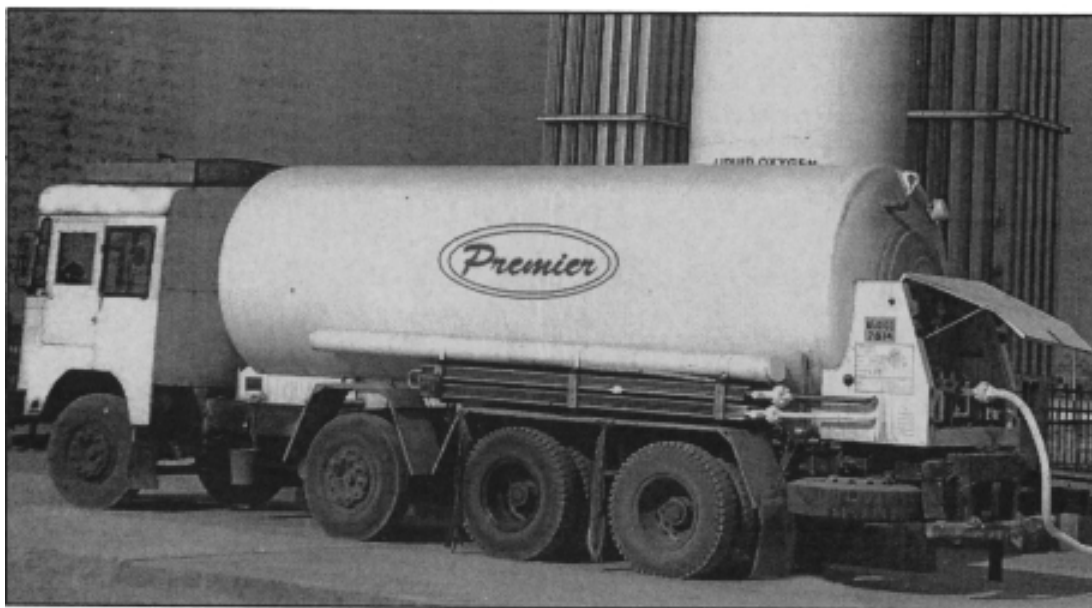
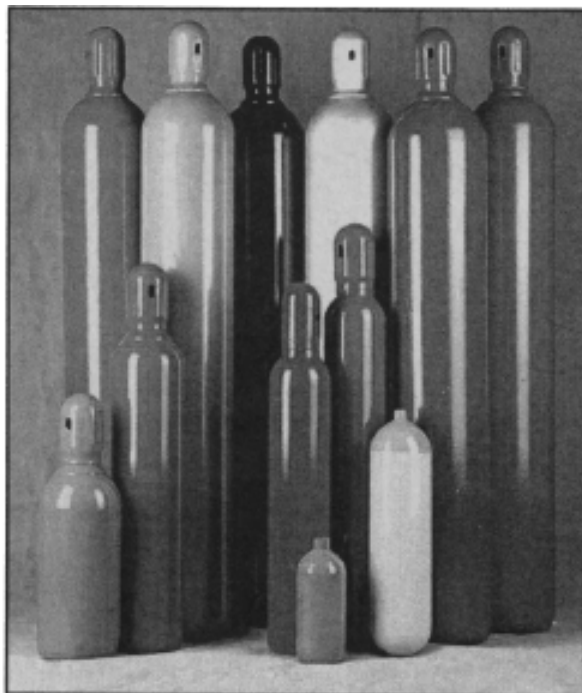


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*Premier*

## **PREMIER CRYOGENICS LIMITED**



**TWENTY-FIRST ANNUAL REPORT 2014-2015**

# PREMIER CRYOGENICS LIMITED

## **CORPORATE INFORMATION**

### **BOARD OF DIRECTORS**

as on 27th July, 2015

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

### **AUDIT COMMITTEE**

NITIN CH. BARUAH, Chairman  
RAJKAMAL BHUYAN, Member  
DR. MUNINDRA KAKATI, Member

### **NOMINATION & REMUNERATION COMMITTEE**

HARENDRA NATH DAS, IAS(Retd), Chairman  
SWAPAN KR HANDIQUE, Member  
RAJKAMAL BHUYAN, 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  
Website : www.premiercryogenics.com  
CIN : L24111AS1994PLC004051

### **FACTORY**

Lokhra Road  
Saukuchi  
Guwahati - 781 034

### **AUDITORS**

Messers U. GOSWAMI & ASSOCIATES  
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

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## NOTICE

**NOTICE** is hereby given that the Twenty-first Annual General Meeting of the Members of Premier Cryogenics Ltd. will be held on Monday the 28<sup>th</sup> September, 2015 at 10:30 A.M. at the Registered Office of the Company at Maniram Dewan Road, Chandmari, Guwahati-781003 to transact the following business :

### ORDINARY BUSINESS :

- 1) To receive, consider and adopt the Audited Balance Sheet of the Company as at 31<sup>st</sup> March, 2015, the Profit & Loss Account and Cash Flow Statement for the year ended on that date and the Reports of the Directors' and Auditors' thereon.
- 2) To declare Dividend on Equity Shares for the year ended 31<sup>st</sup> March, 2015.
- 3) To appoint a Director in place of Mr. Harendra Nath Das, IAS (Rtd.) (DIN : 03335231) who retires by rotation and being eligible offers himself for reappointment.
- 4) To appoint a Director in place of Mrs. Anamika Chowdhary (DIN : 00287195) who retires by rotation and being eligible offers herself for reappointment.
- 5) To ratify the appointment of M/s. U. Goswami & Associates, Chartered Accountants as Statutory Auditors of the Company and fix their remuneration for the financial year ending 31<sup>st</sup> March'16 and in this regard to consider and if thought fit, to pass, with or without modification, the following resolution as Ordinary Resolution :

"RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, the appointment of M/s. U. Goswami & Associates, Chartered Accountants (ICAI Firm Registration No. 326751E), as the Statutory Auditors of the Company be and is hereby ratified and that the Board of Directors of the Company be and is hereby authorized to fix the remuneration in consultation with the auditors for the financial year ending March 31, 2016."

### SPECIAL BUSINESS :

- 6) To consider and if thought fit, to pass, with or without modification, the following resolution as Ordinary Resolution:  
 "RESOLVED THAT in accordance with the provisions of Sections 196, 197 and other applicable provisions of the Companies Act, 2013, the Company's Articles of Association and any other applicable laws for the time being in force, the Company hereby approves the reappointment and terms of remuneration of Mr. Abhijit Barooah (DIN : 00287145) as Managing Director of the Company for a further period of five years with effect from 6<sup>th</sup> October, 2015 upon the terms and conditions set out in the draft Agreement submitted to this meeting and signed by a Director for the purpose of identification, which Agreement is hereby specifically sanctioned with liberty to the Board of Directors (hereinafter called 'the Board') to alter and vary the terms and conditions of the said reappointment and/or Agreement in such manner as may be agreed to between the Board and Mr. Abhijit Barooah".
- 7) To consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:  
 "RESOLVED THAT in supersession of the ordinary resolution passed by the Company at its Extraordinary General Meeting held on 28<sup>th</sup> February, 1995 and pursuant to the provisions of section 180(1)(a) and any other applicable provisions of the Companies Act, 2013, the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and the provisions of the Company's Articles of association, consent be and is hereby accorded to the Board of directors of the Company (hereinafter called "the Board") to exercise its powers including the powers conferred by this resolution and with the power to delegate such authority to any Committee or Director(s) or person(s) to mortgage and/or charge any of its movable and/or immovable properties wherever situated both present and future or to sell, lease or otherwise dispose off the whole or substantially the whole of the undertaking of the Company or where the Company owns more than one undertaking, of the whole or substantially the whole of any such undertaking(s) and to create a mortgage and/or charge, on such terms and conditions at such time(s) and in such form and manner, and with such ranking as to priority as the Board in its absolute discretion think fit on the whole or substantially the whole of the Company's any one or more undertakings or all of the undertakings of the Company in favour of any bank(s) or financial institution(s) or body(ies) corporate or person(s),

## NOTICE (Contd.)

whether shareholders of the company or not, together with interest, cost, charges and expenses thereon for amount not exceeding Rs. 50 Crore (Rupees Fifty crore) over and above the aggregate of the paid-up share capital and free reserves of the Company."

"RESOLVED FURTHER THAT the securities to be created by the Company aforesaid may rank prior/pari passu/ subservient with/to the mortgages and/or charges already created or to be created by the Company as may be agreed to by and between the concerned parties."

