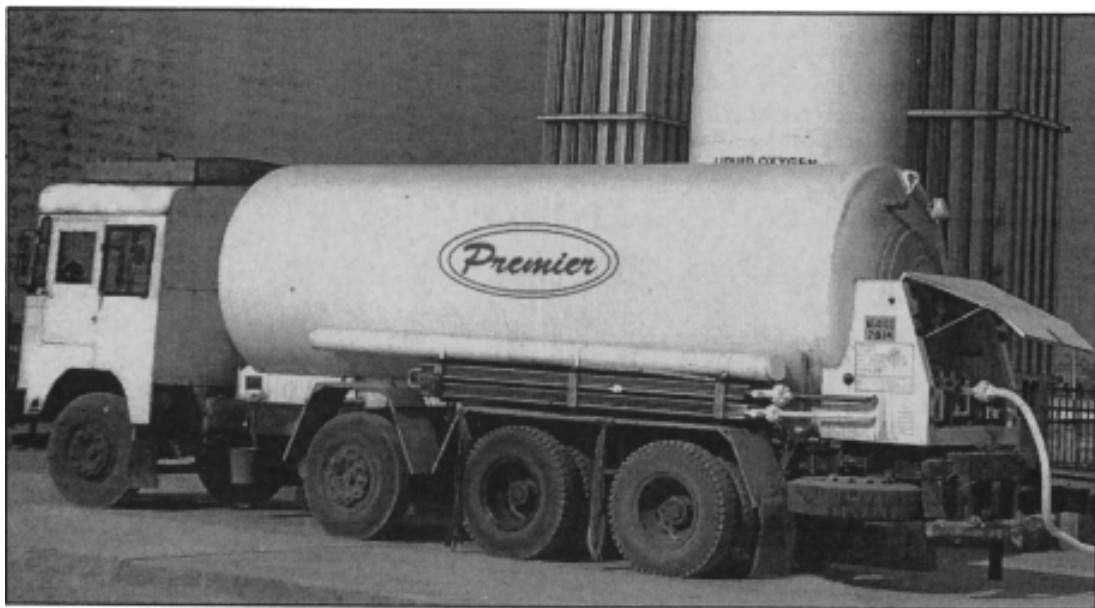
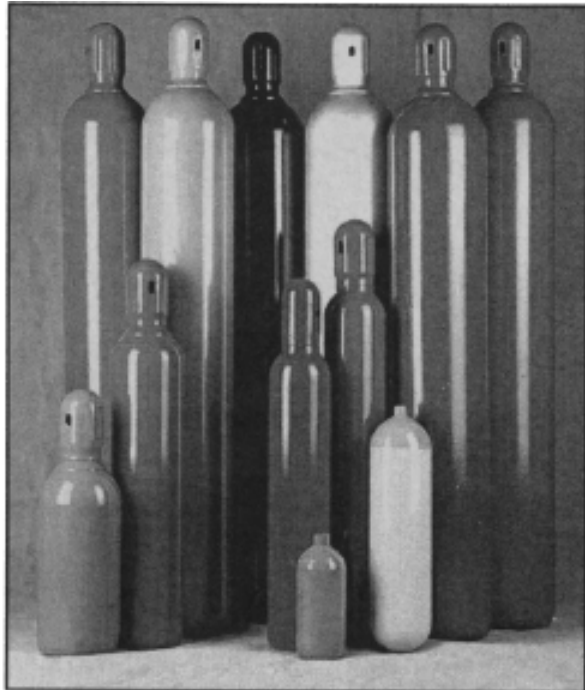


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*Premier*

## PREMIER CRYOGENICS LIMITED



**TWENTIETH ANNUAL REPORT 2013-2014**

# PREMIER CRYOGENICS LIMITED

## CORPORATE INFORMATION

### BOARD OF DIRECTORS

as on 30<sup>th</sup> July, 2014

DR. PRANABANANDA BHARALI, Chairman  
ABHIJIT BAROOAH, Managing Director  
ANAMIKA CHOWDHARY, Director  
HARENDRA NATH DAS, IAS (Retd), Director  
DR. MUNINDRA KAKATI, Director  
NITIN CH. BARUAH, Director  
SWAPAN KUMAR HANDIQUE, Director  
RAJKAMAL BHUYAN, Director  
GEETIMALA BAISHYA, Nominee of AIDC

### AUDIT COMMITTEE

NITIN CH. BARUAH, Chairman  
DR. PRANABANANDA BHARALI, Member  
DR. MUNINDRA KAKATI, Member

### NOMINATION & REMUNERATION COMMITTEE

HARENDRA NATH DAS, IAS (Retd), Chairman  
DR. PRANABANANDA BHARALI, Member  
DR. MUNINDRA KAKATI, Member

### STAKEHOLDERS RELATIONSHIP COMMITTEE

DR. PRANABANANDA BHARALI, Chairman  
ABHIJIT BAROOAH, Member  
ANAMIKA CHOWDHARY, Member

### SHARE TRANSFER COMMITTEE

ABHIJIT BAROOAH, Chairman  
ANAMIKA CHOWDHARY, Member  
DR. MUNINDRA KAKATI, Member

### COMPANY SECRETARY

ANJAN TALUKDAR

### REGISTERED OFFICE

136, Maniram Dewan Road  
Chandmari, Guwahati - 781 003  
Phone : (0361) 2660192, 2660193  
Fax : 91 - 0361 - 2661787  
E-mail : [info@premiercryogenics.com](mailto:info@premiercryogenics.com)  
Website : [www.premiercryogenics.com](http://www.premiercryogenics.com)  
CIN : L24111AS1994PLC004051

### FACTORY

Lokhra Road  
Saukuchi  
Guwahati - 781 034

### AUDITORS

Messers SANJOY K. DAS & CO.  
Chartered Accountants

### BANKER

State Bank of India

### REGISTRAR & SHARE

#### TRANSFER AGENT

NICHE TECHNOLOGIES (P) LTD.  
D-511, Bagree Market, 71, B.R.B.B. Road  
Kolkata - 700 001

### STOCK EXCHANGE

THE CALCUTTA STOCK EXCHANGE LTD.  
7, Lyons Range, Kolkata - 700 001

THE GAUHATI STOCK EXCHANGE LTD.

57, Shine Tower, 2<sup>nd</sup> Fl., Arya Chowk, Rehabari, Guwahati  
- 781 008 (Delisted w.e.f. 07/01/2014 pursuant to  
de-recognition of the exchange)

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## NOTICE

**NOTICE** is hereby given that the Twentieth Annual General Meeting of the Members of Premier Cryogenics Ltd. will be held on Tuesday the 23<sup>rd</sup> September, 2014 at 10:30 A.M. at the Registered Office of the Company at Maniram Dewan Road, Chandmari, Guwahati-781003 to transact the following business :

### ORDINARY BUSINESS :

- 1) To receive, consider and adopt the Audited Profit & Loss Account and Cash Flow Statement of the Company for the year ended 31<sup>st</sup> March, 2014, the Balance Sheet as at that date and the Reports of the Directors' and Auditors' thereon.
- 2) To declare Dividend on Equity Shares for the year ended 31<sup>st</sup> March, 2014.
- 3) To appoint a Director in place of Dr. Pranabananda Bharali (DIN: 00627151) 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 of the Board of Directors, M/s. U Goswami & Associates, Chartered Accountants (ICAI Firm Registration No. 326751E), be and are hereby appointed as the Statutory Auditors of the Company in place of the retiring auditor M/s. Sanjoy K Das & Co., 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, subject to ratification of the appointment at every Annual General 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 appoint Mr. Swapan Kumar 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 an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 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 Clause 49 of the Listing Agreement, Mr. Swapan Kumar Handique (DIN: 02537910), who was appointed as an Additional Director pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and who holds office upto the date of the ensuing Annual General Meeting, 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 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, 2019."

- 6) To appoint Mr. 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 an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 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 Clause 49 of the Listing Agreement, Mr. Rajkamal Bhuyan (DIN: 00946477), who was appointed as an Additional Director pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and who holds office upto the date of the ensuing Annual General Meeting, 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 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, 2019."

- 7) To 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 an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 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 Clause 49 of the Listing Agreement, Dr. Munindra Kakati (DIN: 01906144), Director of the Company whose period of office is liable to retirement by rotation as per the Companies Act, 1956 and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Companies Act, 2013 and who is eligible for appointment 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 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 22<sup>nd</sup> September, 2019."

## NOTICE (Contd.)

- 8) 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 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 Clause 49(VII) of the Listing Agreement, approval be and is hereby accorded to continue with the contract dated 01/04/2014 entered into by the Company with M/s. Assam Air Products Pvt. Ltd. (CIN:U24111AS1986PTC002497), (hereinafter referred to as the 'Contractee Company', in which certain directors are interested), in terms of the prior approval of the Board dated 27/01/2014 and of the Ministry of Corporate Affairs accorded under Section 297 of the Companies Act, 1956 vide its Letter No. RD(NER)/4051/T/S-297/01/2014/1187 dated 25/03/2014 for a period of 3 (three) years w.e.f. 01/04/2014 to 31/03/2017 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 `8.00 (eight) Crore for the period from 01/04/2014 to 31/03/2015, `9.00 (nine) Crore for the period from 01/04/2015 to 31/03/2016 and `10.00 (ten) Crore for the period from 01/04/2016 to 31/03/2017 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 : 30<sup>th</sup> July, 2014

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 16<sup>th</sup> September, 2014 to Tuesday the 23<sup>rd</sup> September, 2014 both days inclusive.
- 5) Dividend for the year ended 31<sup>st</sup> March, 2014, as recommended by the Board, if declared at the meeting, will be paid on or after 23<sup>th</sup> Sept., 2014, within the statutory period, to those Members whose names appear on the Company's Register of Members as on 15<sup>th</sup> Sept, 2014 or to their mandates. 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 the provisions of Section 205A and 205C of the Companies Act, 1956, 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 of the Central Government. Members who have not yet encashed their dividend for financial years 2006-07, 2007-08, 2008-09, 2009-10, 2010-11, 2011-12 and 2012-13 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 28<sup>th</sup> September, 2013 (date of last Annual General Meeting) is uploaded on the website of the Company ([www.premiercryogenics.com](http://www.premiercryogenics.com)). The Company has also been uploading the details with the Ministry of Corporate Affairs every year except the details as on 28<sup>th</sup> September, 2013 due to repeated technical error faced during uploading and the matter has been taken up with the MCA Helpdesk.

## NOTICE (Contd.)

- 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 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@premiercryogenics.com](mailto:info@premiercryogenics.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.
- 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) The Company will be disclosing to the Stock Exchanges, as per Clause 35B of the Listing Agreement, the details of results of voting on each of the proposed resolutions.
- 14) All documents referred to in the Notice and explanatory statement 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.
- 15) Appointment/Reappointment of Directors: At the ensuing Annual General Meeting, Dr. Pranabananda Bharali, Director shall retire by rotation and is eligible for reappointment. Mr. Swapan Kumar Handique, Mr. Rajkamal Bhuyan and Dr. Munindra Kakati are proposed to be appointed as Independent Directors pursuant to the provisions of Section 149 of the Companies Act, 2013. Their information to be provided under the Corporate Governance Code is as below:

Dr. Pranabananda Bharali aged 78 years, has been one of the foremost Directors of the Company since 6th Oct., 1995. Dr. Bharali is a B. Tech., IIT, Kgp, M. Tech. IISc and PhD. from London University. An Engineer by profession, Dr. Bharali worked for 27 years in Oil India Ltd. in various senior positions retiring in 1990 as Director(Operations) after working in that position for 6 years. With his rich experience and maturity, Dr. Bharali has been contributing towards the growth and development of the Company over the years. Dr. Bharali does not hold any shares in the Company. Presently he is the Chairman of the Company and does not hold Directorship in any other Company.

Mr. Swapan Kumar Handique aged 64 years was appointed as an additional director of the Company on 30/07/2014. 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. Presently, he is a Director of AEGCL and does not hold membership in any Committee nor holds any shares in the Company.

Mr. Rajkamal Bhuyan aged 57 years was appointed as an additional director of the Company on 30/07/2014. 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 B & A Ltd., Hacienda Properties (P) Ltd., Liv'in Apartments (P) Ltd., Four Seasons Garden Resorts (P) Ltd., Amerigog Holdings (P) Ltd., Kaziranga Holdings (P) Ltd., RKB Infrastructure & Developer (P) Ltd. and Ruchira Arts (P) Ltd. Presently, Mr. Bhuyan is not a member in any Committee nor holds any shares in the Company.

Dr. Munindra Kakati aged 53 years has been a Director of the Company since 29/10/07. Dr. Kakati is a M.M.S. from B.I.T.S. Pilani and Ph.D. from Gauhati University. He is presently working with the Gauhati University as HOD of Business Administration. With his wide experience in the field of academics and research, Dr. Kakati has been contributing towards the Company's prospects for growth and development. Presently Dr. Kakati is member of the Company's Audit Committee and Share Transfer Committee and does not hold any shares in the Company nor Directorship in any other Company.

## NOTICE (Contd.)

### 16) Voting through electronic means

- I. Voting through electronic means as per Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, although made non-mandatory by the Ministry of Corporate Affairs vide General Circular No. 20/2014 dated 17/06/2014 till 31st December, 2014, the Company, pursuant to Clause 35B of the listing agreement has provided the facility to Members to exercise their right to vote by electronic means. Members desiring to vote through electronic means may refer to the instructions on e-voting given herein below. The voting right of shareholders shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date (record date) being 14th August, 2014.
- II. The shareholders shall have one vote per equity share held by them as on the cut-off date (record date) of 14th August, 2014. The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders. Members may note that once the vote on a resolution is cast by the shareholders, they shall not be allowed to change it subsequently.

### III. The instructions for shareholders voting electronically are as under :

- (i) The voting period begins on 17/09/2014 at 9:00 AM and ends on 19/09/2014 at 6:00 PM. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 14/08/2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com) during the voting period
- (iii) Click on "Shareholders" tab.
- (iv) Now, select the "PREMIER CRYOGENICS LTD." from the drop down menu and click on "SUBMIT"
- (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, excluding the special characters.
- (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](http://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   |
|------------------------------|--|
| <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 enter in capital letters the PAN field of 10 characters as First 2 Characters of the First Holder Name followed by 8 characters consisting of Folio Number prefix by "0" (or 8 characters from right of BO-ID). No special characters or space will be taken from the name and folio number and name shall be excluded of titles like Mr / Mrs / Smt / Miss / Ms / M/s etc. Example:</li> </ul> <p>(1) Mr. V. N. Swami and Folio Number is S/0245, the PAN will be VN000S0245<br/>           (2) M/s. 4-square Company Ltd. and Folio Number is C-0052 the PAN will be 4S000C0052</p> |
| <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>Dividend Bank Details</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 in the Dividend Bank Details field the Number of Shares Held by you as on Cut-Off Date (Record Date) of 14/08/2014.</li> </ul>   |

## NOTICE (Contd.)

- (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 "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 out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xviii) If Demat account holder has forgotten the same 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) Note for Institutional Shareholders
  - Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://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 they have to create 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 should be mailed 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.
- (xx) 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).
- 17) Members opting to vote physically can do the same by remaining present at the meeting and should not exercise the option for e-voting. However, in case members cast their vote exercising both the options, i.e., physically and e-voting, then votes casted through e-voting shall be only taken into consideration and treated valid whereas votes casted physically at the meeting shall be treated as invalid.
- 18) The Company has appointed Mr. Chandan Kr. Dowerah, Practicing Company Secretary to act as the Scrutinizer, to scrutinize the e-voting process in a fair and transparent manner. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's report of the votes cast in favour or against, if any, forthwith to the Chairman.
- 19) The results of the Annual General Meeting shall be declared by the Chairman or his authorized representative or any one Director of the Company on or after the Annual General Meeting within the prescribed time limits. The results declared along with the Scrutinizer's Report shall be available on the website of the Company [www.premiercryogenics.com](http://www.premiercryogenics.com) within two (2) days of passing of the resolution at the Annual General Meeting, the website of the agency [www.cdslindia.com](http://www.cdslindia.com) and will be communicated to the Stock exchange. The decision of the Scrutinizer on the validity of e-voting will be final.

