananda Bharali</b>
DIN	00627151
Father's Name	Late Ramananda Bharali
Date of Birth / Age	01/09/1935 / 84 years
Nationality	Indian
Date of Appointment	06/10/1995
Relationship between Directors inter-se	None
Educational Qualification	B. Tech., IIT Kharagpur, M. Tech. IISc and PhD. London University
Expertise	Technical and Managerial
Directorships held in other Companies as on 13th February, 2020	None
Chairman/Member of the Board/ Committee of the Board as on 13th February, 2020	Chairman of the Board of Directors.
Chairman/Member of Committee of other Companies as on 13th February, 2020	None
Number of Board Meetings attended during the years 2017-18, 2018-19 and 2019-20 (upto 13th February, 2020)	2017-18 : 5 (five) 2018-19 : 4 (four) 2019-20 : 2 (two)
Sitting fees/ commission, etc.	Entitled to sitting fee and conveyance at a fixed rate within the limits approved by the members as applicable to Non-executive Directors.
Shareholding in the Company	Nil

## ANNEXURE 'B' TO NOTICE

Details of the contract and disclosures required under Sec.188 of the Companies Act, 2013 read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 are as below:

(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 Mr. Dipak Kr. Deka, 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 01/04/2020 to 31/03/2023	
	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. (AAP) subject to maximum total amount as follows:	
	iv) Materials terms of the contract or arrangement including the value, if any.	Period	Maximum total amount
		01/04/2020 – 31/03/2021	Rs.23.00 Cr
		01/04/2021 – 31/03/2022	Rs.26.00 Cr
		01/04/2022 – 31/03/2023	Rs.30.00 Cr
(e)	Any advance paid or received for the contract or arrangement, if any.	No	
(f)	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 by Premier Cryogenics Ltd. to PSUs/ Govt. like ONGC and DGS&D	
(g)	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	
(h)	Any other information relevant or important for the members to take a decision on the proposed resolution.	i) PCL is the largest manufacturer of industrial gases in the N.E. Region and its new Oxygen/Nitrogen plant had increased the total installed capacity of the Company to more than double of its earlier 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 utilization 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 for 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.	





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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)*

(Extraordinary General Meeting – 23rd March, 2020)

I hereby record my presence at the Extraordinary General Meeting of the Company held on Monday the 23rd March, 2020 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 Extraordinary General Meeting of the company, to be held on the 23rd day of March, 2020 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:

<b>Resolution No.</b>	<b>For</b>	<b>Against</b>
1. Approval for continuation of the appointment of Dr. Pranabananda Bharali (DIN:00627151) as Non-executive Director		
2. Approval of a contract with M/s. Assam Air Products Pvt. Ltd. (CIN:U24111AS1986PTC002497), a related party.		

Signed this .....day of ....., 2020

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.

# ROUTE MAP

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