- 8) To consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT in supersession of the ordinary resolution passed by the Company at its Extraordinary General Meeting held on 28<sup>th</sup> February, 1995 and pursuant to the provisions of section 180(1)(c) and any other applicable provisions of the Companies Act, 2013, the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and the provisions of the Company's Articles of association, consent be and is hereby accorded to the Board of directors of the Company (hereinafter called "the Board") to exercise its powers including the powers conferred by this resolution and with the power to delegate such authority to any person(s) to borrow money in excess of the aggregate of the paid-up share capital and free reserves of the Company, provided that the total amount borrowed and outstanding at any point of time, apart from temporary loans obtained/ to be obtained from the Company's bankers in the ordinary course of business, shall not be in excess of Rs. 50 Crore (Rupees Fifty crore) over and above the aggregate of the paid-up share capital and free reserves of the Company."

For **PREMIER CRYOGENICS LTD.**

By Order of the Board

Date : 27<sup>th</sup> July, 2015

Place: Guwahati

Note :

ANJAN TALUKDAR  
COMPANY SECRETARY

- 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 22<sup>nd</sup> September, 2015 to Monday the 28<sup>th</sup> September, 2015 both days inclusive.
- 5) Dividend for the year ended 31st March, 2015, as recommended by the Board, if declared at the meeting, will be paid on or after 28<sup>th</sup> Sept., 2015 within the statutory period, to those Members whose names appear on the Company's Register of Members / Depositories as on 21<sup>st</sup> Sept, 2015. In respect of shares held in Electronic/demat form, the dividend will be paid as per details furnished by the Depositories for the purpose.
- 6) Pursuant to Sec. 125 of the Companies Act, 2013, the Company has transferred the amount of dividend remaining unpaid or unclaimed for a period of seven years to the Investor Education and Protection Fund (IEPF) of the Central Government. The unpaid/unclaimed dividend for the year 2007-08 will complete the statutory period of 7 years on 29<sup>th</sup> July, 2015 and the amount shall be due for transfer

## NOTICE (Contd.)

thereafter to the IEPF. Members who have not yet encashed their dividend for financial years 2007-08, 2008-09, 2009-10, 2010-11, 2011-12, 2012-13 and 2013-14 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 23<sup>rd</sup> Sept., 2014 (date of last AGM) is uploaded on the Company's website ([www.premiercryogenics.com](http://www.premiercryogenics.com)). The Company has also been uploading the details with the Ministry of Corporate Affairs every year.

- 7) The Company has been distributing dividend through National Electronic Clearing Services (NECS) to those members who have given their mandates and to members holding shares in electronic/demat form. Members not availing this facility for receiving dividend directly credited into their account may send their mandate along with the bank particulars to the Company or to the Registrar and Transfer Agent (RTA) of the Company M/s. Niche Technologies (P) Ltd. Members holding shares in dematerialized form are requested to furnish updated bank particulars with their concerned Depository Participant (DP).
- 8) As per the Green initiative announced by the Ministry of Corporate Affairs, Govt. of India and pursuant to Section 101 and Section 136 of the Companies Act, 2013, the Company 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, Mr. Harendra Nath Das, IAS (Rtd.) and Mrs. Anamika Chowdhary, Directors shall retire by rotation and are eligible for reappointment. Their information to be provided under the Corporate Governance Code is as below:

Mr. Harendra Nath Das, IAS (Rtd.) aged 78 years has been a Director of the Company since 17/12/2010. Mr. Das is an MA in Economics from University of Adelaide, Australia and LLB and joined IAS in 1960. He worked in several senior positions like Director, Ministry of Finance, Govt. of India; and in different capacities retiring as the Chief Secretary to the Govt. of Assam in the year 1995. He was also the Director General & Advisor of Assam Administrative Staff College, Chairman, AIDC, APL, Guwahati Tea Auction Centre, and Banking Ombudsman, RBI. With his rich experience, Mr. Das has been contributing towards the growth and development of the company. Presently, Mr. Das is the Chairman of the Company's Nomination and Remuneration Committee and is not holding any shares in the Company nor is a Director in any other Company.

## NOTICE (Contd.)

Mrs. Anamika Chowdhary aged 51 years is a promoter-Director of the Company. Mrs. Chowdhary is a B.A. in Economics and MBA and has vast experience in the business of Industrial Gases. Earlier, she served the Company as Wholtime Director for several years and looked after different functions including marketing; personnel and administration upto 31/03/2009 and has been a non-wholtime Director thereafter. With her wide experience in the Industrial Gases Industry, Mrs. Chowdhary has been contributing towards the growth and development of the Company over the years. Mrs. Chowdhary holds 285700 equity shares in the Company and is also a Director of Assam Air Products Pvt. Ltd., Superior Gas Products Pvt. Ltd. and Classic Technotrade Pvt. Ltd.

### 16. VOTING THROUGH ELECTRONIC MEANS

- I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by Central Depository Services (India) Limited (CDSL).
- II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

### III. The process and manner for remote e-voting are as under :

- (i) The remote e-voting period commences on 25th September, 2015 (9:00 am) and ends on 27<sup>th</sup> September, 2015 (5:00 pm). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 21<sup>st</sup> September, 2015, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- (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 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.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) 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.
- (vii) If you are a first time user follow the steps given below :

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li> <li>In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
DOB	Enter the Date of Birth as recorded in your demat account with the depository or in the company records for your folio in dd/mm/yyyy format

## NOTICE (Contd.)

Bank Account Number (DBD)	<p>Enter the Bank Account Number as recorded in your demat account with the depository or in the company records for your folio.</p> <ul style="list-style-type: none"> <li>● Please Enter the DOB or Bank Account Number in order to Login.</li> <li>● If both the details are not recorded with the depository or company then please enter the member-id / folio number in the Bank Account Number details field as mentioned in above instruction ( iv ).</li> </ul>
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(viii) After entering these details appropriately, click on "SUBMIT" tab.

(ix) 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.

(x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xi) Click on the EVSN for the relevant Company Name i.e. **PREMIER CRYOGENICS LTD.** on which you choose to vote.

(xii) 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.

(xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xiv) 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.

(xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

(xvii) 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.

(xviii) Note for Institutional Shareholders & Custodians :

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians 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 which 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.

(xix) 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. Institutional Members / Bodies Corporate (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote through e-mail at [chandancsp@rediffmail.com](mailto:chandancsp@rediffmail.com) with a copy marked to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) on or before 27<sup>th</sup> September, 2015, upto 5:00 pm without which the vote shall not be treated as valid.

## NOTICE (Contd.)

18. The shareholders shall have one vote per equity share held by them as on the cut-off date of 21<sup>st</sup> September, 2015. The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders.
19. Since the Company is required to provide members the facility to cast their vote by electronic means, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 21<sup>st</sup> September, 2015. and not casting their vote electronically, may only cast their vote at the Annual General Meeting.
20. Notice of the AGM along with attendance slip, proxy form along with the process, instructions and the manner of conducting e-voting is being sent electronically to all the members whose e-mail IDs are registered with the Company / Depository Participant(s). For members who request for a hard copy and for those who have not registered their email address, physical copies of the same are being sent through the permitted mode.
21. Investors who became members of the Company subsequent to the dispatch of the Notice / Email and holds the shares as on the cut-off date i.e. 21<sup>st</sup> September, 2015. are requested to send the written / email communication to the Company at [info@premiercryogenics.com](mailto:info@premiercryogenics.com) by mentioning their Folio No. / DP ID and Client ID to obtain the Login-ID and Password for e-voting.
22. Mr. Chandan Kr. Dowerah, Practicing Company Secretary (Certificate of Practice Number 785) has been appointed as the Scrutinizer to scrutinize the remote e-voting process and voting at the AGM in a fair and transparent manner. The Scrutinizer will submit, not later than 3 days of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman of the Company or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
23. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.premiercryo.com](http://www.premiercryo.com) and on the website of CDSL. The same will be communicated to the listed stock exchanges viz. The Calcutta Stock Exchange where shares are listed.