## NOTICE (Contd.)

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

#### Item No. 5 and 6

Mr. Swapan Kumar Handique (DIN: 02537910) and Mr. Rajkamal Bhuyan (DIN: 00946477) were appointed as Additional Directors of the Company on 30<sup>th</sup> July, 2014 pursuant to Section 161 of the Companies Act, 2013 and they hold office till the ensuing Annual General Meeting. In terms of Section 149 and other applicable provisions of the Companies Act, 2013, they being eligible and offering themselves for appointment are proposed to be appointed as Independent Directors of the Company for a term of 5 (five) consecutive years to hold office upto 22<sup>nd</sup> September, 2019 and whose period of office shall not be liable to retirement by rotation. The Company has received notice under the provisions of Section 160 of the Act along with deposit of ₹1,00,000/- each from Member(s) proposing the candidature of Mr. Swapan Kumar Handique and Mr. Rajkamal Bhuyan as Independent Directors, to be appointed under the provisions of Section 149 of the Companies Act, 2013.

The Nomination and Remuneration Committee and the Board of Directors have recommended appointment of Mr. Swapan Kumar Handique and Mr. Rajkamal Bhuyan as Independent Directors of the Company. The Company has received their consent in writing 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 they are not disqualified under Section 164(2) of the Companies Act, 2013, and a declaration to the effect that they meet the criteria of independence as provided in Section 149(6) of the said Act. In the opinion of the Board, they fulfil the conditions specified in the Companies Act, 2013 for such an appointment and they are independent of Management. Copy of the draft letters of appointment of Mr. Swapan Kumar Handique and Mr. Rajkamal Bhuyan as Independent Directors 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 resolutions seeks the approval of members for the appointment of Mr. Swapan Kumar Handique and Mr. Rajkamal Bhuyan as Independent Directors of the Company upto 22<sup>nd</sup> September, 2019 pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder. They are not liable to retire by rotation. Details regarding Mr. Swapan Kumar Handique and Mr. Rajkamal Bhuyan are given in the Annexure 'A' attached to the Notice. In view of their experience and expertise, their appointment as Independent Directors is recommended.

None of the directors, key managerial personnel or their relatives, except Mr. Swapan Kumar Handique and Mr. Rajkamal Bhuyan are concerned or interested in the proposed resolutions.

The Board recommends the resolutions set forth in Item No. 5 and 6 for approval of the members.

#### Item No. 7

Dr. Munindra Kakati (DIN : 01906144) was appointed on 29/10/2007 as a Non-executive Independent Director of the Company liable to retire by rotation pursuant to the earlier provisions of Section 255 and 256 of the Companies Act, 1956 and Clause 49 of the listing agreement. In terms of Section 149 and other applicable provisions of the Companies Act, 2013, Dr. Munindra Kakati being eligible offer himself for appointment, and is proposed to be appointed as Independent Director of the Company for a term of 5 (five) consecutive years to hold office upto 22<sup>nd</sup> September, 2019 and whose period of office shall not be liable to retirement by rotation. The Company has received notice under the provisions of Section 160 of the Act along with deposit of ₹1,00,000/- from a Member proposing the candidature of Dr. Munindra Kakati as Independent Director, to be appointed under the provisions of Section 149 of the Companies Act, 2013. None of the other directors liable to retire by rotation have offered nor are proposed for appointment as Independent Director and therefore, shall continue to hold office as Non-executive director liable to retire by rotation.

The Nomination and Remuneration Committee and the Board of Directors have recommended appointment of Dr. Munindra Kakati as Independent Director of the Company. The Company has received his consent in writing 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. In the opinion of the Board, Dr. Munindra Kakati fulfil the conditions specified in the Companies Act, 2013 for such an appointment and he is independent of Management. Copy of the draft letter of appointment of Dr. Munindra Kakati as Independent Director 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 appointment of Dr. Munindra Kakati as Independent Director of the Company upto 22<sup>nd</sup> September, 2019 pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder. He shall not be liable to retire by rotation. Details regarding Dr. Munindra Kakati is given in Annexure 'A' attached to the Notice. In view of the experience and expertise, his 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. 7 for approval of the members.



## NOTICE (Contd.)

### Item No. 8

The Company entered into a contract dated 01/04/2014 with M/s. Assam Air Products Pvt. Ltd. (CIN:U24111AS1986PTC002497), a related party, 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. The contract is for sale of Industrial gases, viz., Liquid Nitrogen, Oxygen, Dissolved Acetylene, Nitrous Oxide, Carbon Dioxide, etc., to M/s. Assam Air Products Pvt. Ltd., the contractee Company.

In terms of the provisions of Section 188 and any other applicable provisions of the Companies Act, 2013, the Companies (Meetings of Board and its Powers) Rules, 2014 and the provisions of Clause 49 of the Listing Agreement, approval of the members by special resolution is required for the said contract. Accordingly, the proposed resolution is placed for approval of the members. The Board accorded its consent vide resolution dated 26/04/2014 preceeded by approval of the Audit Committee.

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

- i. The contractee company, Assam Air Products Pvt. Ltd. has a large inventory of cylinders and cryogenic transport tankers for bulk lifting of products which is a huge benefit for the Company's plant capacity utilisation and saving investment in cylinders and cryogenic transport tankers.
- ii. The contractee company is the largest dealer of industrial gases in N.E. India which helps the Company's plant capacity utilization and sales volume.
- iii. The contract is of immense necessity for marketing the products and utilizing the installed production capacity and thereby to maintain the scale of operation 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 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 the 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 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. 8 for approval of the members.

**For PREMIER CRYOGENICS LTD.**

By Order of the Board

ANJAN TALUKDAR

COMPANY SECRETARY

Date : 30<sup>th</sup> July, 2014

Place: Guwahati

## ANNEXURES TO NOTICE

### ANNEXURE 'A' TO NOTICE

Details of Directors seeking appointment/reappointment at the Annual General Meeting to be held on 23<sup>rd</sup> Sept.'2014 as required under Clause 49 of the Listing Agreement

| Name of the Director   | Dr. Pranabananda Bharali                 | Mr. Swapan Kumar Handique                | Mr. Rajkamal Bhuyan   | Dr. Munindra Kakati                        |
|--|--|--|---|--|
| DIN  | 00627151                                 | 02537910                                 | 00946477  | 01906144                                   |
| Father's Name  | Late Ramananda Bharali                   | Late Padma Dhar Handique                 | Late Girish Chandra Bhuyan  | Late Jogendra Kakati                       |
| Date of Birth  | 01/09/1935                               | 01/01/1950                               | 15/08/1956  | 01/01/1961                                 |
| Nationality  | Indian                                   | Indian                                   | Indian  | Indian                                     |
| Date of Appointment  | 06/10/1995                               | 30/07/2014                               | 30/07/2014  | 29/10/2007                                 |
| Relationship between Directors inter-se  | None                                     | None                                     | None  | None                                       |
| Qualification  | B. Tech., Kgp, M. Tech. IISc and PhD.    | B.E. (Elec.)                             | MA (Economics), FCA   | M.M.S.,B.I.T.S. Pilani and Ph.D.,Gau Univ  |
| Expertise  | Wide technical and managerial experience | Wide technical and managerial experience | Wide experience in Finance and Management   | Wide experience in technical and academics |
| Directorships held in other Companies as on 31 <sup>st</sup> March, 2014           | None                                     | Assam Electricity Grid Corporation Ltd.  | 1. B & A Ltd.<br>2. Hacienda Properties (P) Ltd.<br>3. Liv'in Apartments (P) Ltd.<br>4. Four Seasons Garden Resorts (P) Ltd.<br>5. Amerigog Holdings (P) Ltd.<br>6. Kaziranga Holdings (P) Ltd.<br>7. RKB Infrastructure & Developer (P) Ltd.<br>8. Ruchira Arts (P) Ltd. | None                                       |
| Chairman/Member of the Committee of the Board as on 31 <sup>st</sup> March, 2014   | 1  | -  | -   | 2  |
| Chairman/Member of Committee of other Companies as on 31 <sup>st</sup> March, 2014 | -  | -  | -   | -  |
| Shareholding in the Company  | -  | -  | -   | -  |

## ANNEXURES TO NOTICE (Contd.)

### 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<br>Mrs. Anamika Chowdhary, Director<br>Mrs. Geetimala Baishya, Nominee Director,<br>AssamIndustrial DevelopmentCorporation Ltd   |        |                      |                         |        |                         |        |                         |         |
| (c)                     | Nature of Relationship  | Common Directors   |        |                      |                         |        |                         |        |                         |         |
| (d)                     | Nature, material terms, monetary value and particulars of the contract or arrangement :   |  |        |                      |                         |        |                         |        |                         |         |
| i)                      | Nature of the Contract  | Contact for sale of goods  |        |                      |                         |        |                         |        |                         |         |
| ii)                     | Duration of the Contract  | From 01/04/2014 to 31/03/2017  |        |                      |                         |        |                         |        |                         |         |
| 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.  | <table><tr><td>Period</td><td>Maximum total amount</td></tr><tr><td>01/04/2014 - 31/03/2015</td><td>₹ 8 Cr</td></tr><tr><td>01/04/2015 - 31/03/2016</td><td>₹ 9 Cr</td></tr><tr><td>01/04/2016 - 31/03/2017</td><td>₹ 10 Cr</td></tr></table>  | Period | Maximum total amount | 01/04/2014 - 31/03/2015 | ₹ 8 Cr | 01/04/2015 - 31/03/2016 | ₹ 9 Cr | 01/04/2016 - 31/03/2017 | ₹ 10 Cr |
| Period                  | Maximum total amount  |  |        |                      |                         |        |                         |        |                         |         |
| 01/04/2014 - 31/03/2015 | ₹ 8 Cr  |  |        |                      |                         |        |                         |        |                         |         |
| 01/04/2015 - 31/03/2016 | ₹ 9 Cr  |  |        |                      |                         |        |                         |        |                         |         |
| 01/04/2016 - 31/03/2017 | ₹ 10 Cr   |  |        |                      |                         |        |                         |        |                         |         |
| 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, DGSND, NEIGRIHMS & GMCH   |        |                      |                         |        |                         |        |                         |         |
| 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 members to take a decision on the proposed resolution.  | <p>i. The contractee company has a large inventory of cylinders and cryogenic transport tankers for bulk lifting of products which is a huge benefit for PCL's plant capacity utilisation and saving investment in cylinders and cryogenic transport tankers.</p> <p>ii. The contractee company is the largest dealer of industrial gases in N.E. India which helps PCLs plant capacity utilization and sales volume</p> <p>iii. The contract is of immense necessity for marketing the products and utilizing the installed production capacity and thereby to maintain the scale of operation and remain viable.</p> |        |                      |                         |        |                         |        |                         |         |

## DIRECTORS' REPORT

**DEAR MEMBERS.**

We have the pleasure in presenting the Twentieth Annual Report and the audited Statement of Accounts of the Company for the year ended 31<sup>st</sup> March, 2014.

## FINANCIAL HIGHLIGHTS

The financial highlights for 2013-2014 are as below :

2013-2014

2012-2013

( All figures in ₹ Lacs )

|   |                |         |
|---|----------------|---------|
| Total Income  | <b>2205.73</b> | 2076.54 |
| Profit before interest, depreciation & amortization | <b>617.12</b>  | 581.95  |
| Interest  | <b>47.49</b>   | 50.65   |
| Depreciation & amortization                         | <b>193.26</b>  | 185.99  |
| Profit before taxes                                 | <b>376.37</b>  | 345.30  |
| Provision for taxes                                 | <b>75.30</b>   | 69.58   |
| Net Profit  | <b>301.07</b>  | 275.73  |

## OPERATIONS

During the year 2013-14, the Company's overall operations were satisfactory. The period was marked with stability in performance during this phase of general economic recovery and the Company could maintain its scale of operations. The Oxygen/Nitrogen unit recorded production of 80.91 lacs cubic metre (cum) which was about the same compared to 79.01 lac cum of the previous year and capacity utilization was 72%. While demand for Nitrogen from the Oil sector was almost the same, demand for Medical oxygen grew by about 15% from the health care sector. But demand for Industrial Oxygen dropped by about 10% compared to the previous year mainly due to lower activity in the cement and steel sectors of the N.E. region. Demand for Liquid Oxygen from Oxygen compressing units across the N.E. States were also marginally higher by about 3% over the previous year. Production of Dissolved Acetylene was 1.78 lacs cum which fell by about 8% from 1.93 lacs cum of the previous year and capacity utilization was 94% compared to 102% of the previous year. Nitrous Oxide production was 0.66 lac cum which is about the same compared to the previous year, and capacity utilization was 116%. Sale of Carbon Dioxide was 4.07 lacs kg, recording growth by 28% compared to 3.19 lacs kg of the previous year. Inspite of a competitive market, the Company could bag orders from all major industrial gas buyers of the region. It is expected that with improvement in general economy and better industrial activities, the company will be able to improve its scale of operations and achieve sustainable growth in the coming year.

## FINANCE

During the year under report, the Company's revenue (net of excise duty) was ₹2121.99 lacs which was marginally higher compared to ₹2032.72 lacs of the previous year. Profit before interest, depreciation and amortisation was ₹617.12 lacs and net profit was ₹301.07 lacs which was up by 9% over the previous year. The increase in turnover and profitability was mainly due to better demand for Medical Oxygen, Liquid Oxygen and Carbon Dioxide and ability to increase the unit prices of some of the products inspite of a competitive market. Profitability during the year was effected mainly due to increase in expenses on certain major items like power cost due to hike in power tariff and on distribution due to repeated hike in fuel costs. It is hoped that with gradual stability in the inflationary conditions and improvement in industrial activities, the Company will be able to achieve higher growth in turnover and profitability in the years to come.

The Company has been maintaining excellent track record with banks and FIs and has been timely servicing its term loan of ₹550 lacs from NEDFi and a vehicle loan of ₹24 lacs from SBI. The Company has not taken any term loans during the year nor has given any loan or guarantee. It does not have any investments in securities, mutual funds, etc. other than in the equity of Bamboo Technology Park. The Company is availing working capital facilities of cash credit of ₹250 lacs from SBI.

## DIRECTORS' REPORT (Contd.)

### FUTURE PLANS

Analyzing the present industrial scenario and future scope for growth in the industrial gas sector, the Company has taken a futuristic approach in its business propositions. With this outlook, the Company has been putting its efforts in identifying potential markets for industrial gases across various sectors within the N.E. region and beyond. Forecasting the future growth in demand for industrial gases, efforts are being made for increasing the installed capacity of some of the existing plants and to set up new units to cater to the requirements of the industrial gas users. As per the long-term projections, it envisages to take-up bigger and diversified businesses in the near future. In this direction, the Company had initiated to set up a variety of gas manufacturing and distribution points at several strategic locations in the eastern region. Site selection and land acquisition have already been started in Assam, West Bengal and Bihar. It is expected that with implementation of the proposed projects and stability in the overall economy and market conditions, the Company will be able to meet the future with ease and confidence and attain sustainable growth and development by continuously increasing its scale of operations.

### SUBSIDIARY COMPANIES

The Company does not have any subsidiary company nor is a subsidiary of any other company.

### RELATED PARTY TRANSACTIONS

The Company entered into a contract dated 01/04/2014 with a related party for sale of industrial gases after obtaining prior approval of the Board and of the Ministry of Corporate Affairs under Section 297 of the Companies Act, 1956. To continue with the contract under Section 188 of the Companies Act, 2013, the Board accorded its consent subject to approval of the members. Accordingly, approval of the members is sought in the ensuing Annual General Meeting. Particulars of the contract or arrangement with the related party referred to in Section 188(1) of the Companies Act, 2013 and pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014 in the prescribed form is given in Annexure 'A' to this report.

### DIVIDEND

The Board of Directors are pleased to recommend a Dividend of 10% per share, ie., ₹ 1.00 per share on the ₹ 49,23,900 fully paid up Equity Shares of ₹ 10 each for the financial year 2013-2014.

### TRANSFER TO RESERVES

The Company proposes to transfer ₹100.00 lacs to the General Reserve out of amount available for appropriation and an amount of ₹143.46 lacs is proposed to be retained in the Statement of Profit and Loss.

### PUBLIC DEPOSITS

The Company has not accepted any fixed deposits from the public.

### PUBLIC ISSUE AND LISTING OF SHARES

During the year, the Company did not make any issue of shares. The existing shares continue to be listed in the Calcutta Stock Exchange. The shares were de-listed from the Gauhati Stock Exchange w.e.f. 07/01/2014 consequent upon de-recognition of the said exchange. Listing fees have been paid to the Stock Exchanges where shares have been listed for the year 2014-15. The Company has the arrangements with NSDL and CDSL to provide the facility to shareholders for dematerialization of their shares in the Company.

### INDUSTRIAL RELATIONS

Relationships with employees were cordial throughout the year.

### DIRECTORS

During the year under report, there was no change in the Board of Directors of the Company.

## DIRECTORS' REPORT (Contd.)

Dr. Pranabananda Bharali, Director will retire by rotation at the forthcoming Annual General Meeting and is eligible for reappointment. It is also proposed to appoint Independent directors as per the provisions of the new Companies Act, 2013. In terms of the code of Corporate Governance, details of Directors seeking appointment/reappointment are set out in the notice convening the AGM.

### AUDITORS

The Auditors of the Company M/s Sanjoy K. Das & Co. Chartered Accountants retire at the conclusion of the ensuing Annual General Meeting. As per the provisions of Section 139 of the Companies Act, 2013, M/s. U Goswami & Associates, Chartered Accountants who are eligible and has given their consent and a certificate to the effect that the appointment, if made, shall be in accordance with the prescribed conditions and that they satisfies the criteria provided in Section 141 of the said Act has been recommended for appointment as auditors of the Company for a period of 5 years.

### PARTICULARS OF EMPLOYEES

During the year under review, there was no employee in the category specified under Section 217 (2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975.

### CORPORATE GOVERNANCE

Pursuant to the Code of Corporate Governance as prescribed under Clause 49 of the Stock Exchange Listing Agreement, a Management Discussion & Analysis, Corporate Governance Report and Auditor's Certificate on the compliance of conditions of Corporate Governance are made a part of Annual Report.

### DIRECTOR'S RESPONSIBILITY STATEMENT

Pursuant to the provisions of Section 217 (2AA) of the Companies Act, 1956, the Directors based on the information and representations received from the operating management confirm that:

- i) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation and there are no material departures.
- ii) that the directors had selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the Company for that period;
- iii) that the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv) that the directors had prepared the annual accounts on a going concern basis.

### CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS & OUTGO

Information as required under the Companies (Disclosure of Particulars in the Report of the Directors) Rules, 1988 in respect of energy conservation, technology absorption and foreign exchange earnings and outgo is given in the Annexure 'B' to this Report.

### ACKNOWLEDGEMENT

The Directors wish to place on record their deep appreciation of the dedicated services of all the employees of the Company. We also wish to place on record our appreciation for the co-operation, assistance and support received from the Central & State Governments, financial institutions, banks, customers and other associates.

We would also like to express thanks to our shareholders for their confidence and understanding.

For and on behalf of the Board

Date : 30-07-2014  
Place : Guwahati

DR. PRANABANANDA BHARALI  
CHAIRMAN

# ANNEXURES TO DIRECTORS' REPORT

## ANNEXURE 'A' TO DIRECTOR'S REPORT

### Form No. AOC-2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

**Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso thereto**

1. Details of contracts or arrangements or transactions not at arm's length basis
  - (a) Name(s) of the related party and nature of relationship : Assam Air Products Pvt. Ltd., Common Directors
  - (b) Nature of contracts/arrangements/transactions : Contact for sale of goods.
  - (c) Duration of the contracts/arrangements/transactions : From 01/04/2014 to 31/03/2017
  - (d) Salient terms of the contracts or arrangements or transactions including the value, if any  
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;

| Period                  | Maximum total amount |
|-------------------------|----------------------|
| 01/04/2014 - 31/03/2015 | ₹ 8 Cr               |
| 01/04/2015 - 31/03/2016 | ₹ 9 Cr               |
| 01/04/2016 - 31/03/2017 | ₹ 10 Cr              |

- (e) Justification for entering into such contracts or arrangements or transactions :
    - i. The contractee company has a large inventory of cylinders and cryogenic transport tankers for bulk lifting of products which is a huge benefit for PCL's plant capacity utilisation and saving investment in cylinders and cryogenic transport tankers.
    - ii. The contractee company is the largest dealer of industrial gases in N.E. India which helps PCLs plant capacity utilization and sales volume
    - iii. The contract is of immense necessity for marketing the products and utilizing the installed production capacity and thereby to maintain the scale of operation and remain viable.
  - (f) Date(s) of approval of the Board : Board approval dated 27/01/2014 and 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. As per the provisions of section 188 of the Companies Act, 2013 the Board accorded its consent on 26/04/2014 and the matter is placed before the shareholders for approval in the ensuing Annual General Meeting on 23/09/2014.
  - (g) Amount paid as advances, if any : Nil
  - (h) Date on which the special resolution was passed in general meeting as required under first proviso to section 188 : The special resolution is placed before the shareholders for approval in the ensuing Annual General Meeting on 23/09/2014.
2. Details of material contracts or arrangements or transactions at arm's length basis
    - (a) Name(s) of the related party and nature of relationship : Nil
    - (b) Nature of contracts/arrangements/transactions : Nil
    - (c) Duration of the contracts/arrangements/transactions : Nil
    - (d) Salient terms of the contracts or arrangements or transactions including the value, if any : Nil
    - (e) Date(s) of approval of the Board : Nil
    - (f) Amount paid as advances, if any : Nil

## ANNEXURES TO DIRECTORS' REPORT (Contd.)

### ANNEXURE 'B' TO DIRECTOR'S REPORT

Information under Section 217 (1) (e) of the Companies Act, 1956 read with the Companies (Disclosure of Particulars in the Report of the Board of Directors) Rules, 1988 forming part of the Directors' Report for the year ended 31<sup>st</sup> March, 2014.

#### A. CONSERVATION OF ENERGY

- Energy Conservation measures taken : Regular monitoring of energy consumption is being carried out. Refrigeration of Air by chilled water was replaced by direct refrigeration with Refrigerant Feron-22 directly cooling the Air. This has increased the heat transfer efficiency of the system.
- Additional investments and proposals, if any, being implemented for reduction of consumption of energy : Power of 1.5 KW consumed for running of chilled water Pump was eliminated. Total direct savings of energy is 36 KWH in 24 Hours of plant operation.
- Impact of the measures at (a) and (b) above for reduction of energy consumption and consequent impact on the cost of production of goods : Due to better cooling of Air, moisture load on Adsorber reduced resulting in improvement of MSB performance.
- Total energy consumption and energy consumption per unit of production as per form 'A' is given below :

#### FORM 'A'

##### Form of disclosure with respect to Conservation of Energy.

|  |           | Current Year | Previous Year |
|--|-----------|--------------|---------------|
| A. Power & fuel consumption :  |           |              |               |
| 1. Electricity (a) Purchased Units ('000 kWh)  |           | 12001        | 12100         |
| Total Amount (₹ in lacs)   |           | 619.00       | 589.57        |
| Rate / Unit  |           | 5.16         | 4.87          |
| (b) Own Generation through   |           |              |               |
| (i) diesel generation / (ii) steam turbine generation                                |           | -            | -             |
| 2. Coal  |           | -            | -             |
| 3. Furnace Oil   |           | -            | -             |
| 4. Others / Internal generation  |           | -            | -             |
| B. Consumption per unit of production (per cubic meter of industrial gases) Products |           |              |               |
|  |           | Current Year | Previous Year |
| Oxygen, Nitrogen, Compressed Air, Dissolved Acetylene & Nitrous Oxide (cum)          | 83,35,639 |              | 81,60,660     |
| Electricity (kWh)  |           | 1.44         | 1.48          |
| Furnace Oil, Coal, Others  |           | -            | -             |

#### B. TECHNOLOGY ABSORPTION

- Efforts made in technology absorption : Not applicable as only indigenous technology is being used for the main operating plants. Sufficient in-house capability has been developed over the years for operation and maintenance of installed plant and equipment. The efforts made in technology absorption as per form B is given below:

#### FORM 'B'

##### Form of disclosure of particulars with respect to absorption. Research and Development (R&D)

- Specific areas in which R&D carried out by the Company - The Company is not carrying on any R & D activity
- Benefits derived as a result of the above R & D. - Not applicable.
- Future plan of action. - No plan at present.
- Expenditure on R&D.
  - Capital Nil
  - Recurring Nil
  - Total Nil
  - Total R&D expenditure as a percentage of total turnover Nil

Technology absorption, adaptation and innovation.

- Efforts in brief made towards technology absorption, adaptation and innovation :  
No new technology has been absorbed, adopted or innovated.
- Benefits derived as a result of the above efforts : Not applicable
- Technology imported during the last 5 years : Nil

#### C. FOREIGN EXCHANGE EARNINGS AND OUTGO :

- Activities relating to exports; Incentives taken to increase exports, development of new export markets for products and services, and export plans : Nil
- Total foreign exchange
  - Used : ₹ 3,100.00
  - Earned : Nil



## MANAGEMENT DISCUSSION & ANALYSIS

**OVERVIEW :** The year 2013-14 witnessed a gradual recovery of the general economy, which was marked by an upturn in the industrial activities and market conditions. In this scenario, the Company could maintain its level of operations and the overall performance of the Company was satisfactory. The major products of the Company, Oxygen and Nitrogen recorded production of 80.91 lacs cum which was slightly higher compared to 79.01 lacs cum of previous year and capacity utilization was 72%. While demand for Nitrogen from the Oil sector was about the same, demand for Medical grade Oxygen and Liquid Oxygen started picking up and improved by about 15% and 7% respectively compared to previous year. But demand for Industrial oxygen fell by about 9% mainly due to recession in the cement and steel sectors of the N. E. region. Production of Dissolved Acetylene was 1.78 lac cum which dropped by 8% from 1.93 lac cum of previous year and capacity utilization was 94%. Production of Nitrous Oxide was 0.66 lac cum which was same as in previous year while processing of Carbon Dioxide recorded growth of 27% at 4.07 lac kgs. These performances have brought an annual turnover of ₹ 2122 lacs showing a marginal improvement over previous year's turnover of ₹ 2033 lacs. Profitability was ₹ 301 lacs which was up by 9% over previous year. The improvement in turnover and profitability was mainly due to better demand for some of the products like Medical Oxygen, Liquid Oxygen and CO<sub>2</sub> and ability to increase the unit sale price of some of the products inspite of steep competition and increase in certain major expenses like power cost due to the hike in tariff and distribution expenses mainly due to hike in fuel costs. With a stable economic condition and improvement in the overall industrial activities, it is expected that the Company will be able to increase its scale of operation in the years to come.

**INDUSTRY STRUCTURE & DEVELOPMENTS :** The Company has been in the industrial gas business for over 18 years. During this period, it has gained rich experience and expertise in the fields of gas production, distribution, bottling and in a variety of industrial and medical gas applications. Its significant presence and high quality dedicated performance in this specialized industry has enabled the Company to maintain its position as the leading manufacturer of industrial, medical and other speciality gases in the N.E. Region. With the gradual improvement in the overall industrial climate, demand for industrial gases is expected to grow in the coming years. To meet the market demand and cater to the needs of a variety of industrial gas users like the core sector oil industries, State Vety. deptts, research laboratories, Railways, Food processing, Infrastructure and Health care sector, the Company has positioned itself with adequate production and distribution facilities and also carrying out expansion of some of its units. The Company is presently catering to about 70% of the market demand of the region. With full scale operation of the existing units and implementation of the expansion and new projects envisaged to be taken-up in future, the Company firmly believes that it will be able to achieve higher level of performance and attain sustainable growth and development in the coming years.

**OPPORTUNITIES, THREATS, RISKS & CONCERNS :** Being in a specialized industry, the Company has a variety of opportunities. But it has to overcome several threats and risks specific to the industry. The main products of the Company, Oxygen & Nitrogen are produced by atmospheric air separation which have no raw-material cost. Sale of Dissolved Acetylene has the potential of increasing Oxygen sale due to their joint applications. The Company's existing manufacturing facilities being located at Guwahati, the hub centre of the region, it enjoys comparatively lower freight cost and stable power supply. The promoters being highly experienced technocrats, the company has good potential for growth and development. The gas products being critical inputs for the oil sector and other industrial and medical gas users, they have good growing demand.

On the other hand, the Company has to consider the risks and threats specific to the industrial gases industry. Manufacture of O<sub>2</sub>/N<sub>2</sub> is critically dependent on power and therefore, any disruption will adversely affect production. Further, being a power intensive unit, any hike in power tariff will inflate the unit cost of production. Calcium Carbide, which is a major input for DA, is sourced from Bhutan and far-off states which has the risk of irratic supply and price variation. The Company supplies mainly through open tenders which are subject to market competition. The Company is enjoying central excise, VAT and income tax benefits under Northeast Industrial Policy, 2007. Any change in policy will affect its performance. With better economic conditions supported by proactive policies of the Govt., it is expected that the Company will be able to overcome the possible risks and threats and gainfully conduct its business operations.

**SEGMENT WISE OR PRODUCT WISE PERFORMANCE :** The Company operates in a single business or geographical segment engaged in manufacture and supply of industrial gases. The Company's products include Oxygen, Nitrogen; Dissolved Acetylene; Nitrous Oxide; and Compressed Air. During the year, 40.74

## MANAGEMENT DISCUSSION & ANALYSIS (Contd.)

lac cum of Nitrogen was sold to major customers like ONGC, OIL, and State Vetty. Depts. which was almost the same compared to 40.59 lac cum of previous year. Sale of Industrial Oxygen was 14.34 lac cum which dropped by about 10% compared to 15.86 lac cum of previous year. The major customers were the local industries, Railways, and construction sector. Medical Oxygen sale of 10.81 lac cum recorded growth over previous year by 15%. Compressed Air sale was insignificant due to lack of demand. Liquid Oxygen sale of 14.38 lac cum was marginally up by 3% mainly due to demand from the Oxygen compressing units of the region. Sale of DA of 1.78 lac cum dropped by about 8% compared to previous year. Nitrous Oxide sale of 0.66 lac cum was same compared to 0.67 lac cum of previous year while Carbon Dioxide sale was 3.97 lac kg jumped by 31% compared to previous year. It is expected that with better marketing efforts and uninterrupted operation of the units, the Company will be able to record better performance in the coming year.

**INTERNAL CONTROL SYSTEMS :** The Company has build-up adequate internal control system commensurate with the nature and size of its business. It continuously reviews and develops the control systems to make them aligned with the activities, particularly relating to sale of goods, purchase of stores, raw materials and other assets. Computerized systems with special upgraded features and on-line facilities are being used in all the functional departments. This has improved the internal checks and controls and the processes of reporting and recording transactions on a real-time basis. The internal control system is supplemented by extensive audits conducted by the internal auditor. Review of actions taken on the audit observations and scope of work are carried-out periodically.

The internal audit report and financial statements are regularly reviewed by the Audit Committee of the Company. The observations of the Committee are acted upon by the Management. This has improved the Company's internal reporting process and its review and monitoring systems.

**FINANCIAL PERFORMANCE :** During the year, the Company's overall financial performance was satisfactory. The Company regularly monitors its fund flows including supply credits and recoveries, debts and repayments, and could maintain financial stability and liquidity in its operations. The Company carried out its fiscal plans & policies efficiently and could meet the financial commitments on time. This was achieved mainly through timely forecasting and monitoring the cash flows, proper revenue recognitions and gainful employment of surplus funds. With adequate internal fund generation over the years, the company was able to deploy a major part of its capital investments in the expansion project and in the operational expenses of the other units to a large extent. With its uninterrupted focus on the financial commitments, the company could maintain excellent track record with banks and FIs.

The Company has been servicing its term loan of ₹ 550 lacs from NEDFi and a vehicle loan of ₹ 24 lacs from SBI. Working capital facility is also being availed from SBI with cash credit and bank guarantee limits aggregating ₹ 300 lacs. With adequate revenue generated from operations, the Company has been paying dividend for the last several years.