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

#### Item No. 6

Mr. Abhijit Barooah (DIN: 00287145) was appointed as Managing Director of the Company for a period of five years from 6<sup>th</sup> Oct, 2010. The Agreement for appointment was executed on 25<sup>th</sup> Sept, 2010 and the term of his office expires on 5<sup>th</sup> Oct, 2015. Mr. Barooah is a B.Tech (Chem Engg.), IIT Delhi and M.S. (Chem Engg.), USA and has over 30 years experience in the Industrial Gas industry including as the Managing Director of the Company and Assam Air Products Pvt. Ltd., and as Director in several other Companies. It has therefore, been considered desirable in the interest of the Company to continue his appointment as Managing Director of the Company. In view of the above, and as per the recommendation of the Nomination and remuneration Committee, it is proposed to offer Mr. Barooah reappointment for a further period of five years from 6<sup>th</sup> Oct, 2015 on the terms and conditions set out in the draft agreement.

The principal terms and conditions including the remuneration as contained in the draft Agreement between the Company and Mr. Abhijit Barooah are as follows:

- a) Salary : Rs. 1,20,000.00 per month in the scale of 1,20,000.00 - 15,000.00 - 1,80,000.00.
- b) Commission : At the rate of 1% of the net profit for each financial year or part thereof of the Company computed in the manner laid down in Section 197 of the Companies Act, 2013.
- c) Perquisites :
  - i) House Rent Allowance at the rate of 40% of salary per month or rent free furnished accommodation subject to a ceiling of 40% of the salary with service of personnel for maintenance and protection of property of the accommodation.
  - ii) The expenditure incurred on gas, electricity, water and furnishing shall be paid by the Company and shall be valued as per Income Tax Rules, 1962 and shall be subject to a ceiling of 10% of salary.
  - iii) Reimbursement of medical and hospitalization expenses incurred for self and family, subject to a ceiling of one month's salary in a year or three months salary over a period of three years.



## NOTICE (Contd.)

- iv) Leave Travel Concession for self and family once in a year in accordance with the Rules of the Company.
- v) Club Fees subject to a maximum of two clubs. This will not include Admission and Life Membership fees.
- vi) Personnel Accident Insurance premium which shall not exceed Rs. 15,000/- per annum.
- vii) Reimbursement of expense towards education of dependent children in accordance with Company Policy.
- viii) Reimbursement of expenses properly incurred in accordance with the Rules/Policies of the Company.
- ix) Contribution to Provident Fund and Superannuation Fund or Annuity Fund to the extent these are either singly or put together not taxable under Income Tax Act, 1961.
- x) Gratuity payable at a rate not exceeding half a month's salary for each completed year of service.
- xi) Encashment of unutilized leave as per Company policy.

Provided, however, that the overall remuneration payable to the Managing Director shall not exceed the maximum prescribed under the Companies Act, 2013.

d) Minimum Remuneration :

In the event of absence or inadequacy of profits in any financial year during the aforesaid period, the Managing Director will be entitled to the above Salary and Perquisites as minimum remuneration.

e) Provision of Car :

The Company will provide Car with driver to the Managing Director for use in the Company's business. However, use of car for private purpose shall be borne by him.

f) The terms and conditions of the appointment may be varied or enhanced from time to time by the Board as it may at its discretion deem fit within the maximum amount payable to Managing Director in accordance with Schedule V to the Companies Act, 2013 or any amendments made hereafter in this regard.

This may be treated as an abstract of the draft Agreement between the Company and Mr. Abhijit Barooah, pursuant to Section 190 of the Companies Act, 2013.

In compliance with the provisions of Companies Act, 2013, the above resolution in item No. 6 is placed before the Members for approval.

The draft Agreement between the Company and Mr. Barooah is available for inspection by the Members of the Company at its registered office on any working day during business hours.

None of the directors, key managerial personnel or their relatives, except Mr. Abhijit Barooah, and Mrs. Anamika Chowdhary are concerned or interested in the proposed resolutions.

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

### Item No. 7

The members of the Company at their Extraordinary General Meeting held on 28<sup>th</sup> February, 1995 approved by way of ordinary resolution under Section 293(1)(a) of the Companies Act, 1956, whereby the Company accorded consent to the Board of Directors for creating mortgage and/or charge on all the immovable and movable properties of the Company and to secure term loan upto Rs.5 Crore (Rupees Five Crore) only.

Pursuant to the provisions of section 180(1)(a) and other applicable provisions of the Companies Act, 2013, the Board of Directors can create mortgage or charge on the movable or immovable properties of the Company only with the consent of the Company accorded by special resolution. Further, the value of such security has to correspond with the amount of loans. The proposed resolution, therefore, seeks the approval of the members by way of special resolution for authorizing the Board to create mortgage and/or charge of its movable and/or immovable properties for amount not exceeding Rs. 50 Cr. (Rupees Fifty crore) over and above the aggregate of the paid-up share capital and free reserves of the company.

Considering the necessity as mentioned above, the proposed resolution has been placed under item No. 7 for approval of the members.

None of the Directors, key managerial personnel or their relatives is concerned or interested in the proposed resolution.

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

## ANNEXURE TO NOTICE

### Item No. 8

The members of the Company at their Extraordinary General Meeting held on 28<sup>th</sup> February, 1995 approved by way of ordinary resolution under Section 293(1)(d) of the Companies Act, 1956 borrowings over and above the aggregate of paid up share capital and free reserves of the Company provided that the total amount of such borrowings together with the moneys already borrowed and outstanding at any point of time shall not be in excess of Rs. 10 Crore (Rupees Ten Crore).

Pursuant to the provisions of section 180(1)(c) and other applicable provisions of the Companies Act, 2013, the power to borrow money in excess of the limits of the aggregate of paid-up share capital and free reserves of the Company can be exercised by the Board only with the consent of the company accorded by special resolution. The Company has been obtaining loans from financial institutions and banks from time to time to part-finance its on-going projects. The present borrowing, apart from temporary loans obtained from the Company's bankers in the ordinary course of business, is within the statutory limits of the aggregate of paid-up share capital and free reserves of the Company. With new loans envisaged for the proposed projects, the money to be borrowed, together with the money already borrowed by the company is likely to exceed the aforesaid statutory limit.

Accordingly, the proposed resolution seeks the approval of members by way of special resolution for authorizing the Board to borrow money not exceeding Rs. 50 Cr. (Rupees Fifty crore) over and above the aggregate of the paid-up share capital and free reserves of the company.

Considering the necessity as mentioned above, the proposed resolution has been placed under Item No. 8 for approval of the members.

None of the Directors, key managerial personnel or their relatives is 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

Date : 27<sup>th</sup> July, 2015  
Place : Guwahati

ANJAN TALUKDAR  
COMPANY SECRETARY

### ANNEXURE 'A' TO NOTICE

Details of Directors seeking appointment/reappointment at the Annual General Meeting to be held on 28<sup>th</sup> Sept. '2015 as required under Clause 49 of the Listing Agreement

Name of the Director	Mr. Harendra Nath Das, IAS(Rtd)	Mrs. Anamika Chowdhary
DIN	03335231	00287195
Father's Name	Late Lakshmi Ram Das	Late Bipul Ch. Barooah
Date of Birth	01/03/1937	28/07/1964
Nationality	Indian	Indian
Date of Appointment	17/12/2010	06/01/1994
Relationship between Directors inter-se	None	Sister of Mr. Abhijit Barooah, Managing Director
Qualification	MA (Economics) LLB, IAS	BA (Economics) MBA
Expertise	Wide experience in Economic and Administrative fields	Wide experience in Marketing, Personnel & Administration
Directorships held in other Companies as on 31 <sup>st</sup> March, 2015	None	1. Assam Air Products (P) Ltd. 2. Superior Gas Products (P) Ltd. 3. Classic Technotrade (P) Ltd.
Chairman/Member of the Committee of the Board as on 31 <sup>st</sup> March, 2015	1	2
Chairman/Member of Committee of other Companies as on 31 <sup>st</sup> March, 2015	-	-
Shareholding in the Company	-	285700 equity shares

## DIRECTORS' REPORT

### DEAR MEMBERS,

We have the pleasure in presenting the Twenty-first Annual Report and the audited Statement of Accounts of the Company for the year ended 31<sup>st</sup> March, 2015.