**INDUSTRIAL RELATIONS & HUMAN RESOURCE MANAGEMENT :** During the year, the Company continued its effort to improve its human resource policies and practices with strong emphasis on manpower development. It held uninterrupted focus on all round development and carried out continuous review and improvement of the measures in line with the nature of job and employment. Congenial working environment was maintained giving adequate focus on employee needs and recognition. Employees were sent for training and development. Periodical review meetings of managers and of specific departments were held. Employees were given punctuality and loyalty awards, awards for suggestions and contributions and productivity linked bonus as a measure of incentive. Keeping in view the needs and trend of employment, emphasis was given in the areas of recruitment and selection, training and development, wages and compensation and labour relation. Overall relation between management and workers were cordial. The Directors acknowledge the efforts put in by all the employees to improve the level of performance during the year.

**CAUTIONARY STATEMENT :** Statements in the Management Discussion and Analysis describing the Company's objectives, projections, estimates, expectations may be "forward-looking statements" within the meaning of applicable laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations include economic conditions affecting demand/supply and price conditions in the domestic markets in which the Company operates, changes in Government regulations, tax laws, other statutes and incidental factors.

# CORPORATE GOVERNANCE REPORT

## 1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

The Company envisages attainment of the highest level of transparency, accountability and equity in its operations and in the interactions with its stakeholders including shareholders, employees, customers, suppliers, the Government and lenders. The Company has consistently endeavoured to uphold good corporate governance and direct its practices towards ensuring transparency, full disclosure, independent monitoring and being fair to all. The Company firmly believes that such practices will strengthen the stakeholders trust and enable the company to attract financial and human capital, perform efficiently and attain the underlying goal of maximizing long-term value for shareholders by achieving higher growth and profits.

The Company remains committed to laying strong emphasis on Corporate Governance and will continue its efforts towards raising the standards in corporate governance and will also review its systems and procedures constantly in order to keep pace with the changing economic environment.

## 2. BOARD OF DIRECTORS

The company has a non-executive Chairman and the numbers of Independent Directors are more than 1/2 of the total number of directors. The number of non-executive directors are also more than 50% of the total number of directors. None of the Directors on the Board is a member on more than 10 Committees and Chairman of more than 5 Committees (as specified in CI 49) across all Companies in which he is a Director.

The names and categories of the Directors on the Board, their attendance at the Board meetings during the year and at the last Annual General Meeting, as also the number of Directorships and Committee memberships held by them in other companies are given below :

| Name                                 | Category                                     | No. of Board | No. of Meetings attended during 2013-14 | Whether attended AGM held on 28th Sept., 2013 | No. of Directorships in other companies | No. of Committee position held in other companies |
|--------------------------------------|--|--------------|---|---|---|---|
|                                      |  |              | Held Attended                           |   | Chairman / Member                       | Chairman / Member                                 |
| Dr. Pranabananda Bharali<br>Chairman | Independent<br>Non-executive                 | 6            | 6                                       | Yes   | -                                       | -   |
| Mr. Abhijit Barooah                  | Promoter<br>Non-independent<br>Executive     | 6            | 6                                       | Yes   | 1                                       | 7   |
| Mrs. Anamika Chowdhary               | Promoter<br>Non-independent<br>Non-Executive | 6            | 6                                       | Yes   | 1                                       | 3   |
| Mr. Harendra Nath Das, IAS(Retd)     | Independent<br>Non-executive                 | 6            | 4                                       | No  | -                                       | -   |
| Dr. Munindra Kakati                  | Independent<br>Non-executive                 | 6            | 5                                       | No  | -                                       | -   |
| Mr. Nitin Ch. Baruah                 | Independent<br>Non-executive                 | 6            | 6                                       | Yes   | -                                       | -   |
| Mrs. Sabita Tamuli*<br>FI Nominee    | Nominee<br>Non-executive                     | 6            | 3                                       | Yes   | -                                       | -   |

\* Mrs. Sabita Tamuli was withdrawn by Assam Industrial Development Corporation Ltd. (AIDC) w.e.f. 17/04/2014 and Mrs. Geetimala Baishya was appointed as Nominee Director by AIDC w.e.f. the said date.

As per SEBI Circular No. SEBI/CFD/DIL/CG/1/2008/08/04 dtd. 08/04/2008, the disclosure of relationship between Directors inter-se are as below :

| Name of Director                   | Name of Related Director | Nature of Relation |
|------------------------------------|--------------------------|--------------------|
| Dr. Pranabananda Bharali, Chairman | -                        | -                  |
| Mr. Abhijit Barooah                | Mrs. Anamika Chowdhary   | Sister             |
| Mrs. Anamika Chowdhary             | Mr. Abhijit Barooah      | Brother            |
| Mr. Harendra Nath Das, IAS(Retd.)  | -                        | -                  |
| Dr. Munindra Kakati                | -                        | -                  |
| Mr. Nitin Ch. Baruah               | -                        | -                  |
| Mrs. Sabita Tamuli                 | -                        | -                  |

## CORPORATE GOVERNANCE REPORT (Contd.)

### 3. AUDIT COMMITTEE

The Company has an Audit Committee comprising three Independent, Non-executive Directors as below :

| Names of Members                 | Category                   | No. of Meetings attended during the year 2013-14 |   |          |
|----------------------------------|----------------------------|--|---|----------|
|                                  |                            | Held   | / | Attended |
| Mr. Nitin Ch. Baruah, Chairman   | Independent, Non-executive | 4  |   | 4        |
| Dr. Pranabananda Bharali, Member | - do -                     | 4  |   | 4        |
| Dr. Munindra Kakati, Member      | - do -                     | 4  |   | 3        |

The powers and role of the Committee include the areas prescribed under Clause 49 II(C) & (D) of the Listing Agreement.

The broad terms of reference of the Audit Committee are as under:

- To oversee the company's financial reporting process and the disclosure of its financial information to ensure the correctness and credibility of the financial statements.
- To recommend the appointment and removal of external Auditor, fixation of audit fee and approval of payment to them for any other services.
- To review with Management the updation of applicable accounting policies of the company.
- To review with Management the audit approach and methodology of external auditors and any material issue arising from the audit; and
- To review with Management the adequacy and effectiveness of accounting and financial controls of the company, compliance with company's policies and applicable laws and regulations.

The Chairman of the Committee, Mr. Nitin Ch. Baruah was present at the AGM held on 28<sup>th</sup> September, 2013.

The Committee meetings are attended interalia by the Managing Director, Internal Auditor and Sr. Manager (Accounts). The Company Secretary acts as Secretary of the Committee. Four Audit Committee Meetings were held during 2013-14 on : 30<sup>th</sup> April, 2013; 13<sup>th</sup> Aug., 2013; 28<sup>th</sup> Oct., 2013; and 27<sup>th</sup> Jan., 2014.

### 4. NOMINATION AND REMUNERATION COMMITTEE

As per the provisions of the Companies Act, 2013 and the Stock Exchange Listing Agreement, a Nomination and Remuneration Committee was constituted on 26/04/2014 comprising of :

| Names of Members                            | Category                   | No. of Meetings attended during the year 2013-14 |   |          |
|---|----------------------------|--|---|----------|
|   |                            | Held   | / | Attended |
| Mr. Harendra Nath Das, IAS(Retd.), Chairman | Independent, Non-Executive | -  |   | -        |
| Dr. Pranabananda Bharali, Member            | Independent, Non-executive | -  |   | -        |
| Mr. Nitin Ch. Baruah, Member                | Independent, Non-executive | -  |   | -        |

The Company does not pay any remuneration other than sitting fees and conveyance to its Non-executive Directors for attending meetings. Remuneration of Managing Director was fixed within the permissible limits prescribed under Schedule XIII to the Companies Act, 1956 and fixed under an agreement entered into between the company and such Director. The period of contract with Managing Director is for 5 years w.e.f. 6.10.2010 to 5.10.2015.

Details of remuneration paid to the Directors during 2013-14 are as under : (in ₹)

| Name of Directors        | Whether Wholetime or Non-wholetime | Salary    | Commission | Sitting Fees |
|--------------------------|------------------------------------|-----------|------------|--------------|
| Dr. Pranabananda Bharali | Non-wholetime                      | -         | -          | 22,500.00    |
| Mr. Abhijit Barooah      | Wholetime                          | 15,51,000 | 3,01,066   | -            |
| Managing Director        |                                    |           |            |              |
| Ms. Anamika Chowdhary    | Non-wholetime                      | -         | -          | 27,500.00    |
| Mr. Harendra Nath Das    | Non-wholetime                      | -         | -          | 10,000.00    |
| Dr. Munindra Kakati      | Non-wholetime                      | -         | -          | 27,500.00    |
| Mr. Nitin Ch. Baruah     | Non-wholetime                      | -         | -          | 32,500.00    |
| Mrs. Sabita Tamuli       | Non-wholetime                      | -         | -          | 7,500.00     |
| AIDC Nominee             |                                    |           |            |              |

Period of contract with Managing Director is for 5 years w.e.f. 6.10.2010 to 5.10.2015.

## CORPORATE GOVERNANCE REPORT (Contd.)

### 5. STAKEHOLDERS RELATIONSHIP COMMITTEE (formerly Shareholder's/Investor's Grievances & Redressal Committee)

As per the provisions of the Companies Act, 2013 and the Stock Exchange Listing Agreement, the Company had reconstituted and renamed its 'Shareholder's/Investor's Grievances & Redressal Committee' as the 'Stakeholders Relationship Committee' on 26/04/2014 comprising of :

| Names of Members                    | Category      | No. of Meetings attended during the year 2013-14 |   |          |
|-------------------------------------|---------------|--|---|----------|
|                                     |               | Held   | / | Attended |
| Dr. Pranabananda Bharali , Chairman | Non-executive | -  |   | -        |
| Mr. Abhijit Barooah, Member         | Executive     | -  |   | -        |
| Ms. Anamika Chowdhary, Member       | Non-executive | -  |   | -        |

The erstwhile Shareholder's/Investor's Grievances & Redressal Committee and the number of meetings held and attended by its members during the year 2013-14 are as below:

| Names of Members              | Category      | No. of Meetings attended during the year 2013-14 |   |          |
|-------------------------------|---------------|--|---|----------|
|                               |               | Held   | / | Attended |
| Mr. Abhijit Barooah, Chairman | Executive     | 6  |   | 6        |
| Ms. Anamika Chowdhary, Member | Non-executive | 6  |   | 6        |
| Mr. Nitin Ch. Baruah, Member  | Non-executive | 6  |   | 6        |

The Committee specifically looks into redressing of shareholders complains like transfer of shares, non-receipt of declared dividends, etc. and oversees the performance of the Registrar & Transfer Agent ( RTA ), and recommend measures to improve the level of investor services.

The Company has designated Mr. Anjan Talukdar, Company Secretary as the 'Compliance Officer' of the Company in compliance with the Listing Agreement.

Number of Shareholders complains received during the year : Nil

Number not solved to the satisfaction of the Shareholders : Nil

Number of pending share transfers : Nil

### 6. GENERAL BODY MEETINGS

Location and time for last 3 AGM's and EGM's held in last 3 years were:

| Year    | AGM/EGM | Location  | Date       | Time       |
|---------|---------|---|------------|------------|
| 2010-11 | AGM     | Regd. Office: Maniram Dewan Road, Chandmari, Guwahati - 781 003 | 27.09.2011 | 10:30 A.M  |
| 2011-12 | AGM     | - do -  | 05.09.2012 | 10:30 A.M. |
| 2012-13 | AGM     | - do -  | 28.09.2013 | 10.30 A.M. |

No special resolution was put through postal ballot in any of the aforesaid meetings.

### 7. DISCLOSURE

Disclosure on materially significant related party transactions, i.e., transactions of the Company of material nature with its Promoters, Directors or the management, their subsidiaries or relatives, etc. that may have potential conflict with the interest of the Company at large. : No such transaction was reported during the year. Related party transactions as per AS-18 are disclosed in the notes on accounts to the audited annual accounts.

Details of non-compliance by the Company, penalties, stricture imposed on the Company by Stock Exchange or SEBI or by any Statutory Authority or any matter related to Capital Market during last 3 years. : Nil

### 8. MEANS OF COMMUNICATION

Half yearly report sent to each household of Shareholders : No

## CORPORATE GOVERNANCE REPORT (Contd.)

|   |   |
|---|---|
| Quarterly results   | : The quarterly results as approved and taken on record by the Board of Directors of the Company within the statutory period after close of relevant quarter are sent forthwith to Stock Exchanges and published in the proforma as prescribed in Clause 41 of the listing agreement with Stock Exchanges |
| Which Newspaper normally published in   | : Financial Express (English)<br>N.E. Times (English)<br>Aaji (Assamese)  |
| Any website where displayed   | : <a href="http://www.premiercryogenics.com">www.premiercryogenics.com</a>  |
| Whether it also displays official news release                                      | : N.A.  |
| Whether presentation made to institutional investors or to analyst                  | : Yes, if any request is received   |
| Whether Management Discussion and Analysis Report is a part of Annual Report or not | : Yes   |

Green Initiatives : As per Circular Nos.17/2011 dated 21/04/11 and 18/2011 dated 29/04/11 issued by the Ministry of Corporate Affairs, Govt. of India, the Company proposes to send documents like notice of general meetings, audited financial statements, Directors' and Auditors' report, etc. to the members in electronic form by e-mail. Members are requested to register/update their e-mail addresses with the Company or with the Registrar and Transfer Agent (RTA) of the Company. Members holding shares in dematerialized form are requested to register/update their e-mail addresses with their concerned Depository Participant.

### 9. GENERAL SHAREHOLDER INFORMATION

|                                     |  |
|-------------------------------------|--|
| i) Annual General Meeting           |  |
| - Date and time                     | : 23 <sup>rd</sup> September, 2014 at 10:30 A.M.   |
| - Venue                             | : Regd. Office, Premier Cryogenics Ltd.<br>Maniram Dewan Road, Chandmari, Guwahati - 781 003 |
| ii) Financial Calendar: (tentative) |  |
| - Annual General Meeting            | : 23 <sup>rd</sup> September, 2014   |
| - Results for quarter ending        |  |
| June 30 <sup>th</sup> 2014          | : 4 <sup>th</sup> week of July, 2014   |
| Sept., 30 <sup>th</sup> 2014        | : 4 <sup>th</sup> week of Oct., 2014   |
| Dec. 31 <sup>st</sup> , 2014        | : 4 <sup>th</sup> week of Jan., 2015   |
| - Results for year ending           |  |
| March 31 <sup>st</sup> , 2015       | : 4 <sup>th</sup> week of April, 2015  |
| iii) Date of book closure           | : 16 <sup>th</sup> Sept, 2014 to 23 <sup>rd</sup> Sept, 2014                                 |
| iv) Dividend payment date           | : on or after 23 <sup>rd</sup> Sept, 2014  |
| v) Listing on Stock Exchanges       | : The Calcutta Stock Exchange Ltd.<br>The Guwahati Stock Exchange Ltd.*                      |

Note : 1) \*The shares of the Company were de-listed from the Gauhati Stock Exchange w.e.f. 07/01/2014 consequent upon de-recognition of the said exchange.

2) Listing fees for the year 2013-14 has been paid to all the aforesaid Stock Exchanges.

|   |  |
|---|--|
| vi) Stock Code : Calcutta Stock Exchange Ltd. | : (physical form) : 26194<br>(demat form) : 10026194 |
|---|--|

#### vii) Stock market data :

| Month                     | High | Low |
|---------------------------|------|-----|
| April, 2013 - March, 2014 | Nil  | Nil |

Note: No shares of the company were reported to be traded in any Stock Exchange during the year.

|   |   |
|---|---|
| viii) Share Price Performance in comparison to broad based indices-BSE Sensex and NSE Nifty | : Nil   |
| ix) Registrar and Transfer Agent for both physical and                                      | : Niche Technologies (P) Ltd.<br>D-511, Bagree Market, 71 B.R.B.B. Road,<br>Kolkata - 700 001 |

## CORPORATE GOVERNANCE REPORT (Contd.)

- x) Share transfer system : Share transfers in physical form can be lodged at the office of the Company's Share Transfer Agent, Niche Technologies (P) Ltd. at the above mentioned address or at the registered office of the Company. The transfers are normally processed within 10 - 12 days from the date of receipt if the documents are complete in all respect.

The Company has a Share Transfer Committee comprising :

| Names of Members              | Category      | No. of Meetings attended during the year 2012-13 |          |
|-------------------------------|---------------|--|----------|
|                               |               | Held   | Attended |
| Mr. Abhijit Barooah, Chairman | Executive     | 1  | 1        |
| Ms. Anamika Chowdhary, Member | Non-executive | 1  | 1        |
| Dr. Munindra Kakati, Member   | Non-executive | 1  | 1        |

The Committee is empowered to approve physical transfer of shares and to specifically delegate the share transfer and transmission works to the Registrar & Transfer Agent ( RTA ).

The Company also offers transfer-cum-demat facility for the convenience of the shareholders.

- xi) Distribution of Shareholding : 31<sup>st</sup> March, 2014

| Category                  | No. of Shareholders | % of Shareholders | No. of Shares    | % of Shares     |
|---------------------------|---------------------|-------------------|------------------|-----------------|
| Individual                | 472                 | 98.00             | 27,76,400        | 56.38           |
| FI(s)                     | 3                   | 0.60              | 5,50,000         | 11.17           |
| Corporate                 | 4                   | 0.80              | 15,87,600        | 32.25           |
| FIs                       | -                   | -                 | -                | -               |
| NRI/OCB                   | 3                   | 0.60              | 9,900            | 0.20            |
| Mutual Fund               | -                   | -                 | -                | -               |
| GDR's-                    | -                   | -                 | -                | -               |
| <b>Total</b>              | <b>482</b>          | <b>100.000</b>    | <b>49,23,900</b> | <b>100.000</b>  |
| No. of Equity Shares held | No. of Shareholders | % of Shareholders | No. of Shares    | % of Shares     |
| Upto 500                  | 253                 | 52.4896           | 1,22,400         | 2.4858          |
| 501 - 1000                | 150                 | 31.1203           | 1,36,300         | 2.7681          |
| 1001 - 5000               | 60                  | 12.4481           | 1,44,900         | 2.9428          |
| 5001 - 10,000             | 3                   | 0.6224            | 24,400           | 0.4955          |
| 10,001 - 50,000           | 7                   | 1.4523            | 2,66,600         | 5.4144          |
| 50,001 - 100,000          | 2                   | 0.4149            | 1,54,100         | 3.1296          |
| 100,001 & above           | 7                   | 1.4523            | 40,75,200        | 82.7637         |
| <b>Total</b>              | <b>482</b>          | <b>100.0000</b>   | <b>49,23,900</b> | <b>100.0000</b> |

Note : The authorized and paid-up share capital of the Company is ₹ 6 crore and ₹4.92 crore respectively.

- xii) Investor's services : Complains received during the year

| Nature of complains   | 2013-14  |         | 2012-13  |         |
|---|----------|---------|----------|---------|
|   | Received | Cleared | Received | Cleared |
| Relating to transfer, transmission, Non-receipt of dividend, demat queries etc. | Nil      | Nil     | Nil      | Nil     |

Note : No complains were received. The Company voluntarily resolved about 30 cases relating to non-receipt of dividend.

The Company is availing ECS facility to distribute dividend to those shareholders who have opted for it.

- xiii) Dematerialisation of Shareholding and Liquidity : The Company has made arrangements with National Securities Depository Ltd. (NSDL) as well as Central Depository Services Ltd. (CDSL) for demat facility as per notification issued by SEBI. As on 31.03 2014 there are 38,77,500 equity shares of the Company dematerialized which is 78.75% of the Company's share capital. Code No. allotted by NSDL/CDSL :- (ISIN) INE101F01017

- xiv) Outstanding GDRs/ADRs/ Warrants or any Convertible instruments, conversion date and likely impact on equity : Nil

## COMPLIANCE CERTIFICATES

|                                 |  |
|---------------------------------|--|
| xv) Plant Location              | : Lokhra Road, Saukuchi,<br>Guwahati - 781 034<br>Ph. No. 0361-247 1902  |
| xvi) Address for Correspondence | : Premier Cryogenics Ltd.<br>Maniram Dewan Road, Chandmari,<br>Guwahati - 781 003<br>Ph. No. 0361-266 0192-93  |
| xvii) Shareholders quarries :   | <div>                     The Company Secretary<br/>                     Premier Cryogenics Ltd.<br/>                     Maniram Dewan Road, Chandmari,<br/>                     Guwahati - 781 003<br/>                     Ph. No. 0361-266 0192/93<br/>                     Fax No. 0361-266 1787<br/>                     Email : a.talukdar@premiercryogenics.com                 </div> <div>                     Quarries may also be made to:<br/>                     Senior Manager (Systems)<br/>                     Niche Technologies (P) Ltd.<br/>                     D-511, Bagree Market, 71 B.R.B.B.<br/>                     Road, Kolkata - 700 001<br/>                     Ph. No. 033-2235 7270/71/3070<br/>                     Fax No. 033-2215-6823<br/>                     Email: nichetechpl@nichetechpl.com                 </div> |

### CERTIFICATE

#### To the Members of PREMIER CRYOGENICS LIMITED

We have examined the compliance of conditions of Corporate Governance by Premier Cryogenics Ltd., for the year ended on 31<sup>st</sup> March, 2014, as stipulated in Clause 49 of the Listing Agreement of the said Company with stock exchanges.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination has been limited to a review of the procedures and implementation thereof adopted by the Company for ensuring compliance with the conditions of the certificate of Corporate Governance as stipulated in the said Clause. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us and the representations made by the Directors and the management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Clause 49 of the above mentioned Listing Agreement.

As required by the Guidance Note issued by the Institute of Chartered Accountants of India, we have to state that while the Shareholders/Investor Grievance Committee has not maintained records to show the investor grievances pending for a period of one month against the Company, the Registrars of the Company have maintained the records of investor grievances and certified that as at 31<sup>st</sup> March, 2014 there were no investor grievances remaining unattended/pending for more than 30 days.

We further state that such compliance is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For SANJOY K. DAS & CO.**  
Chartered Accountants

Place : Guwahati  
Date : 30<sup>th</sup> July, 2014

Sanjoy K. Das  
Proprietor  
Membership No. 050691



## COMPLIANCE CERTIFICATES (Contd.)

The Board of Directors  
Premier Cryogenics Ltd.  
M. D. Road, Chandmari  
Guwahati - 3

### DECLARATION

Pursuant to the provisions of Clause 49 (I) (E) (ii) of the Stock Exchange Listing Agreement relating to Corporate Governance, it is hereby declared that all the Board members and senior management personnel of Premier Cryogenics Ltd. have affirmed compliance with the provisions of the Code of Conduct during the year ended 31<sup>st</sup> March, 2014 as laid down and approved by the Board of Directors of the Company.

Place : Guwahati  
Date : 30<sup>th</sup> July, 2014

Anamika Chowdhary  
Director

Abhijit Barooah  
Managing Director

### CERTIFICATE

Pursuant to the provisions of clause 49(V) of the Stock Exchange Listing Agreement relating to corporate governance, we hereby certify that:

- (a) We have reviewed the financial statements and the cash flow statement for the year ended 31<sup>st</sup> March, 2013 and that to the best of our knowledge and belief :
  - (i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - (ii) these statements together presents a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- (b) There are, to the best of our knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or violative of the company's code of conduct.
- (c) We accept responsibility for establishing and maintaining internal controls and that we have evaluated the effectiveness of the internal control systems of the company and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- (d) We have indicated to the auditors and the Audit Committee-
  - (i) significant changes in internal control during the year;
  - (ii) significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
  - (iii) instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system.

Place : Guwahati  
Date : 30<sup>th</sup> July, 2014

Anamika Chowdhary  
Director

Abhijit Barooah  
Managing Director

## AUDITORS' REPORT

### INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF PREMIER CRYOGENICS LTD.

#### Report on the Financial Statement

We have audited the accompanying financial statements of Premier Cryogenics Limited., which comprise the Balance Sheet as at 31<sup>st</sup> March, 2014, the Statement of Profit & Loss and the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

#### Management's Responsibility for the Financial Statements

Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flow of the Company in accordance with the Accounting Standards notified under the Companies Act, 1956 of India ("the Act") read with the General Circular 15/2013 dated September 13, 2013. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

#### Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

#### Opinion

In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- a) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2014;
- b) in the case of the Statement of Profit and Loss, of the profit for the year ended on that date; and
- c) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

#### Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2003 ("the Order") as amended by the Companies (Auditor's Report) (Amendment) Order, 2004, issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act, (hereinafter referred to as the "Order"), and on the basis of such checks of the books and records of the Company as we considered appropriate and according to the information and explanations given to us, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
2. As required by section 227(3) of the Act, we report that:
  - a) we have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
  - b) in our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books.
  - c) the Balance Sheet, the Statement of Profit and Loss and Cash Flow Statement dealt with by this Report are in agreement with the books of account.
  - d) in our opinion, the Balance, the Statement of Profit and Loss and Cash Flow Statement comply with the Accounting Standards notified under the Act read with the General Circular 15/2013 dated

## AUDITORS' REPORT (Contd.)

September 13, 2013 of the Ministry of Corporate Affairs in respect of Section 133 of the Companies Act, 2013.

- e) on the basis of written representations received from the directors as on March 31, 2014, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2014, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Act.

Place : Guwahati  
Date : 30<sup>th</sup> July 2014.

For SANJOY K. DAS & CO.  
CHARTERED ACCOUNTANTS  
( PROPRIETOR )  
Membership No. 050691

**The Annexure referred to in paragraph 1 of the Our Report of even date to the members of Premier Cryogenics Limited on the financial statements as of and for the year ended 31<sup>st</sup> March, 2014.**

On the basis of such checks as we considered appropriate and according to the information and explanation given to us during the course of our audit, we report that :

1. (a) The company has maintained proper records showing full particulars including quantitative details and situation of its fixed assets.  
(b) As explained to us, fixed assets have been physically verified by the management at reasonable intervals and no material discrepancies were noticed on such verification.  
(c) In our opinion and according to the information and explanations given to us, no substantial part of fixed asset has been disposed during the year and therefore does not affect the going concern assumption.
2. (a) As explained to us, inventories have been physically verified during the year by the management at reasonable intervals.  
(b) In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the company and the nature of its business.  
(c) In our opinion and on the basis of our examination of the records, the Company is generally maintaining proper records of its inventories. No material discrepancy was noticed on physical verification of stocks by the management as compared to book records.
3. (a) According to the information and explanations given to us and on the basis of our examination of the books of account, the Company has not granted any loans, secured or unsecured, to companies, firms or other parties listed in the register maintained under Section 301 of the Companies Act, 1956. Consequently, the provisions of clauses iii (b), iii(c) and iii (d) of the order are not applicable to the Company.  
(b) According to the information and explanations given to us and on the basis of our examination of the books of account, the Company has not taken loans from companies, firms or other parties listed in the register maintained under Section 301 of the Companies Act, 1956. Thus sub clauses (f) & (g) are not applicable to the company.
4. In our opinion and according to the information and explanations given to us, there is an adequate internal control procedure commensurate with the size of the company and the nature of its business, for the purchase of inventories & fixed assets and payment for expenses & for sale of goods. During the course of our audit, no major instance of continuing failure to correct any weaknesses in the internal controls has been noticed.
5. a) Based on the audit procedures applied by us and according to the information and explanations provided by the management, the particulars of contracts or arrangements referred to in section 301 of the Act have been entered in the register required to be maintained under that section.  
b) As per information & explanations given to us and in our opinion, the transaction entered into by the company with parties covered u/s 301 of the Act does not exceeds Five lacs rupees in a financial year therefore requirement of reasonableness of transactions does not arises.
6. The Company has not accepted any deposits from the public covered under section 58A and 58AA of the Companies Act, 1956.

## AUDITORS' REPORT (Contd.)

7. As per information & explanations given by the management, the Company has an internal audit system commensurate with its size and the nature of its business.
8. As per information & explanation given by the management, maintenance of cost records has been prescribed by the Central Government under clause (d) of sub-section (1) of section 209 of the Act and we are of the opinion that prima facie the prescribed accounts and records have been made and maintained.
9. (a) According to the records of the company, undisputed statutory dues including Provident Fund, Investor Education and Protection Fund, Employees' State Insurance, Income-Tax, Sales-Tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty, Cess to the extent applicable and any other statutory dues have generally been regularly deposited with the appropriate authorities. According to the information and explanations given to us there were no undisputed outstanding statutory dues as on 31<sup>st</sup> of March, 2014 for a period of more than six months from the date they became payable.
- (b) According to the records of the Company, the disputed statutory dues in respect of income tax, wealth tax, service tax, sales tax, customs duty and excise duty which have not been deposited on account of any dispute are as follows:

| Name of the Statute | Forum where dispute is pending | Period to which the amount relates | Amount (₹)   |
|---------------------|--------------------------------|------------------------------------|--------------|
| Central Excise Act  | Commissioner Appeals           | Nov. 07 to June,08                 | 15,95,332.00 |
| Central Excise Act  | Commissioner Appeals           | April,10 - April, 11               | 22,93,920.00 |

10. The Company does not have any accumulated loss and has not incurred cash loss during the financial year covered by our audit and in the immediately preceding financial year.
11. Based on our audit procedures and on the information and explanations given by the management, we are of the opinion that, the Company has not defaulted in repayment of dues to a financial institution, bank or debenture holders.
12. According to the information and explanations given to us, the Company has not granted loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
13. In our opinion, the Company is not a chit fund or a nidhi /mutual benefit fund/society. Therefore, the provision of clause 4(xiii) of the Companies (Auditor's Report) Order, 2003 (as amended) is not applicable to the Company.
14. According to information and explanations given to us, the Company is not trading in Shares, Mutual funds & other Investments. Proper records & timely entries have been maintained in this regard & further investments specified are held in their own name.
15. According to the information and explanations given to us, the Company has not given any guarantees for loan taken by others from a bank or financial institution.
16. Based on our audit procedures and on the information given by the management, we report that the company has raised term loans during the year.
17. Based on the information and explanations given to us and on an overall examination of the Balance Sheet of the Company as at 31<sup>st</sup> March, 2014, we report that no funds raised on short-term basis have been used for long-term investment by the Company.
18. Based on the audit procedures performed and the information and explanations given to us by the management, we report that the Company has not made any preferential allotment of shares during the year.
19. The Company has not issued any debenture.
20. The Company has not raised any money by public issue during the year.
21. Based on the audit procedures performed and the information and explanations given to us, we report that no fraud on or by the Company has been noticed or reported during the year, nor have we been informed of such case by the management.

Place : Guwahati  
Date : 30<sup>th</sup> July, 2014

For SANJOY K. DAS & CO.  
CHARTERED ACCOUNTANTS  
( PROPRIETOR )  
Membership No. 050691

# BALANCE SHEET

AS AT 31<sup>ST</sup> MARCH, 2014

|   | Note No. | AS AT 31 <sup>ST</sup><br>MARCH, 2014<br>(Rupees) | AS AT 31 <sup>ST</sup><br>MARCH, 2013<br>(Rupees) |
|---|----------|---|---|
| <b>I. EQUITY AND LIABILITIES</b>                    |          |   |   |
| <b>1. Shareholders' funds</b>                       |          |   |   |
| a) Share Capital                                    | 1        | 5,00,66,640.00                                    | 5,00,66,640.00                                    |
| b) Reserves and surplus                             | 2        | 23,99,10,553.00                                   | 21,55,64,702.00                                   |
| <b>2. Share application money pending allotment</b> |          | -   | -   |
| <b>3. Non-current liabilities</b>                   |          |   |   |
| a) Long term borrowings                             | 3        | 64,13,575.00                                      | 1,76,74,527.00                                    |
| b) Other long term liabilities                      | 4        | 37,11,659.00                                      | 21,19,081.00                                      |
| c) Long term provisions                             | 5        | 24,02,242.00                                      | 18,35,043.00                                      |
| <b>4. Current liabilities</b>                       |          |   |   |
| a) Short-term borrowings                            | 6        | 1,26,81,416.00                                    | 1,03,90,768.00                                    |
| b) Trade payables                                   | 7        | 15,71,334.00                                      | 19,62,563.00                                      |
| c) Other current liabilities                        | 8        | 2,29,78,266.00                                    | 2,28,23,464.00                                    |
| d) Short-term provisions                            | 9        | 1,42,65,835.00                                    | 1,35,96,505.00                                    |
| <b>TOTAL</b>  |          | <b>35,40,01,520.00</b>                            | <b>33,60,33,293.00</b>                            |
| <b>II. ASSETS</b>                                   |          |   |   |
| <b>Non-current assets</b>                           |          |   |   |
| 1. a) Fixed assets                                  | 10       |   |   |
| i) Tangible assets                                  |          | 16,23,03,709.00                                   | 16,39,55,538.00                                   |
| ii) Intangible assets                               |          | 4,933.00  | 17,178.00   |
| iii) Capital work-in-progress                       |          | 52,70,727.00                                      | 64,72,946.00                                      |
|   |          | <b>16,75,79,369.00</b>                            | <b>17,04,45,662.00</b>                            |
| b) Non-current investments                          | 11       | 1,09,20,000.00                                    | 65,52,000.00                                      |
| c) Deferred tax assets (net)                        |          | -   | -   |
| d) Long-term loans and advances                     | 12       | 1,90,02,379.00                                    | 94,65,339.00                                      |
| e) Other non-current assets                         | 13       | 1,25,97,971.00                                    | 1,30,63,251.00                                    |
| <b>2. Current assets</b>                            |          |   |   |
| a) Current investments                              | 14       | -   | 1,30,00,000.00                                    |
| b) Inventories                                      | 15       | 80,93,387.00                                      | 68,13,080.00                                      |
| c) Trade receivables                                | 16       | 5,69,31,504.00                                    | 4,88,81,045.00                                    |
| d) Cash & cash equivalents                          | 17       | 5,63,01,258.00                                    | 4,87,32,043.00                                    |
| e) Short-term loans and advances                    | 18       | 1,46,14,031.00                                    | 1,48,43,991.00                                    |
| f) Other current assets                             | 19       | 79,61,621.00                                      | 42,36,882.00                                      |
| <b>TOTAL</b>  |          | <b>35,40,01,520.00</b>                            | <b>33,60,33,293.00</b>                            |

See accompanying notes to the financial statements 1 to 28

Signed in terms of our report of even date

For SANJOY K. DAS &amp; CO.