### FINANCIAL HIGHLIGHTS

The financial results for 2013-2014 are summarized as below :

	2014-2015	2013-2014
	( All figures in ₹ Lacs )	
Total revenue	2546	2206
Profit before finance cost, depreciation & amortization	667	617
Finance cost	35	48
Depreciation & amortization	212	193
Profit before taxes	420	376
Tax expenses	57	75
Profit for the period	363	301

### OPERATIONAL PERFORMANCE

During the year under review, the overall operations of the Company were satisfactory. The Oxygen/Nitrogen unit recorded production of 83.83 lacs cubic metre (cum) which was up by about 4% compared to 80.91 lac cum of the previous year and the plant capacity utilization was 75%. While demand for Nitrogen was about 9% higher, Medical oxygen demand dropped by about 15% due to the loss of a major customer. But this was compensated by the growth in demand for Liquid Oxygen by about 8% mainly from the Oxygen compressing units across the N.E. region. Demand for Industrial Oxygen was about 2% higher compared to the previous year mainly due to lower activity in the cement and steel sectors of the N.E. region. Production of Dissolved Acetylene was 1.60 lac cum which fell by about 10% from 1.78 lac cum of the previous year and capacity utilization was 85%. Nitrous Oxide production was 0.70 lac cum which was up by 4% compared to previous year recording capacity utilization of 122%. Sale of Carbon Dioxide was 3.05 lac kg, which dropped by 25% compared to 4.07 lac kg of the previous year. In spite of a competitive market, the Company could bag orders from all major industrial gas buyers of the region. With a stable economic environment and increase in industrial activities, the company expects to improve its level of performance and achieve sustainable growth progressively in the coming years.

### FINANCIAL PERFORMANCE

During the year 2014-15, the Company's revenue from operations (net of excise duty) was ₹ 2476 lacs which recorded growth by 17% compared to ₹ 2122 lac of the previous year. Profit before finance cost, depreciation and amortisation was ₹ 667 lac and net profit after tax was ₹ 363 lac which was up by 20% over the previous year. The increase in turnover and profitability was mainly due to better demand for Nitrogen, Liquid Oxygen, Industrial Oxygen and Nitrous Oxide and ability to increase the unit prices of some of the products in spite of a competitive market and increase in expenses on certain major items like power cost due to hike in power tariff and distribution expenses due to distant sales. It is expected that with a stable economic condition and better industrial climate, the Company's overall financial performance and rate of growth will improve further 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 ₹ 814 lac from NEDFi including a new term loan of Rs. 264 lac taken during the year. The Company is availing working capital facilities of cash credit of ₹ 250 lac from SBI.

There are no material changes and commitments affecting the financial position of the Company from the end of the financial year to the date of this report.

## DIRECTORS' REPORT (Contd.)

### STATE OF AFFAIRS OF THE COMPANY

During the year under report, the Company was engaged in the business of manufacturing and supply of industrial gases. The Company is carrying out expansion of its Dissolved Acetylene unit at Guwahati in Assam as proposed earlier. Supplies were satisfactorily made to the clients mostly from the core sector oil & gas, hospitals and other health care units, food and beverage industries and in the infrastructure sector among others mainly within the N E Region and nearby states. The primary products of the Company Oxygen and Nitrogen contributed about 26% and 27% respectively of the total turnover while contributions from the other items like dissolved acetylene, nitrous oxide and carbon dioxide in the aggregate were around 47% of the total turnover of the Company during the year.

There has been no change in the nature of business of the Company during the year under report.

### FUTURE PLANS & PROSPECTS

The Company projects a trend of growth in demand for industrial, medical and other specialty gases in the near future. To tap the potential markets and meet the future growth in demand, it proposes to set up a new Oxygen/Nitrogen unit at Samaguri in Assam. Site selection and land acquisition has already been completed. The other project implementation works have been initiated and the unit is expected to be commissioned by end 2016. As per the long-term projections, the Company envisages to set-up industrial gas plants both within the N E region and beyond. In this direction, the Company had initiated land acquisition in Assam, West Bengal and Bihar. It is expected that with implementation of the proposed projects and better market conditions, the Company will be able to increasing its scale of operation and attain sustainable growth and development in the years to come.

### 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 2014-2015.

### TRANSFER TO INVESTOR EDUCATION & PROTECTION FUND

During the year under report, the Company transferred the amount of dividend lying unpaid or unclaimed for a period of seven years to the Investor Education & Protection Fund (IEPF).

### TRANSFER TO RESERVES

The Company proposes to transfer ₹ 100.00 lac to the General Reserve out of amount available for appropriation and an amount of ₹ 203.60 lac is proposed to be retained in the Statement of Profit and Loss.

### PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS

The Company has not given any loan, guarantee or provided any security in connection with a loan to any person or other body corporate. No investments were made during the year. Advances/security deposits were given for capital goods and to suppliers, staff, and Govt. depts. in the ordinary course of business.

During the year, the Company obtained a term loan of ₹ 264 Lacs from North Eastern Development Financial Corporation Ltd. (NEDFi) for expansion of its Dissolved Acetylene gas manufacturing unit at Guwahati in Assam. The Company continues to avail the cash credit facility from SBI.

### ISSUE OF SHARES

During the year, the Company did not make any issue of shares. As on 31<sup>st</sup> March, 2015, the issued, subscribed and paid-up share capital of the Company was ₹ 492 lacs comprising 49,23,900 equity shares of ₹ 10/- each. The shares continued to be listed on the Calcutta Stock Exchange. Listing fees have been paid to the Stock Exchange for the year 2015-16. The Company has the arrangements with NSDL and CDSL to provide the facility to shareholders for dematerialization of their shares in the Company.

## DIRECTORS' REPORT (Contd.)

### DEPOSITS

The Company has not accepted deposits in terms of Section 73 of the Companies Act, 2013 read with Companies (Acceptance of Deposit) Rules, 2014

### HOLDING, SUBSIDIARY & ASSOCIATE COMPANIES

The Company does not have any holding, subsidiary, associate or joint venture 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. The contract is being continued in accordance with the provisions of Section 188 of the Companies Act, 2013, with the approval of the members at the Annual General Meeting held on 23/09/2014. Pursuant to Section 134(3)(h) of the Companies Act, 2013 and Rule 8(2) of the Companies (Accounts) Rules, 2014, particulars of the contract in prescribed Form AOC-2 is given in Annexure - I to this report.

### SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS

During the year under review, no significant and material orders were passed by the regulators or courts or tribunals impacting the going concern status and company's operations.

### INTERNAL FINANCIAL CONTROLS

The internal financial controls of the Company with reference to the financial statements are adequate, commensurate with the size and nature of business of the Company.

### DIRECTORS

The Board of Directors of the Company consists of nine directors including three independent directors and one Nominee Director.

During the year under report, Mr. Swapan Kumar Handique, Mr. Rajkamal Bhuyan and Dr. Munindra Kakati were appointed as independent directors of the Company and they have given declaration that they meet the criteria of independence as per the provisions of Section 149 of the Companies Act, 2013. Mrs. Geetimala Baishya was appointed as Nominee Director by Assam Industrial Development Corporation Ltd., in place of Mrs. Sabita Tamuli.

Mr. Harendra Nath Das, IAS(Retd.) and Mrs Anamika Chowdhary, Directors will retire by rotation at the forthcoming Annual General Meeting and are eligible for reappointment as per the provisions of the Act. In terms of the code of Corporate Governance, details of Directors seeking appointment/reappointment are set out in the notice convening the AGM.

In terms of the provisions of Sec.203 of the Companies Act, 2013, Mr. Abhijit Barooah, Managing Director and Mr. Anjan Talukdar, Company Secretary were appointed as Key Managerial Personnel of the Company. Mr. Prithwish Chandra Mazumdar, Head (Finance & Accounts) has been appointed as Chief Financial Officer and as a Key Managerial Personnel of the Company.

The Company has adopted a Nomination and Remuneration Policy pursuant to the provisions of Section 178 of the Companies Act, 2013. The same has been given in Annexure - II to this report.

## DIRECTORS' REPORT (Contd.)

### DETAILS OF BOARD & COMMITTEE MEETINGS

During the year, five Board meetings were held, details of which are given below :

Date of the meeting	No. of Directors attended the meeting
26/04/2014	6
30/07/2014	7
29/10/2014	8
31/01/2015	8
30/03/2015	6

Details of Committee meetings held during the year are given below :

Audit Committee		Nomination & Remuneration Committee		Stakeholders Relationship Committee		Share Transfer Committee	
Date of the meeting	No. of Directors* attended the meeting	Date of the meeting	No. of Directors* attended the meeting	Date of the meeting	No. of Directors* attended the meeting	Date of the meeting	No. of Directors* attended the meeting
26/04/2014	4	18/07/2014	4	08/07/2014	3	25/08/2014	3
30/07/2014	4			18/10/2014	3		
29/10/2014	4			17/01/2015	3		
31/01/2015	4			31/03/2015	3		

\* The Audit Committee and Nomination and Remuneration Committee meetings were also attended by one Director as an invitee.