Chartered Accountants

SANJOY K. DAS

Proprietor

Guwahati, 30<sup>th</sup> July, 2014

ANJAN TALUKDAR

Company Secretary

For and on behalf of the Board

ABHIJIT BAROOAH

Managing Director

ANAMIKA CHOWDHARY

Director

## PROFIT & LOSS ACCOUNT

FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2014

|  | Note No. | YEAR ENDED<br>31 <sup>ST</sup> MARCH'14<br>(Rupees)                   | YEAR ENDED<br>31 <sup>ST</sup> MARCH'13<br>(Rupees) |
|--|----------|---|---|
| <b>REVENUE</b>   |          |   |   |
| Revenue from operations (gross)  | 20       | 22,44,09,859.00   | 21,67,37,599.00                                     |
| Less: Excise Duty  |          | 1,22,10,823.00  | 1,34,66,035.00                                      |
| Revenue from operations (net)  |          | 21,21,99,036.00   | 20,32,71,564.00                                     |
|  | 21       | 83,73,969.00  | 43,82,451.00  |
| <b>Total revenue</b>   |          | <b>22,05,73,005.00</b>  | <b>20,76,54,015.00</b>                              |
| <b>EXPENSES</b>  |          |   |   |
| Cost of materials consumed   | 22       | 3,95,94,587.00  | 3,92,40,067.00                                      |
| Purchase of stock-in-trade   | 23       | 51,96,454.00  | 36,11,422.00  |
| Change in inventories of finished goods<br>work-in-progress and stock-in-trade   | 24       | (6,41,877.00)   | 6,89,768.00   |
| Employees benefits expenses  | 25       | 1,85,01,906.00  | 1,67,88,638.00                                      |
| Finance cost   | 26       | 47,49,018.00  | 50,65,299.00  |
| Depreciation and amortisation expenses   | 10,13    | 1,93,25,947.00  | 1,85,99,046.00                                      |
| Other expenses   | 27       | 9,62,10,044.00  | 8,91,28,807.00                                      |
| <b>Total expenses</b>  |          | <b>18,29,36,079.00</b>  | <b>17,31,23,047.00</b>                              |
| <b>Profit/(Loss) before exceptional and<br/>extraordinary items and taxes</b>  |          | <b>3,76,36,926.00</b>   | <b>3,45,30,968.00</b>                               |
| Exceptional items  |          | -   | -   |
| Profit before extraordinary items and tax  |          | 3,76,36,926.00  | 3,45,30,968.00                                      |
| Extraordinary items  |          | -   | -   |
| <b>Profit before tax</b>   |          | <b>3,76,36,926.00</b>   | <b>3,45,60,968.00</b>                               |
| Tax expenses :   |          |   |   |
| (a) Current tax  |          | 75,30,303.00  | 69,57,998.00  |
| (b) Deferred tax   |          | -   | -   |
| Total tax expenses   |          | 75,30,303.00  | 69,57,998.00  |
| Profit/(Loss) for the period from continuing operations  |          | 3,01,06,623.00  | 2,75,72,970.00                                      |
| Profit/(Loss) from discontinuing operations  |          | -   | -   |
| Profit/(Loss) for the period   |          | 3,01,06,623.00  | 2,75,72,970.00                                      |
| Basic and diluted earnings per share :   |          | 6.11  | 5.60  |
| See accompanying notes to the financial statements 1 to 28   |          |   |   |
| Signed in terms of our report of even date   |          | For and on behalf of the Board  |   |
| For SANJOY K. DAS & CO.<br>Chartered Accountants<br>SANJOY K. DAS<br>Proprietor<br>Guwahati, 30 <sup>th</sup> July, 2014 |          | ABHIJIT BAROOAH<br>Managing Director<br>ANAMIKA CHOWDHARY<br>Director |   |
|  |          | ANJAN TALUKDAR<br>Company Secretary                                   |   |

# CASH FLOW STATEMENT

FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2014

|   | Year ended<br>31.03.2014<br>(Rupees) | Year ended<br>31.03.2013<br>(Rupees) |
|---|--------------------------------------|--------------------------------------|
| <b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>   |                                      |                                      |
| Net profit before tax & extraordinary items     | 3,76,36,926.00                       | 3,45,30,968.00                       |
| Adjustments for :                               |                                      |                                      |
| 3. Depreciation and amortisation                | 1,93,25,947.00                       | 1,85,99,046.00                       |
| 4. Foreign Exchange                             | -                                    | -                                    |
| 5. Income from Investments                      | (80,80,548.00)                       | (43,07,879.00)                       |
| 6. Finance cost                                 | 47,49,018.00                         | 50,65,299.00                         |
| 7. Loss on sale of fixed assets                 | (2,15,046.00)                        | (74,572.00)                          |
| Operating profit before working capital changes | 5,34,16,297.00                       | 5,38,12,862.00                       |
| Adjustments for :                               |                                      |                                      |
| 1. Trade and other receivables                  | (1,73,57,539.00)                     | 1,49,54,840.00                       |
| 2. Inventories                                  | 12,80,307.00                         | 11,88,201.00                         |
| 3. Trade payable                                | 18,98,882.00                         | 59,99,770.00                         |
| Cash generated from operations                  | 3,66,77,333.00                       | 4,60,45,993.00                       |
| 1. Direct taxes paid                            | (85,25,798.00)                       | (61,99,145.00)                       |
| Cash flow before extraordinary items            | 2,81,51,535.00                       | 3,98,46,848.00                       |
| 1. Extraordinary items                          | -                                    | -                                    |
| Net cash from operating activities              | 2,81,51,535.00                       | 3,98,46,848.00                       |
| <b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>   |                                      |                                      |
| Purchase of Fixed Assets                        | (1,70,63,453.00)                     | (1,36,03,738.00)                     |
| Sale of Fixed Assets                            | 12,84,125.00                         | 3,46,840.00                          |
| Purchase of investments                         | (43,68,000.00)                       | (92,76,000.00)                       |
| Sale of investments                             | 1,57,05,815.00                       | 1,14,90,860.00                       |
| Interest received                               | 16,49,994.00                         | 8,18,399.00                          |
| Dividend received                               | -                                    | -                                    |
| Net cash used in investing activities           | (27,91,519.00)                       | (1,02,23,639.00)                     |
| <b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>   |                                      |                                      |
| Proceeds from issue of Share Capital            | -                                    | -                                    |
| Proceeds from borrowings                        | (73,77,726.00)                       | (54,51,809.00)                       |
| Repayment of finance lease liabilities          |                                      |                                      |
| 1. Finance cost paid                            | (47,49,018.00)                       | (50,65,299.00)                       |
| 2. Dividends and dividend tax paid              | (56,64,057.00)                       | (57,29,357.00)                       |
| Net cash flow from/used in financing activities | (1,77,90,801.00)                     | (1,62,46,465.00)                     |
| Net increase in Cash and Cash equivalents       | 75,69,215.00                         | 1,33,76,744.00                       |
| Cash and Cash equivalents as at 01.04.2012      | 4,87,32,043.00                       | 3,53,55,299.00                       |
| Cash and Cash equivalents as at 31.03.2013      | 5,63,01,258.00                       | 4,87,32,043.00                       |
| Note : Figures in brackets represent outflows.  |                                      |                                      |

Signed in terms of our report of even date

For and on behalf of the Board

For SANJOY K. DAS & CO.  
Chartered Accountants  
SANJOY K. DAS  
Proprietor  
Guwahati, 30<sup>th</sup> July, 2014

ANJAN TALUKDAR  
Company Secretary

ABHIJIT BAROOAH  
Managing Director  
ANAMIKA CHOWDHARY  
Director

## NOTES ON FINANCIAL STATEMENTS

|   | AS AT 31ST<br>MARCH, 2014<br>(Rupees) |                | AS AT 31ST<br>MARCH, 2013<br>(Rupees) |                |
|---|---------------------------------------|----------------|---------------------------------------|----------------|
| <b>1. SHARE CAPITAL</b>   |                                       |                |                                       |                |
| AUTHORISED  |                                       |                |                                       |                |
| 60,00,000 (p.y. 60,00,000) equity shares of ₹10.00 each   | 6,00,00,000.00                        |                | 6,00,00,000.00                        |                |
| ISSUED, SUBSCRIBED & PAID UP  |                                       |                |                                       |                |
| 49,23,900 (p.y. 49,23,900) equity shares of ₹10.00 each fully paid up                               | 4,92,39,000.00                        |                | 4,92,39,000.00                        |                |
| Add : Forfeited shares  | 8,27,640.00                           |                | 8,27,640.00                           |                |
|   | 5,00,66,640.00                        |                | 5,00,66,640.00                        |                |
| a) Reconciliation of the number of shares outstanding at the beginning and at the end of the year : |                                       |                |                                       |                |
| Equity Shares   | 31-03-2014                            |                | 31-03-2013                            |                |
|   | No. of shares                         | Value in (₹)   | No. of shares                         | Value in (₹)   |
| At the beginning of the year  | 49,23,900                             | 4,92,39,000.00 | 49,23,900                             | 4,92,39,000.00 |
| Add: Issued during the year   | -                                     | -              | -                                     | -              |
| Outstanding at the end of the year  | 49,23,900                             | 4,92,39,000.00 | 49,23,900                             | 4,92,39,000.00 |
| b) Shareholders holding more than 5% shares of the company :  |                                       |                |                                       |                |
| Particulars   | 31 <sup>st</sup> March, 2014          |                | 31 <sup>st</sup> March, 2013          |                |
|   | No. of shares                         | % of holding   | No. of shares                         | % of holding   |
| Abhijit Barooah   | 15,86,600                             | 32.22          | 15,86,600                             | 32.22          |
| Derby Commodities Pvt. Ltd.   | 14,50,000                             | 29.45          | 14,50,000                             | 29.45          |
| Anamika Chowdhary   | 2,85,700                              | 5.80           | 2,85,700                              | 5.80           |
| <b>2. RESERVES AND SURPLUS</b>  |                                       |                |                                       |                |
| <b>Capital reserve</b>  |                                       |                |                                       |                |
| As per last balance sheet   | 1,69,53,105.00                        |                | 1,69,53,105.00                        |                |
| Add : During the year   | -                                     |                | -                                     |                |
|   | 1,69,53,105.00                        |                | 1,69,53,105.00                        |                |
| <b>General reserve</b>  |                                       |                |                                       |                |
| As per last balance sheet   | 14,00,00,000.00                       |                | 13,00,00,000.00                       |                |
| Add : Transferred from surplus in Statement of Profit and Loss                                      | 1,00,00,000.00                        |                | 1,00,00,000.00                        |                |
|   | 15,00,00,000.00                       |                | 14,00,00,000.00                       |                |
| <b>Surplus in Statement of Profit and Loss</b>  |                                       |                |                                       |                |
| As per last Balance Sheet   | 5,86,11,597.00                        |                | 4,67,61,303.00                        |                |
| Add : Profit for the period   | 3,01,06,623.00                        |                | 2,75,72,970.00                        |                |
|   | 8,87,18,220.00                        |                | 7,43,34,273.00                        |                |
| Add/(Less) : Taxation relating to prior years   | (55.00)                               |                | 38,041.00                             |                |
|   | 8,87,18,165.00                        |                | 7,43,72,314.00                        |                |
| Less : Appropriations   |                                       |                |                                       |                |
| Transferred to General Reserve  | 1,00,00,000.00                        |                | 1,00,00,000.00                        |                |
| Proposed dividend on equity shares[Dividend per share ₹1/-(p.y.₹1/-)]                               | 49,23,900.00                          |                | 49,23,900.00                          |                |
| Tax on dividend   | 8,36,817.00                           |                | 8,36,817.00                           |                |
|   | 7,29,57,448.00                        |                | 5,86,11,597.00                        |                |
|   | 23,99,10,553.00                       |                | 21,55,64,702.00                       |                |
| <b>3. LONG TERM BORROWINGS</b>  |                                       |                |                                       |                |
| <b>Secured</b> - Term loan from NEDFi   | 46,19,360.00                          |                | 1,56,11,360.00                        |                |
| SME Car loan from SBI   | 15,96,215.00                          |                | 18,65,167.00                          |                |
| <b>Unsecured</b> - Interest-free loan from AIDC   | 1,98,000.00                           |                | 1,98,000.00                           |                |
| Total   | 64,13,575.00                          |                | 1,76,74,527.00                        |                |

Note : i) Term loan from North Eastern Development Finance Corporation Ltd. (NEDFi) is secured by way of equitable mortgage of all immovable properties of the Company of a plot of land measuring 6B-1K-14L at Saukuchi, Guwahati and hypothecation of all the borrower's movables (save and except book debts). Further, two directors of the Company have personally guaranteed the repayment of the above loan.

ii) Monthly repayment @ ₹9.16 lakhs, last/final installment due on 01-09-2015. There is no default of principal and interest payment.



## NOTES ON FINANCIAL STATEMENTS (Contd.)

- iii) Car loan is secured by hypothecation of the vehicle and personal guarantee of the directors. The loan is repayable in 84 EMI of ₹40,776.00 each, last/final installment due on 07-12-2019.
- iv) Interest free loan from Assam Industrial Development Corporation Ltd. (AIDC) is under State Govt. Industrial Policy 1991, repayable after completion of five years from the date of disbursement.

### 4. OTHER LONG TERM LIABILITIES

|                   |                     |                     |
|-------------------|---------------------|---------------------|
| a) Trade Payables | -                   | -                   |
| b) Others *       | <u>37,11,659.00</u> | <u>21,19,081.00</u> |
|                   | <u>37,11,659.00</u> | <u>21,19,081.00</u> |

\*Interest free security deposit received from dealers/customers against cylinder holding.

### 5. LONG TERM PROVISIONS

|                                    |                     |                     |
|------------------------------------|---------------------|---------------------|
| a) Provision for employee benefits |                     |                     |
| i) Provision for gratuity          | <u>1,58,623.00</u>  | 22,899.00           |
| ii) Provision for leave encashment | <u>22,43,619.00</u> | 18,12,144.00        |
| b) Others                          | -                   | -                   |
|                                    | <u>24,02,242.00</u> | <u>18,35,043.00</u> |

The Company makes annual contributions to the Employee's Group Gratuity-cum-Life Assurance scheme of the Life Insurance Corporation of India, a funded defined benefit plan for eligible employees. The scheme provides for lump sum payment to vested employees at retirement, death while in employment or on termination of employment of an amount equivalent to 15 days salary payable for each completed year of service or part thereof in excess of 6 months subject to a maximum of ₹10 lacs. Vesting occurs upon completion of 5 years of service.