A detail note on the Board and its Committees is provided in the Corporate Governance report section of this Annual Report.

### ANNUAL EVALUATION OF BOARD, COMMITTEES & INDEPENDENT DIRECTORS

The Company has initiated a process for formal annual evaluation to be carried out by the Board of its own performance and that of its Committees and individual directors.

### DIRECTOR'S RESPONSIBILITY STATEMENT

Pursuant to the provisions of Section 134 (1) (c) read with Sec.134 (5) of the Companies Act, 2013, we hereby confirm and state that -

- in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- the directors had selected such accounting policies and applied them consistently and made judgments 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 and loss of the Company for that period;
- the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- the directors had prepared the annual accounts on a going concern basis;
- the directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively; and
- the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

## DIRECTORS' REPORT (Contd.)

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

#### (A) Conservation of energy -

(i)	the steps taken or impact on conservation of energy	3MM thick SS product pipe line was replaced with 1MM thick copper pipe line. This has minimized product loss due lower cold loss for cooling of pipe. Since Copper is better conductor of heat than SS, reduction in loss was observed around 10 cum/hr.
(ii)	the steps taken by the company for utilizing alternate sources of energy	Nil
(iii)	the capital investment on energy conservation equipments	Rupees One Lakh Forty Thousand only.

#### (B) Technology absorption -

(i)	the efforts made towards technology absorption	Imported P.T.F.E. Piston Rings for Oxygen Compressor have been substituted by locally developed rings.
(ii)	the benefits derived like product improvement, cost reduction, product development or import substitution	Cost reduction & easy availability.
(iii)	in case of imported technology (imported during the last three years reckoned from the beginning of the financial year) -	NA
	(a) the details of technology imported	
	(b) the year of import	
	(c) whether the technology been fully absorbed	
	(d) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof; and	
(iv)	the expenditure incurred on Research and Development.	Nil

#### (C) Foreign exchange earnings and Outgo -

The Foreign Exchange earned during the year was Nil and the Foreign Exchange outgo was Rs.3,100/- only towards dividend remittance during the year.

### STATUTORY AUDITORS, THEIR REPORTS AND NOTES TO FINANCIAL STATEMENTS

The Auditors of the Company M/s U. Goswami & Associates, Chartered Accountants were appointed for a period of 5 (five) consecutive years at the last Annual General Meeting held on 23/09/2014. As per the provisions of Section 139 of the Companies Act, 2013, ratification of appointment of Statutory Auditors is being sought from the members of the Company at the ensuing AGM.

Further, the report of the Statutory Auditors alongwith notes to Schedules is enclosed to this report. The observations made in the Auditors' Report are without any qualifications and are self-explanatory and, therefore, do not require any further comments.

### COST AUDIT

As per the provisions of Section 148 of the Companies Act, 2013 read with the Cost Audit Order, Cost Audit is not applicable to the Company.

### SECRETARIAL AUDIT

Pursuant to the provisions of Section 204 of the Companies Act, 2013, the Secretarial Audit Report of the Company for the year 2014-15 is given as Annexure - III to this report. The observations made in the Report are self-explanatory and are without any qualifications and therefore, do not require any further comments.

## DIRECTORS' REPORT (Contd.)

### EXTRACT OF ANNUAL RETURN

Pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014, extract of Annual Return in Form MGT-9 is given in Annexure - IV to this report.

### 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.

In accordance with the provisions of the listing agreement and the applicable provisions of the Companies Act, 2013 and rules thereunder, a report on Whistle blower policy, Report on risk management and Vigil mechanism established by the Company is made a part of the report. Further, pursuant to Clause 8 and 9 of the SEBI (Prohibition of Insider Trading) Regulations, 2015, a Code of fair disclosure and conduct is also made a part of this report.

### CORPORATE SOCIAL RESPONSIBILITY

In terms of the provisions of Section 135 of the Companies Act, 2013 read with Rule 9 of the Companies (Accounts) Rules, 2014, the provisions relating to Corporate Social Responsibility are not applicable to the Company.

### HUMAN RESOURCE

The Company places special importance in its human resource development and continuously put its efforts to improve its HR policies and practices. Special emphasis is given on selection and development of its human capital focusing on their skills and talents. Performances are reviewed and training programmes are arranged regularly. Relationships with employees were cordial throughout the year.

Pursuant to the provisions of Section 22 of the Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013, no sexual harassment complaints were received by the Company during the year 2014-15.

### PARTICULARS OF EMPLOYEES

During the year under review, there were no employee in the category specified under Section 197 of the Companies Act, 2013 read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. The information as per Rule 5(1) of the said Rules are given in Annexure - V of 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 : 27-07-2015

Place : Guwahati

DR. PRANABANANDA BHARALI  
CHAIRMAN



## ANNEXURES TO DIRECTORS' REPORT

### ANNEXURE - I 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 was approved by the shareholders in the 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 was passed by the shareholders at the Annual General Meeting held 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 - II TO DIRECTOR'S REPORT

#### **Nomination and Remuneration Policy**

##### **1. Preamble**

Pursuant to Section 178 of the Companies Act, 2013, applicable rules thereunder and Clause 49 of the Listing Agreement, the Nomination and Remuneration Committee of the Company has formulated this policy relating to appointment, remuneration, retirement and removal of Director(s), Key Managerial Personnel and Senior Management personnel of the Company.

##### **2. Definitions**

- (1) "Act" means the Companies Act, 2013 and Rules framed thereunder, as amended from time to time.
- (2) "Board" means the Board of Directors of the Company.
- (3) "Committee" means the Nomination and Remuneration Committee of the Company as constituted or reconstituted by the Board in accordance with the provisions of the Companies Act, 2013 and the listing agreement.
- (4) "Director" means a director appointed to the Board of the Company.
- (5) "Independent Director" means a director referred to in Section 149(6) of the Companies Act, 2013 and rules.
- (6) "Key Managerial Personnel" or "KMP" means
  - (i) Managing Director or Chief Executive Officer or Manager and in their absence, a Whole-time Director;
  - (ii) Company Secretary;
  - (iii) Chief Financial Officer; and
  - (iv) such other officer as may be prescribed.
- (7) "Senior Management" means personnel of the Company who are members of its core management team excluding Board of Directors comprising all members of management one level below the executive directors, including the functional heads.

Note : Words and expressions used in this policy and not defined herein but defined in the Companies Act, 2013 and Listing agreement shall, unless the context otherwise requires, have the meaning respectively assigned to them therein.

##### **3. Policy on Board Diversity**

The Company's Board of Directors shall have optimum combination of Directors including one woman Director from different areas/fields like Production, Management, Quality Assurance, Finance, Sales & Marketing, Supply Chain, Research & Development, Human Resource, etc. as may be considered appropriate.

The Board shall have at least one Board member who has accounting or related financial management expertise and at least three members who are financially literate.

##### **4. Policy for Appointment, Remuneration, etc. of directors and KMPs**

###### **4(1) Appointment criteria and qualifications**

- (a) The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director or KMP and recommend to the Board his/her appointment.
- (b) A person should possess adequate qualification, expertise and experience for the position he/she is considered for appointment. The Committee has the discretion to decide whether the qualification, expertise and experience possessed by a person is sufficient/satisfactory for the concerned position.
- (c) The Company shall not appoint or continue the employment of any person as Managing / Whole-time Director who has attained the age of 70 (seventy) years. Provided that the term of the person holding this position may be extended beyond the age of 70 (seventy) years with the approval of shareholders by passing a special resolution based on the explanatory statement annexed to the notice for such motion indicating the justification for extension of appointment beyond 70 (seventy) years.

###### **4(2) Term/Tenure**

###### **(a) Managing Director/Whole-time Director :**

The Company shall appoint or re-appoint any person as its Managing/Whole-time Director for a term not exceeding 5 (five) years at a time. No reappointment shall be made earlier than 1(one) year before the expiry of term.

###### **(b) Independent Director :**

An Independent Director shall hold office for a term upto 5 (five) consecutive years on the Board of the Company and will be eligible for reappointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report. The performance evaluation of independent directors shall be done by the entire Board of Directors (excluding the directors being evaluated). On the basis of the report of

## ANNEXURES TO DIRECTORS' REPORT (Contd.)

performance evaluation, it shall be determined whether to extend or continue the term of appointment of the independent director.

No independent director shall hold office for more than two consecutive terms, but such independent directors shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director. Provided that, an Independent Director shall not, during the said period of three years, be appointed in or be associated with the company in any other capacity, either directly or indirectly.

At the time of appointment of Independent Director it should be ensured that number of Boards on which such Independent Director serves is restricted to seven listed companies as an Independent Director and three listed companies as an Independent Director in case such person is serving as a Whole-time Director of a listed Company or such other number as may be prescribed under the Act.

### 4(3) Removal

The Committee may recommend to the Board, with reasons recorded in writing, removal of a Director or KMP subject to the provisions and compliance of the Act.

### 4(4) Retirement

The KMPs who are not Directors shall retire as per the prevailing policy of the Company. The Board will have the discretion to retain the KMP in the same position remuneration or otherwise even after attaining the retirement age, for the benefit of the Company, on the recommendation of Managing Director.

### 4(5) Remuneration

The Committee will recommend the remuneration to be paid to the Managing Director, Whole-time Director or KMP to the Board for their approval as per the provisions of the Act / Policy of the Company. The level and composition of remuneration so determined by the Committee shall be reasonable and sufficient to attract, retain and motivate directors or KMPs of the quality required to run the Company successfully. The relationship of remuneration to performance should be clear and meet appropriate performance benchmarks. The remuneration should also involve a balance between fixed and variable pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals.

## 5. Policy for Appointment, Remuneration, etc of Senior Management Personnel

### 5 (1) Appointment criteria and qualifications

- (a) The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment at Senior Management level and recommend to the Board his / her appointment.
- (b) A person should possess adequate qualification, functional expertise and experience for the position he/she is considered for appointment. The Committee has the discretion to decide whether the qualification, expertise and experience possessed by a person is sufficient/ satisfactory for the concerned position.

### 5 (2) Retirement and Removal

The Senior Management Personnel shall retire as per the prevailing policy of the Company. The Committee will have the discretion to retain the Senior Management Personnel in the same position/ remuneration or otherwise even after attaining the retirement age, for the benefit of the Company based on the recommendation of Managing Director.

The Senior Management Personnel shall be removed after taking appropriate disciplinary action due to any breach of code of conduct / ethics and/or any misconduct during the service.

### 5 (3) Remuneration

The committee will recommend the remuneration to be paid to the Senior Management Personnel to the Board for their approval. The level and composition of remuneration so determined by the Committee shall be reasonable and sufficient to attract, retain and motivate Senior Management of the quality required to run the Company successfully. The same should be reviewed periodically to make any adjustment based on the market.

The remuneration of such persons shall be in accordance with performance criteria defined for the role through performance management system to achieve the Company's goal. The remuneration should be a balance of fixed and incentive pay which will be determined by fixed pay components and Executive Incentive Scheme applicable to their level.

## 6. Review of Policy

This policy shall be reviewed by the Nomination and Remuneration Committee from time to time depending upon any change in applicable laws or according to the requirements of the Company. Any proposed change or modification in the policy shall be recommended by the Committee to the Board for approval.

## ANNEXURES TO DIRECTORS' REPORT (Contd.)

### ANNEXURE - III TO DIRECTOR'S REPORT

Form No. MR-3

#### SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31<sup>st</sup> March, 2015

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,  
The Members,  
Premier Cryogenics Limited  
Maniram Dewan Road  
Chandmari, Guwahati-781003.

I/We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Premier Cryogenics Limited (name of the company) (hereinafter called "the company"). Secretarial Audit was conducted in a manner that provided me/us a reasonable basis for evaluating the corporate conducts/ statutory compliances and expressing my opinion thereon.

Based on my/our verification of the Premier Cryogenics Limited (name of the company's) books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I/We hereby report that in my/our opinion, the company has, during the audit period covering the financial year ended on 31<sup>st</sup> March , 2015 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter :

I/we have examined the books, papers, minute books, forms and returns filed and other records maintained by Premier Cryogenics Limited ("the Company") for the financial year ended on 31<sup>st</sup> March , 2015 according to the provisions of :

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; [There were no Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings.]
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
  - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; [The company has not made any Employee Stock Option/purchase Scheme.]
  - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; [The company has not issued any Debt Securities.]

## ANNEXURES TO DIRECTORS' REPORT (Contd.)

- (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; [The company is not providing the services of Registrars and Share Transfer Agents.]
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; [The company did not apply for delisting.] and
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; [The company did not arrange for buy back of securities.]
- (vi) Other laws specifically applicable to the company: Factories Act, Explosives Act, Pollution Control Acts, Industries Development & Regulation Act, Standing Orders Act, Standards of Weights & Measures Act and Assam Electricity law (in respect of compliance by Department of Production and Projects); Shops & Establishments Act, Employees State Insurance Act, Gratuity and Payment of Bonus Acts, Provident Fund & Misc. Provisions Act, Minimum Wages and Payment of Wages Acts, Employment Exchange Compulsory Notification of Vacancies Act, Motor Vehicles Act and Factories Act (in respect of compliance by Personnel & Administrative Deptt.); Accounting Rules & Standards, Income Tax Act, Central Excise Act, Service Tax, Central Sales Tax Act, Assam Value Added Tax Act and Banking & Negotiable Instruments Acts (in respect of compliance by Accounts Deptt.); Companies Act, Securities Contract Regulation Act, Securities & Exchange Board of India Act, Foreign Exchange Management Act, Industries Dev. & Regulation Act, Transfer of Property Act and Indian Contract Act (in respect of compliance by Secretarial & Corporate Affairs Deptt.)- as per compliance reports given by the concerned departments.

I/we have also examined compliance with the applicable clauses of the following :

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India (new Secretarial Standards are effective from 1<sup>st</sup> July, 2015 and hence not applicable for the financial year 2014-15).
- (ii) The Listing Agreement entered into by the Company with Calcutta Stock Exchange;

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observations:

It is suggested that the company do look into the disclosure requirement in the website of the company, as may be applicable from time to time.

I/we further report that :

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

I/we further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

Place : Guwahati  
Date : 27-07-2015

(Chandan Kr Dowerah)  
Company Secretary in Practice  
ACS/FCS No. : FCS1824  
C P No. : 785

## ANNEXURES TO DIRECTORS' REPORT (Contd.)

### ANNEXURE - IV TO DIRECTOR'S REPORT

Form No. MGT-9

#### EXTRACT OF ANNUAL RETURN

as on the financial year ended on 31<sup>st</sup> March, 2015

[Pursuant to Section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

#### I. REGISTRATION AND OTHER DETAILS :

- i) CIN :- L24111AS1994PLC004051
- ii) Registration Date : 06/01/1994
- iii) Name of the Company : PREMIER CRYOGENICS LIMITED
- iv) Category / Sub - Category of the Company  
 Category : Public company  
 Sub-Category : Limited by shares, Company having share capital
- v) Address of the Registered office and contact details  
 Address of the Registered office : Maniram Dewan Road  
 Chandmari  
 Guwahati, Assam  
 Pin - 781 003 India  
 Contact details : Telephone : 0361 2660192  
 Fax Number : 0361 2661787  
 Email Address : info@premiercryogenics.com  
 Website, if any : www.premiercryogenics.com
- vi) Whether listed company Yes
- vii) Name, Address and Contact details of Registrar and Transfer Agent, if any:  
 Niche Technologies (P) Ltd.  
 D-511, Bagree Market,  
 71 B.R.B.B. Road, Kolkata - 700 001  
 Contact details : Telephone : 033 22357270/71  
 Fax Number : 033 22156823  
 Email Address : nichetechpl@nichetechpl.com  
 Website, if any : www.nichetechpl.com

#### II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10 % or more of the total turnover of the company shall be stated :-

Sl. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
1.	Nitrogen	20111	27.26
2.	Oxygen	20111	26.38
3.	Dissolved Acetylene	20111	11.81
4.	Transport	49231	14.04

## ANNEXURES TO DIRECTORS' REPORT (Contd.)

### III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES -

S. NO	NAME AND ADDRESS OF THE COMPANY	CIN/GLN	HOLDING/ SUBSIDIARY/ ASSOCIATE	% of shares held	Applicable Section
1.	-----	-----	-- NIL-----	-----	-----
2.					

### IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

#### (i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Share	Demat	Physical	Total	% of Total Share	
<b>A. Promoters</b>									
(1) <b>Indian</b>									
(a) Individual/HUF	1900400	221400	2121800	43.092	1900400	221400	2121800	43.092	-
(b) Central Govt									
(c) State Govt (s)									
(d) Bodies Corp.	1528600	-	1528600	31.044	1528600	-	1528600	31.044	-
(e) Banks / FI									
(f) Any Other....									
<b>Sub-total (A) (1):-</b>	3429000	221400	3650400	74.136	3429000	221400	3650400	74.136	-
(2) <b>Foreign</b>									
(a) NRIs - Individuals	-	9900	9900	0.201	-	9900	9900	0.201	-
(b) Other - Individuals									
(c) Bodies Corp.									
(d) Banks / FI									
(e) Any Other....									
<b>Sub-total (A) (2):-</b>	-	9900	9900	0.201	-	9900	9900	0.201	-
<b>Total shareholding of Promoter (A) = (A)(1)+(A)(2)</b>	3429000	231300	3660300	74.337	3429000	231300	3660300	74.337	-
<b>B. Public Shareholding</b>									
<b>1. Institutions</b>									
(a) Mutual Funds									
(b) Banks / FI	200000	-	200000	4.062	200000	-	200000	4.062	-
(c) Central Govt	-	-	-	-	-	-	-	-	-
(d) State Govt(s)	-	350000	350000	7.108	-	350000	350000	7.108	-
(e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
(f) Insurance Companies	-	-	-	-	-	-	-	-	-
(g) FIs	-	-	-	-	-	-	-	-	-
(h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
(i) Others (specify)	-	-	-	-	-	-	-	-	-
<b>Sub-total (B)(1):-</b>	200000	350000	550000	11.170	200000	350000	550000	11.170	-
<b>2. Non-Institutions</b>									
(a) Bodies Corp.									
(i) Indian	50000	9000	59000	1.198	52000	9000	61000	1.239	0.041
(ii) Overseas	-	-	-	-	-	-	-	-	-
(b) Individuals	-	-	-	-	-	-	-	-	-
(i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	28800	372700	401500	8.154	29300	370200	399500	8.113	-0.041
(ii) Individual									

## ANNEXURES TO DIRECTORS' REPORT (Contd.)

shareholders holding nominal share capital in excess of Rs. 1 lakh	169700	83400	253100	5.140	169700	83400	253100	5.140	-
(c) Others (specify)	-	-	-	-	-	-	-	-	-
<b>Sub-total (B)(2):-</b>	<b>248500</b>	<b>465100</b>	<b>713600</b>	<b>14.493</b>	<b>251000</b>	<b>462600</b>	<b>713600</b>	<b>14.493</b>	<b>-</b>
Total Public Shareholding (B)-(B)(1)+(B)(2)	448500	815100	1263600	25.663	451000	812600	1263600	25.663	-
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	-	-	-	-	-	-	-	-	-
<b>Grand Total (A+B+C)</b>	<b>3877500</b>	<b>1046400</b>	<b>4923900</b>	<b>100.000</b>	<b>3880000</b>	<b>1043900</b>	<b>4923900</b>	<b>100.000</b>	<b>-</b>

### (ii) Shareholding of Promoters

Sl No.	Shareholder's Name	Shareholding at the beginning of the year			Share holding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1.	ABHIJIT BAROOAH	1586600	32.222	0.00	1586600	32.222	0.00	0.00
2.	ANAMIKA CHOWDHARY	285700	5.802	0.00	285700	5.802	0.00	0.00
3.	ARUNJYOTI BORA	1000	0.020	0.00	1000	0.020	0.00	0.00
4.	ASSAM AIR PRODUCTS PVT. LTD.	78600	1.596	0.00	78600	1.596	0.00	0.00
5.	BUDDHINDRA NATH GOGOI	39000	0.792	0.00	39000	0.792	0.00	0.00
6.	DEEPANKAR MEDHI	3700	0.075	0.00	3700	0.075	0.00	0.00
7.	DERBY COMMODITIES PVT. LTD.	1450000	29.448	0.00	1450000	29.448	0.00	0.00
8.	GITA BHARALI	600	0.012	0.00	600	0.012	0.00	0.00
9.	KALPANA BAROOAH	202900	4.121	0.00	202900	4.121	0.00	0.00
10.	PRADIP CHANDRA DUTTA	500	0.010	0.00	500	0.010	0.00	0.00
11.	PRANAB BHUYAN	4000	0.081	0.00	4000	0.081	0.00	0.00
12.	PRITHWISH CH. MAZUMDAR	1500	0.030	0.00	1500	0.030	0.00	0.00
13.	SAMAR GOGOI	3100	0.063	0.00	3100	0.063	0.00	0.00
14.	SYEDA JEBEEN SABIRA SHAH	3100	0.063	0.00	3100	0.063	0.00	0.00
	<b>TOTAL</b>	<b>3660300</b>	<b>74.337</b>	<b>0.00</b>	<b>3660300</b>	<b>74.337</b>	<b>0.00</b>	<b>0.00</b>

### (iii) Change in Promoters' Shareholding (please specify, if there is no change)

Sl. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	ABHIJIT BAROOAH				
	At the beginning of the year	1586600	32.222		
	Change during the year				
	At the end of the year			1586600	32.222
2	ANAMIKA CHOWDHARY				
	At the beginning of the year	285700	5.802		
	Change during the year				
	At the end of the year			285700	5.802
3	ARUNJYOTI BORA				
	At the beginning of the year	1000	0.020		
	Change during the year				
	At the end of the year			1000	0.020
4	ASSAM AIR PRODUCTS PVT. LTD.				
	At the beginning of the year	78600	1.596		
	Change during the year				
	At the end of the year			78600	1.596
5	BUDDHINDRA NATH GOGOI				
	At the beginning of the year	39000	0.792		
	Change during the year				
	At the end of the year			39000	0.792



## ANNEXURES TO DIRECTORS' REPORT (Contd.)

6	DEEPANKAR MEDHI				
	At the beginning of the year	3700	0.075		
	Change during the year		[NO CHANGE DURING THE YEAR]		
	At the end of the year			3700	0.075
7	DERBY COMMODITIES PVT. LTD.				
	At the beginning of the year	1450000	29.448		
	Change during the year		[NO CHANGE DURING THE YEAR]		
	At the end of the year			1450000	29.448
8	GITA BHARALI				
	At the beginning of the year	600	0.012		
	Change during the year		[NO CHANGE DURING THE YEAR]		
	At the end of the year			600	0.012
9	KALPANA BAROOAH				
	At the beginning of the year	202900	4.121		
	Change during the year		[NO CHANGE DURING THE YEAR]		
	At the end of the year			202900	4.121
10	PRADIP CHANDRA DUTTA				
	At the beginning of the year	500	0.010		
	Change during the year		[NO CHANGE DURING THE YEAR]		
	At the end of the year			500	0.010
11	PRANAB BHUYAN				
	At the beginning of the year	4000	0.081		
	Change during the year		[NO CHANGE DURING THE YEAR]		
	At the end of the year			4000	0.081
12	PRITHWISH CH. MAZUMDAR				
	At the beginning of the year	1500	0.030		
	Change during the year		[NO CHANGE DURING THE YEAR]		
	At the end of the year			1500	0.030
13	SAMAR GOGOI				
	At the beginning of the year	3100	0.063		
	Change during the year		[NO CHANGE DURING THE YEAR]		
	At the end of the year			3100	0.063
14	SYEDA JEBEEN SABIRA SHAH				
	At the beginning of the year	3100	0.063		
	Change during the year		[NO CHANGE DURING THE YEAR]		
	At the end of the year			3100	0.063
	<b>TOTAL</b>	<b>3660300</b>	<b>74.337</b>	<b>3660300</b>	<b>74.337</b>

**(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):**

Sl. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	ADITYA CHOWDHARY				
	At the beginning of the year	34000	0.691		
	Change during the year		[NO CHANGE DURING THE YEAR]		
	At the end of the year			34000	0.691
2	AHALYA GOGOI				
	At the beginning of the year	15000	0.305		
	Change during the year		[NO CHANGE DURING THE YEAR]		
	At the end of the year			15000	0.305
3	ANKIT CHOWDHARY				
	At the beginning of the year	34400	0.699		
	Change during the year		[NO CHANGE DURING THE YEAR]		
	At the end of the year			34400	0.699
4	ASSAM INDUSTRIAL DEVELOPMENT CORP. LTD.				
	At the beginning of the year	150000	3.046		