The present value of the defined benefit obligation and the related current service cost were measured using the Projected Unit Credit Method with actuarial valuations being carried out at each balance sheet date.

### 6. SHORT TERM BORROWINGS

Secured

Loans repayable on demand

Working capital loan from SBI, Guwahati

|                       |                       |
|-----------------------|-----------------------|
| <u>1,26,81,416.00</u> | <u>1,03,90,768.00</u> |
| <u>1,26,81,416.00</u> | <u>1,03,90,768.00</u> |

i) Working capital loan is secured by hypothecation of stocks and receivables and second charge on the land measuring 6B-1K-14L, buildings and plant & machineries of the company.

ii) Collateral security by equitable mortgage of land measuring 01B-0K-17L of Shri Abhijit Barooah at Village : Hatigaon, Mauza : Beltola in District : Kamrup (Metro), Assam, and land measuring 10B-2K of the Company at Village : No.2, Borpathar, Mauza : Tipling, District : Dibrugarh, Assam.

iii) Further two Directors of the Company have personally guaranteed the repayment of the loan.

### 7. TRADE PAYABLES

|  |                     |                     |
|--|---------------------|---------------------|
| a) Micro, small and medium enterprises | <u>10,299.00</u>    | 1,25,961.00         |
| b) Others                              | <u>15,61,035.00</u> | <u>18,36,602.00</u> |
|  | <u>15,71,334.00</u> | <u>19,62,563.00</u> |

Dues to Micro and Small Enterprises have been determined to the extent such parties have been identified on the basis of information collected by the Management.

### 8. OTHER CURRENT LIABILITIES

|   |                       |                       |
|---|-----------------------|-----------------------|
| a) Current maturities of long term borrowings     | <u>1,14,81,312.00</u> | 1,14,81,312.00        |
| b) Interest accrued due/but not due on borrowings | <u>19,754.00</u>      | 40,091.00             |
| c) Advance received from customers                | <u>10,62,747.00</u>   | 11,48,204.00          |
| d) Unpaid dividend                                | <u>5,11,430.00</u>    | 4,14,770.00           |
| e) Other payables*                                | <u>99,03,023.00</u>   | <u>97,39,087.00</u>   |
|   | <u>2,29,78,266.00</u> | <u>2,28,23,464.00</u> |

\*Includes electricity bill accrued but not due ₹ 55,03,539.00, employees salary payable ₹ 11,72,589.00, service tax, excise duty & VAT ₹ 23,24,340.00 and director's commission ₹ 3,01,066.00.

### 9. SHORT TERM PROVISIONS

|                                    |                       |                       |
|------------------------------------|-----------------------|-----------------------|
| a) Provision for employee benefits |                       |                       |
| Provision for bonus                | <u>9,74,815.00</u>    | 8,77,790.00           |
| b) Others - Provision for dividend | <u>49,23,900.00</u>   | 49,23,900.00          |
| Provision for distribution tax     | <u>8,36,817.00</u>    | 8,36,817.00           |
| Provision for income tax           | <u>75,30,303.00</u>   | <u>69,57,998.00</u>   |
|                                    | <u>1,42,65,835.00</u> | <u>1,35,96,505.00</u> |

Provision made for dividend for the financial year 2013-14 @ 10% (p.y. 10%)

## NOTES ON FINANCIAL STATEMENTS (Contd.)

### 10. FIXED ASSETS

| Description of Assets              | GROSS BLOCK         |                          |                  |                     | DEPRECIATION             |                    |                           |                      | NET BLOCK           |                     |
|------------------------------------|---------------------|--------------------------|------------------|---------------------|--------------------------|--------------------|---------------------------|----------------------|---------------------|---------------------|
|                                    | As on 01.04.13      | Addition during the year | Disposed off     | As on 31.03.14      | Opening balance 01.04.13 | During the Year    | Deduction during the year | Total up to 31.03.14 | As on 31.03.14      | As on 31.03.13      |
| <b>A) Tangible assets</b>          |                     |                          |                  |                     |                          |                    |                           |                      |                     |                     |
| Land                               | 2,45,96,205         | 70,98,759                | -                | 3,16,94,964         | -                        | -                  | -                         | -                    | 3,16,94,964         | 2,45,96,205         |
| Buildings                          | 3,68,54,345         | 22,80,472                | -                | 3,91,34,817         | 89,97,778                | 11,77,988          | -                         | 1,01,75,766          | 2,89,59,051         | 2,78,56,567         |
| Plant & machinery                  | 9,91,49,669         | 2,72,033                 | 12,53,773        | 9,81,67,929         | 5,17,62,253              | 51,70,281          | 6,36,148                  | 5,62,96,386          | 4,18,71,543         | 4,73,87,416         |
| Furniture & fixture                | 39,87,919           | 19,14,752                | -                | 59,02,671           | 13,77,401                | 2,86,068           | -                         | 16,63,469            | 42,39,202           | 26,10,518           |
| Vehicle                            | 2,47,74,708         | 58,72,290                | 16,76,412        | 2,89,70,586         | 87,80,426                | 32,77,309          | 12,24,958                 | 1,08,32,777          | 1,81,37,809         | 1,59,94,282         |
| Computer                           | 12,89,624           | 52,600                   | -                | 13,42,224           | 11,75,171                | 85,116             | -                         | 12,60,287            | 81,937              | 1,14,453            |
| Misc. fixed assets                 | 99,11,392           | 4,10,275                 | -                | 1,03,21,667         | 54,21,864                | 7,08,583           | -                         | 61,30,447            | 41,91,220           | 44,89,528           |
| Elec. installation                 | 1,24,31,198         | -                        | -                | 1,24,31,198         | 89,64,599                | 3,71,232           | -                         | 93,35,831            | 30,95,367           | 34,66,599           |
| Water system                       | 29,89,951           | 2,45,300                 | -                | 32,35,251           | 12,12,314                | 1,58,260           | -                         | 13,70,574            | 18,64,677           | 17,77,637           |
| Cryogenic tank                     | 2,09,00,103         | -                        | -                | 2,09,00,103         | 1,10,45,595              | 11,72,506          | -                         | 1,22,18,101          | 86,82,002           | 98,54,508           |
| Gas cylinder                       | 6,57,34,526         | 1,19,191                 | -                | 6,58,53,717         | 3,99,26,701              | 64,41,079          | -                         | 4,63,67,780          | 1,94,85,937         | 2,58,07,825         |
|                                    | 30,26,19,640        | 1,82,65,672              | 29,30,185        | 31,79,55,127        | 13,86,64,102             | 1,88,48,422        | 18,61,106                 | 15,56,51,418         | 16,23,03,709        | 16,39,55,538        |
| <b>B) Intangible assets</b>        |                     |                          |                  |                     |                          |                    |                           |                      |                     |                     |
| Software                           | 75,540              | -                        | -                | 75,540              | 58,362                   | 12,245             | -                         | 70,607               | 4,933               | 17,178              |
|                                    | 75,540              | -                        | -                | 75,540              | 58,362                   | 12,245             | -                         | 70,607               | 4,933               | 17,178              |
| <b>Total</b>                       | <b>30,26,95,180</b> | <b>1,82,65,672</b>       | <b>29,30,185</b> | <b>31,80,30,667</b> | <b>13,87,22,464</b>      | <b>1,88,60,667</b> | <b>18,61,106</b>          | <b>15,57,22,025</b>  | <b>16,23,08,642</b> | <b>16,39,72,716</b> |
| Previous year                      | 29,68,20,254        | 71,30,792                | 12,55,866        | 30,26,95,180        | 12,15,72,296             | 1,81,33,766        | 9,83,598                  | 13,87,22,464         | 16,39,72,716        | 17,52,47,958        |
| <b>C) Capital work-in-progress</b> |                     |                          |                  |                     |                          |                    |                           |                      | 52,70,727           | 64,72,946           |

### 11. NON CURRENT INVESTMENTS

|   |                       |                     |
|---|-----------------------|---------------------|
| A) Trade investments  | -                     | -                   |
| B) Other investments - at cost                                  |                       |                     |
| Investment in equity instruments                                |                       |                     |
| Unquoted  |                       |                     |
| Bamboo Technology Park  |                       |                     |
| 10,92,000(p.y.6,55,200) equity shares of ₹10.00 each fully paid | <u>1,09,20,000.00</u> | <u>65,52,000.00</u> |
|   | <u>1,09,20,000.00</u> | <u>65,52,000.00</u> |

### 12. LONG-TERM LOANS & ADVANCES

|                           |                       |                     |
|---------------------------|-----------------------|---------------------|
| Unsecured considered good |                       |                     |
| a) Capital advances       | <u>31,85,093.00</u>   | 36,73,299.00        |
| b) Security deposits *    | <u>1,58,17,286.00</u> | <u>57,92,040.00</u> |
|                           | <u>1,90,02,379.00</u> | <u>94,65,339.00</u> |

### 13. OTHER NON CURRENT ASSETS

|                                    |                       |                       |
|------------------------------------|-----------------------|-----------------------|
| Unsecured considered good          |                       |                       |
| a) Long term trade receivables     | -                     | -                     |
| b) Others -                        |                       |                       |
| Subsidy receivable *               | <u>1,17,83,727.00</u> | 1,17,83,727.00        |
| Misc. Expenses not written off. ** |                       |                       |
| Balance as per last balance sheet  | <u>12,79,524.00</u>   | 17,44,804.00          |
| Less: Amortised during the year    | <u>4,65,280.00</u>    | <u>4,65,280.00</u>    |
| Balance at year end                | <u>8,14,244.00</u>    | <u>12,79,524.00</u>   |
|                                    | <u>1,25,97,971.00</u> | <u>1,30,63,251.00</u> |

\*Subsidy receivable under NEIIPP is under process with the concerned Government authorities.

\*\*Misc. expenses to the extent not written-off for future amortisation

### 14. CURRENT INVESTMENTS

|   |                  |                  |
|---|------------------|------------------|
| Quoted  |                  |                  |
| INVESTMENT IN MUTUAL FUNDS                      | No. of units     |                  |
| i) Birla Sun Life MIP II Wealth 25 Plan         | Nil (593221.847) | - 1,00,00,000.00 |
| ii) Principal Income Fund Long Term Plan Growth | Nil (161891.759) | - 30,00,000.00   |
|   |                  | - 1,30,00,000.00 |

Investment in Mutual Funds are stated at cost.

## NOTES ON FINANCIAL STATEMENTS (Contd.)

### 15. INVENTORIES

|                    |                     |                     |
|--------------------|---------------------|---------------------|
| a) Raw materials   | 9,48,080.00         | 6,73,560.00         |
| b) Finished goods  | 10,00,612.00        | 5,04,357.00         |
| c) Stock in trade  | 2,76,822.00         | 1,31,200.00         |
| d) Stores & spares | 58,67,873.00        | 55,03,963.00        |
|                    | <u>80,93,387.00</u> | <u>68,13,080.00</u> |

Inventories are valued at cost or net realizable value, whichever is lower.

### 16. TRADE RECEIVABLES

Unsecured considered good

|                            |                       |                       |
|----------------------------|-----------------------|-----------------------|
| (a) Exceeding six months * | 1,52,31,375.00        | 1,39,87,423.00        |
| (b) Others                 | 4,17,00,129.00        | 3,48,93,622.00        |
|                            | <u>5,69,31,504.00</u> | <u>4,88,81,045.00</u> |

\*Includes ₹ 12,76,190.00 due from ONGC which is subjudice and considered good.

### 17. CASH & CASH EQUIVALENTS

a) Balance with banks :

|   |                       |                       |
|---|-----------------------|-----------------------|
| (i) In current accounts                     | 7,34,277.00           | 2,58,932.00           |
| (ii) In current account for unpaid dividend | 5,11,430.00           | 4,11,066.00           |
| (iii) In fixed deposit accounts             | 5,50,00,000.00        | 4,80,00,000.00        |
| b) Cash in hand                             | 55,551.00             | 62,045.00             |
|   | <u>5,63,01,258.00</u> | <u>4,87,32,043.00</u> |

Fixed deposits of ₹ 1,50,00,000.00 pledged to bank against Bank Guarantees issued.

All the fixed deposits are more than twelve month maturity.

### 18. SHORT TERM LOANS & ADVANCES

Unsecured considered good

|  |                       |                       |
|--|-----------------------|-----------------------|
| a) Loan and advances to related parties                              | -                     | 41,38,000.00          |
| b) Others  |                       |                       |
| i) Excise duty deposit/CENVAT**                                      | 8,19,254.00           | 9,59,638.00           |
| ii) Income tax paid/deducted at source                               | 78,97,114.00          | 63,25,759.00          |
| iii) Advance to suppliers  | 39,70,297.00          | 18,06,300.00          |
| iv) Advances recoverable in cash or kind or for value to be received | 71,273.00             | 2,29,760.00           |
| v) Advance to staff  | 9,16,822.00           | 8,40,960.00           |
| vi) Earnest money deposits   | 1,80,000.00           | 15,000.00             |
| vii) Prepaid expenses  | 7,59,271.00           | 5,43,574.00           |
|  | <u>1,46,14,031.00</u> | <u>1,48,43,991.00</u> |

\*Includes CENVAT balance left for future utilization and amount of Central excise duty refund receivable.

### 19. OTHER CURRENT ASSETS

Interest accrued on bank deposits

|                     |                     |
|---------------------|---------------------|
| 79,61,621.00        | 42,36,882.00        |
| <u>79,61,621.00</u> | <u>42,36,882.00</u> |

### 20. REVENUE FROM OPERATIONS

|                            |                        |                        |
|----------------------------|------------------------|------------------------|
| a) Sales of products       | 18,08,17,140.00        | 18,12,71,715.00        |
| b) Sales of services       | 2,38,40,970.00         | 1,97,24,582.00         |
| c) Other operating revenue | 1,97,51,749.00         | 1,57,41,302.00         |
|                            | <u>22,44,09,859.00</u> | <u>21,67,37,599.00</u> |
| Less : Excise duty         | 1,22,10,823.00         | 1,34,66,035.00         |
|                            | <u>21,21,99,036.00</u> | <u>20,32,71,564.00</u> |

### 21. OTHER INCOME

|   |                     |                     |
|---|---------------------|---------------------|
| a) Interest income  | 53,74,733.00        | 34,95,764.00        |
| b) Net gain/(loss) on sale of investment  | 27,05,815.00        | 8,12,115.00         |
| c) Insurance claim received   | 78,375.00           | -                   |
| d) Other non-operating income (net of expenses directly attributable to such income)* | 2,15,046.00         | 74,572.00           |
|   | <u>83,73,969.00</u> | <u>43,82,451.00</u> |

\*Includes profit on sale/disposal of fixed assets ₹ 2,15,046.00

## NOTES ON FINANCIAL STATEMENTS (Contd.)

### 22. COST OF MATERIALS CONSUMED

|                    |                       |                       |
|--------------------|-----------------------|-----------------------|
| a) Raw materials*  | 2,89,95,988.00        | 2,86,86,341.00        |
| b) Stores & spares | 1,05,98,599.00        | 1,05,53,726.00        |
|                    | <u>3,95,94,587.00</u> | <u>3,92,40,067.00</u> |

\*Include calcium carbide of ₹ 2,02,21,307.00 and ammonium nitrate of ₹ 55,17,794.00

All the materials, stores and spares consumed during the year are indigenous.

### 23. PURCHASE OF STOCK IN TRADE

|                 |                     |                     |
|-----------------|---------------------|---------------------|
| Carbon-di-oxide | 45,67,283.00        | 36,11,422.00        |
| Liquid nitrogen | 6,29,171.00         | -                   |
|                 | <u>51,96,454.00</u> | <u>36,11,422.00</u> |

### 24. CHANGES IN INVENTORIES OF FINISHED GOODS, WORK-IN PROGRESS AND STOCK IN TRADE

|  |                      |                    |
|--|----------------------|--------------------|
| a) Finished goods/Stock in trade (Opening) | 6,35,557.00          | 13,25,325.00       |
| b) Finished goods/Stock in trade (Closing) | 12,77,434.00         | 6,35,557.00        |
|  | <u>(6,41,877.00)</u> | <u>6,89,768.00</u> |

### 25. EMPLOYEES BENEFIT EXPENSES

|  |                       |                       |
|--|-----------------------|-----------------------|
| a) Salary & wages                            | 1,62,96,746.00        | 1,44,01,707.00        |
| b) Contribution to Provident & other funds * | 15,67,950.00          | 13,80,153.00          |
| c) Staff welfare                             | 6,37,210.00           | 10,06,778.00          |
|  | <u>1,85,01,906.00</u> | <u>1,67,88,638.00</u> |

\*Includes EPF of ₹ 12,18,332.00 (p.y. ₹ 11,01,728.00), ESIC of ₹ 2,38,995.00 (p.y. ₹ 2,07,526.00) and gratuity of ₹ 1,10,623.00 (p.y. ₹ 70,899.00)

### 26. FINANCE COST

|                                     |                     |                     |
|-------------------------------------|---------------------|---------------------|
| a) Interest on term loan            | 29,83,084.00        | 42,21,434.00        |
| b) Interest on working capital loan | 17,64,819.00        | 8,35,672.00         |
| c) Interest to others               | 1,115.00            | 8,193.00            |
|                                     | <u>47,49,018.00</u> | <u>50,65,299.00</u> |

### 27. OTHER EXPENSES

|  |                       |                       |
|--|-----------------------|-----------------------|
| Power cost                             | 6,18,99,250.00        | 5,89,56,913.00        |
| Distribution expenses                  | 2,67,21,309.00        | 2,17,27,751.00        |
| Travelling & conveyance                | 11,70,605.00          | 15,31,233.00          |
| Printing & stationery                  | 1,95,884.00           | 2,16,255.00           |
| Telephone, fax & internet              | 2,98,189.00           | 2,65,402.00           |
| Postage & telegram                     | 33,278.00             | 36,989.00             |
| Advertisement                          | 77,417.00             | 35,052.00             |
| Bank commission/charges                | 1,83,279.00           | 2,00,283.00           |
| Books & periodicals                    | 32,787.00             | 13,523.00             |
| Directors' sitting fees                | 1,43,274.00           | 1,49,700.00           |
| Donation                               | 1,83,801.00           | 30,401.00             |
| General expenses                       | 20,017.00             | 10,221.00             |
| House rent                             | 7,38,000.00           | 8,23,000.00           |
| Insurance                              | 2,55,539.00           | 1,98,769.00           |
| Membership & subscription              | 92,616.00             | 86,400.00             |
| Petrol, oil & lubricant                | 1,67,367.00           | 2,10,916.00           |
| Professional fees                      | 4,14,620.00           | 3,55,509.00           |
| Rates & taxes                          | 3,46,3254.00          | 1,27,854.00           |
| Repairs & AMC:                         |                       |                       |
| Building                               | 3,04,630.00           | 2,20,811.00           |
| Machineries                            | 16,47,145.00          | 18,86,996.00          |
| Motor vehicles                         | 1,07,259.00           | 75,455.00             |
| Others                                 | 2,48,646.00           | 3,07,558.00           |
| Security expenses                      | 3,96,333.00           | 11,58,811.00          |
| Statutory fees                         | 2,67,092.00           | 2,67,474.00           |
| Payment to auditors (ref. Note 28(11)) | 44,944.00             | 31,461.00             |
| Registrars & share transfer expenses   | 10,113.00             | 13,422.00             |
| Recruitment expenses                   | 30,400.00             | 31,258.00             |
| Office electricity expenses            | 1,79,926.00           | 1,59,390.00           |
|  | <u>9,62,10,044.00</u> | <u>8,91,28,807.00</u> |

## NOTES ON FINANCIAL STATEMENTS (Contd.)

### NOTE - 28

1. In view of substantial expansion carried out in the year 2003-04 Company is eligible for 100% Income Tax exemption as per Sec. 80IC of Income Tax Act, 1961. However, provision for Minimum Alternate Tax has been made as per Sec. 115JB.
2. As per Sec. 80IC of Income Tax Act, 1961 there is no tax liability for ten years beginning from the financial year 2003-04. Hence, there is no deferred tax liability/asset.
3. Foreign exchange transactions:
  - a) Value of import:
 

|                               |   |            |                      |
|-------------------------------|---|------------|----------------------|
| i) Raw materials              | : | <b>NIL</b> | (P.Y. NIL)           |
| ii) Component and spare parts | : | <b>NIL</b> | (P.Y. ₹ 3,57,762.00) |
| iii) Capital goods            | : | <b>NIL</b> | (P.Y. NIL)           |
  - b) Expenditure in foreign currency
 

|   |   |            |                      |
|---|---|------------|----------------------|
| i) On account of royalty, know-how, professional and consultancy fee & interest | : | <b>NIL</b> | (P.Y. NIL)           |
| ii) Others  | : | <b>NIL</b> | (P.Y. ₹ 4,47,339.00) |
  - c) Value of imported raw materials, spares and component and percentage with indigenous of each with total consumption :
 **NIL** | (P.Y. NIL) |  - d) Dividends remitted in foreign currency :
  |  |  - i) No. of non-resident shareholders :
 **3** | (P.Y. 3) |  - ii) No. of shares held by them :
 **9,900** | (P.Y. 9,900) |  - iii) Amount of dividend paid :
 **₹ 3,100.00** | (P.Y. ₹ 3,100.00) |  - iv) Year to which dividend relates :
 **2013-13** | (2011-12) |  - e) Earning in foreign exchange
 

|  |   |                   |            |
|--|---|-------------------|------------|
| i) Export of goods calculated on FOB basis             | : | <b>NIL</b>        | (P.Y. NIL) |
| ii) Royalty, know-how, professional & consultation fee | : | <b>(P.Y. NIL)</b> |            |
| iii) Interest and dividend                             | : | <b>NIL</b>        | (P.Y. NIL) |
| iv) Other income, indicating the nature thereof        | : | <b>NIL</b>        | (P.Y. NIL) |
4. The figures related to previous year have been reclassified, wherever necessary.
5. Earning per share (EPS) - Basic & Diluted : **₹ 6.11** (P.Y. ₹ 5.60)
6. Contingent liabilities to the extent not provided for - Bank guarantees given by bank on behalf of the company : **₹ 97,17,586.00** (P.Y. ₹ 1,67,43,554.00).
7. Amount due and outstanding to be credited to Investor Education & Protection Fund: **NIL** (P.Y. NIL)
8. The value of contract outstanding on capital account at year end less advance is estimated at **₹ 22,00,000.00** (P.Y. ₹ 8,52,986.00)
9. The Company has only one reportable business or geographical segment as per Accounting Standard AS-17.
10. Revenue from sales of products and services:
 

|                               | <b>Current Year</b>    | Previous Year   |
|-------------------------------|------------------------|-----------------|
| A) Products                   |                        |                 |
| i) Oxygen gas                 | <b>8,08,31,356.00</b>  | 7,61,48,283.00  |
| ii) Nitrogen gas              | <b>4,16,00,790.00</b>  | 4,63,02,646.00  |
| iii) Dissolved Acetylene gas  | <b>3,45,21,474.00</b>  | 3,63,55,381.00  |
| iv) Nitrous oxide gas         | <b>1,37,70,867.00</b>  | 1,34,66,454.00  |
| v) Other gases                | <b>1,00,92,653.00</b>  | 89,98,951.00    |
|                               | <b>18,08,17,140.00</b> | 18,12,71,715.00 |
| B) Services                   |                        |                 |
| Freight collected             | <b>2,38,40,970.00</b>  | 1,97,24,582.00  |
| C) Other operating revenue    |                        |                 |
| i) Central excise duty refund | <b>65,51,472.00</b>    | 43,04,903.00    |
| ii) VAT remission             | <b>77,43,675.00</b>    | 75,13,510.00    |
| iii) Scrap sales              | <b>13,60,916.00</b>    | 9,01,654.00     |
| iv) Others                    | <b>40,95,686.00</b>    | 29,64,675.00    |
|                               | <b>1,97,51,749.00</b>  | 1,56,84,742.00  |
| Total revenue                 | <b>22,44,09,859.00</b> |                 |

## NOTES ON FINANCIAL STATEMENTS (Contd.)

|                           |                     |                      |
|---------------------------|---------------------|----------------------|
| 11. Payment to auditors : | <b>Current Year</b> | <b>Previous Year</b> |
| Statutory audit fee       | <b>24,719.00</b>    | 19,101.00            |
| Taxation matters          | <b>8,989.00</b>     | 5,618.00             |
| Company law matters       | <b>3,371.00</b>     | 2,809.00             |
| For management services   | <b>2,247.00</b>     | 2,247.00             |
| For other services        | <b>5,618.00</b>     | 1,686.00             |
| Total                     | <b>44,944.00</b>    | 31,461.00            |

12. Managerial remuneration to Managing Director during the year was ₹ 18,52,066.00

|                                    |                     |                      |
|------------------------------------|---------------------|----------------------|
|                                    | <b>Current Year</b> | <b>Previous Year</b> |
| Salary                             | <b>10,50,000.00</b> | 9,30,000.00          |
| House rent allowance/accommodation | <b>3,60,000.00</b>  | 3,60,000.00          |
| Contribution of PF                 | <b>1,26,000.00</b>  | 1,11,600.00          |
| Medical reimbursement              | <b>15,000.00</b>    | 15,000.00            |
| Education allowance                | -                   | 1,200.00             |
| Commission payable on profit       | <b>3,01,066.00</b>  | 2,75,730.00          |
| Total                              | <b>18,52,066.00</b> | 16,93,530.00         |

13. Related party disclosures :

a) List of related parties with whom the company has entered into transactions during the year in the ordinary course of business. (As per Accounting Standards AS-18)

| Party                          | Relation             |
|--------------------------------|----------------------|
| A) Assam Air Products (P) Ltd. | Common Directors     |
| B) Mrs. Anamika Chowdhary      | Director             |
| C) Mrs. Kalpana Barooah        | Relative of Director |

b) Related party transactions :

| Transactions                 | (A)         | (B)      | (C)      | Total       |
|------------------------------|-------------|----------|----------|-------------|
| Sales                        | 6,17,73,086 | -        | -        | 6,17,73,086 |
| House rent paid              | -           | 3,60,000 | 3,60,000 | 7,20,000    |
| Debit balance as on 31-03-13 | 32,96,025   | -        | -        | 32,96,025   |

## SIGNIFICANT ACCOUNTING POLICIES

### 14. SIGNIFICANT ACCOUNTING POLICIES :

- (a) **BASIS OF ACCOUNTING** : The financial statements have been prepared under the historical cost convention on an accrual basis of accounting in accordance with Generally Accepted Accounting Principles Accounting standards notified under Section 211(3C) of the Companies Act, 1956 and the relevant provisions thereof which continue to be applicable in respect of Section 133 of Companies Act, 2013 in terms of General Circular 15/2013 dated September 13, 2013 of the Ministry of Corporate Affairs.
- (b) **TANGIBLE FIXED ASSETS** : All fixed assets are recorded at cost of acquisition or construction, less accumulated depreciation. The cost of fixed assets includes taxes (other than those subsequently recoverable from tax authorities), duties, freight and other directly attributable cost related to the acquisition or construction of the respective assets. Profit or loss on disposal of tangible assets is recognized in the statement of profit and loss.
- (c) **INTANGIBLE ASSETS** : Intangible assets required separately are measured on initial recognition at cost and are carried at cost less accumulated depreciation/amortization.
- (d) **DEPRECIATION AND AMORTISATION** : Depreciation of fixed assets is provided on Straight Line Method at rates prescribed in Schedule XIV of the Companies Act, 1956.
- (e) **REVENUE RECOGNITION** : Revenue from sale of goods is recognized on transfer of ownership to the buyer. The amounts recognized as sale is gross of excise duty exclusive of sales Tax/VAT. Revenue from service is recognized on rendering of services to customers and is recognised net of service tax, as applicable. Interest income is recognized on the time proportion basis.
- (f) **FOREIGN CURRENCY TRANSACTIONS** : Transactions denominated in foreign currencies are recorded at the exchange rate prevailing on the date of the transaction.
- (g) **INVENTORIES** : Inventories are valued at cost or net realizable value, whichever is lower. The cost is ascertained on the basis of First-in-First out (FIFO) method.
- (h) **GRATUITY** : Gratuity liability to employees is made on the basis of actuarial valuation and deposited with Life Insurance Corporation under Group Gratuity Scheme for employees.
- (i) **LEAVE ENCASHMENT** : Leave encashment benefits payable to employees is recognized on the basis of actuarial valuation at the balance sheet date.
- (j) **PROVIDENT FUND** : Provident Fund and ESIC contributions are made to the respective regulatory authorities.
- (k) **DEFERRED TAX** : Deferred tax are recognized for the future tax consequences attributable to timing differences, which arise on account of difference between the accounting income and taxable income for the period.
- (l) **PROPOSED DIVIDEND** : Dividend recommended by the Board of directors is provided for in the accounts, pending approval at the Annual General Meeting.

Form No. SH-13

NOMINATION FORM

**[Pursuant to section 72 of the Companies Act, 2013 and rule 19 (1) of the Companies (Share Capital and Debentures) Rules 2014]**

To  
Premier Cryogenics Ltd.  
136, Maniram Dewan Road  
Chandmari, Guwahati - 781 003

I/We..... the holder(s) of the securities particulars of which are give hereunder wish to make nomination and do hereby nominate the following persons in whom shall vest, all the rights in respect of such securities in the event of my/our death.

(1) PARTICULARS OF THE SECURITIES (in respect of which nomination is being made)

| Nature of securities | Folio No. | No. of securities | Certificate No. | Distinctive No. |
|----------------------|-----------|-------------------|-----------------|-----------------|
|                      |           |                   |                 |                 |

(2) PARTICULARS OF NOMINEE/S -

- (a) Name :
- (b) Date of Birth :
- (c) Father's/Mother's/Spouse's name :
- (d) Occupation :
- (e) Nationality :
- (f) Address :
- (g) E-mail id :
- (h) Relationship with the security holder :

(3) IN CASE NOMINEE IS A MINOR-

- (a) Date of birth :
- (b) Date of attaining majority :
- (c) Name of guardian :
- (d) Address of guardian :

Name :

Address :

Name of the Security

Holder(s)

Signature

Witness with  
name and address



## **PREMIER CRYOGENICS LIMITED**

Regd. Office : 136, Maniram Dewan Road, Chandmari, Guwahati - 781 003  
Phone : (0361) 2660192, 2660193 Fax : 91 - 0361 - 2661787  
E-mail : info@premiercryogenics.com Website : www.premiercryogenics.com  
CIN : L24111AS1994PLC004051

### **ATTENDANCE SLIP**

*(To be handed over at the entrance of the venue of the Meeting)*  
(Annual General Meeting - 23<sup>rd</sup> September, 2014)

I hereby record my presence at the 20<sup>th</sup> Annual General Meeting of the Company held on Tuesday the 23<sup>rd</sup> September, 2014 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 .....

### **ELECTRONIC VOTING PARTICULARS**

| EVSN      | User ID                                       | Password |
|-----------|---|----------|
| 140814029 | Please refer to note no. 16 III in the Notice |          |

**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 : ....., or failing him

as my / our proxy to attend and vote (on a poll) for me/us on my/our behalf at the Twentieth Annual general meeting of the company, to be held on the 23rd day of September, 2014 at 10:30 a.m. at the registered office of the company at 136, Maniram Dewan Road, Chandmari, Guwahati - 781 003 and at any adjournment thereof in respect of such resolutions as are indicated below:

| Resolution No.   | For | Against |
|--|-----|---------|
| 1. Consider and adopt the Audited Financial statements, Report of the Board and Auditors for the year ended 31 <sup>st</sup> March'14.                             |     |         |
| 2. Declare dividend on equity shares   |     |         |
| 3. Re-appointment of Dr. Pranabananda Bharali as Director  |     |         |
| 4. Appointment of Auditors and fix their remuneration  |     |         |
| 5. Appointment of Mr. Swapan Kr. Handique as Independent Director  |     |         |
| 6. Appointment of Mr. Rajkamal Bhuyan as Independent Director  |     |         |
| 7. Appointment of Dr. Munindra Kakati as Independent Director  |     |         |
| 8. Approval of contract with M/s. Assam Air Products Pvt. Ltd., a related party within the meaning of Companies (Specification of definitions details) Rules, 2014 |     |         |

Signed this .....day of ....., 2014

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.