## ANNEXURES TO DIRECTORS' REPORT (Contd.)

	Change during the year		[NO CHANGE DURING THE YEAR]		
	At the end of the year		150000	3.046	
5	IDBI BANK LTD.				
	At the beginning of the year	200000	4.062		
	Change during the year		[NO CHANGE DURING THE YEAR]		
	At the end of the year		200000	4.062	
6	JAHNABI BAROOAH				
	At the beginning of the year	75500	1.533		
	Change during the year		[NO CHANGE DURING THE YEAR]		
	At the end of the year		75500	1.533	
7	NEIL BAROOAH				
	At the beginning of the year	49200	0.999		
	Change during the year		[NO CHANGE DURING THE YEAR]		
	At the end of the year		49200	0.999	
8	NORTH EASTERN DEVELOPMENT FIN CORP LTD.				
	At the beginning of the year	200000	4.062		
	Change during the year		[NO CHANGE DURING THE YEAR]		
	At the end of the year		200000	4.062	
9	SIDBI VENTURE CAPITAL LIMITED				
	At the beginning of the year	50000	1.015		
	Change during the year		[NO CHANGE DURING THE YEAR]		
	At the end of the year		50000	1.015	
10	URVASHI BAROOAH				
	At the beginning of the year	45000	0.914		
	Change during the year		[NO CHANGE DURING THE YEAR]		
	At the end of the year		45000	0.914	
	<b>TOTAL</b>	<b>853100</b>	<b>17.326</b>	<b>853100</b>	<b>17.326</b>

### (v) Shareholding of Directors and Key Managerial Personnel:

Sl. No.	Name	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	ABHIJIT BAROOAH				
	At the beginning of the year	1586600	32.222		
	Change during the year		[NO CHANGE DURING THE YEAR]		
	At the end of the year			1586600	32.222
2	ANAMIKA CHOWDHARY				
	At the beginning of the year	285700	5.802		
	Change during the year		[NO CHANGE DURING THE YEAR]		
	At the end of the year			285700	5.802
3	GEETIMALA BAISHYA				
	At the beginning of the year	1000	0.020		
	Change during the year		[NO CHANGE DURING THE YEAR]		
	At the end of the year			1000	0.020
4	NITIN CHANDRA BARUAH				
	At the beginning of the year	1000	0.020		
	Change during the year		[NO CHANGE DURING THE YEAR]		
	At the end of the year			1000	0.020
	<b>TOTAL</b>	<b>1874300</b>	<b>38.065</b>	<b>1874300</b>	<b>38.065</b>

## ANNEXURES TO DIRECTORS' REPORT (Contd.)

### V. INDEBTEDNESS

**Indebtedness of the Company including interest outstanding/ accrued but not due for payment**

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	3,03,78,303	1,98,000	-	3,05,76,303
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	19,754	-	-	19,754
<b>Total (i+ii+iii)</b>	<b>3,03,98,057</b>	<b>1,98,000</b>	<b>-</b>	<b>3,05,96,057</b>
<b>Change in Indebtedness during the financial year</b>				
• Addition	35,39,34,832	-	-	35,39,34,832
• Reduction	33,12,69,488	-	-	33,12,69,488
<b>Net Change</b>	<b>2,26,65,344</b>	<b>-</b>	<b>-</b>	<b>2,26,65,344</b>
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	5,30,38,222	1,98,000	-	5,32,36,222
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	25,179	-	-	25,179
<b>Total (i+ii+iii)</b>	<b>5,30,63,401</b>	<b>-</b>	<b>-</b>	<b>5,32,61,401</b>

### VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

#### A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

Sl. no.	Particulars of Remuneration	Name of MD/WTD/Manager			Total Amount
1.	Gross salary	Abhijit Barooah MD	-	-	-
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	12,72,000	-	-	12,72,000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	3,60,000	-	-	3,60,000
	(c) Profits in lieu of salary under	-	-	-	-
2.	Stock Option	-	-	-	-
3.	Sweat Equity	-	-	-	-
4.	. Commission				
	- as % of profit	3,35,767	-	-	3,35,767
	- others, specify...	-	-	-	-
5.	Others, please specify	-	-	-	-
	<b>Total (A)</b>	<b>19,67,767</b>	<b>-</b>	<b>-</b>	<b>19,67,767</b>
	<b>Ceiling as per the Act</b>		<b>-</b>	<b>-</b>	<b>20,98,745</b>

#### B. Remuneration to other directors:

Sl. No.	Particulars of Remuneration	Name of Directors								Total Amount
		Swapan Kr. Handique	Rajkamal Bhuyan	Dr. Munindra Kakati	Dr. Pranabananda Bharali	Anamika Chowdhary	Harendra Nath Das	Nitin Ch. Baruah	Geetimala Baishya (Nominee)	
1.	Independent Directors									
	• Fee for attending board/ committee meetings	5,000	10,000	25,000	-	-	-	-	-	40,000
	• Commission	-	-	-	-	-	-	-	-	-
	• Others, please specify	1,000	1,500	3,000	-	-	-	-	-	5,500

## ANNEXURES TO DIRECTORS' REPORT (Contd.)

	(Conveyance)									
	Total (1)	6,000	11,500	28,000	-	-	-	-	-	45,500
	2. Other Non-Executive Directors									
	• Fee for attending board/ committee meetings	-	-	-	32,500	25,000	7,500	25,000	7,500	97,500
	• Commission	-	-	-	-	-	-	-	-	-
	• Others, please specify (Conveyance)	-	-	-	5,000	5,000	1,500	3,000	1,500	16,000
	Total (2)	-	-	-	37,500	30,000	9,000	28,000	9,000	1,13,500
	Total (B)=(1+2)									1,59,000
	Total Managerial Remuneration									21,26,767
	Overall Ceiling as per the Act									46,17,240

### C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

Sl. No.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Company Secretary	CFO	Total
1	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Incometax Act, 1961	N.A.	5,49,418 44,687 -	N.A.	5,49,418 44,687 -
2	Stock Option	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission - as % of profit - others, specify	-	-	-	-
5	Others, please specify	-	-	-	-
	Total	-	5,94,105	-	5,94,105

### VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority [RD/NCLT/ COURT]	Appeal made, if any (give Details)
<b>A. COMPANY</b>					
Penalty	}				
Punishment	}		--- Nil ---		
Compounding	}				
<b>B. DIRECTORS</b>					
Penalty	}				
Punishment	}		--- Nil ---		
Compounding	}				
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty	}				
Punishment	}		--- Nil ---		
Compounding	}				

## ANNEXURES TO DIRECTORS' REPORT (Contd.)

### ANNEXURE - V TO DIRECTOR'S REPORT

**Information pursuant to Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014**

- (i) The ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year 2014-15 and (ii) the percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year 2014-15 are as below :

Sl. No.	Name	Designation	Ratio of remuneration of each Director to median remuneration of employees	Percentage increase in Remuneration
1	Dr. Pranabananda Bharali	Chairman, Non-Executive	##	##
2	Abhijit Barooah	Managing Director	19.22%	6.26%
3	Anamika Chowdhary	Non-Executive Director	##	##
4	Harendra Nath Das	Non-Executive Director	##	##
5	Nitin Ch. Baruah	Non-Executive Director	##	##
6	Dr. Munindra Kakati	Non-Executive Director	##	##
7	Swapn Kr. Handique	Non-Executive Director	##	##
8	Rajkamal Bhuyan	Non-Executive Director	##	##
9	Geetimala Baishya	Non-Executive Director (FI Nominee)	##	##
10	Anjan Talukdar	Company Secretary	Not Applicable	6.26%
11	Prithwish Ch. Mazumdar	Chief Financial Officer	Not Applicable	Not Applicable

## The Non-Executive Directors of the Company are entitled to sitting fee and conveyance at a fixed rate and are within the limits approved by members as per the statutory provisions. The ratio and the percentage increase in remuneration of the Non-Executive Directors are, therefore, not considered for the above purpose. The details of their remuneration are given in the Corporate Governance Report section of the Annual Report.

- (iii) The percentage increase in the median remuneration of employees in the financial year 2014-15 was 10.69%
- (iv) There were 64 permanent employees on the rolls of company as on 31<sup>st</sup> March, 2015
- (v) Relationship between average increase in remuneration and company performance : The increase in median remuneration was 10.69% whereas the increase in Company's profit before tax for the financial year 2014-15 was 11.53%. The average increase in remuneration during the year was in line with the performance of the Company.
- (vi) Comparison of the remuneration of the Key Managerial Personnel against the performance of the Company : The total remuneration of the Key Managerial Personnel increased by 6.26% i.e., from ₹ 24.11 lacs in 2013-14 to ₹ 25.62 lacs in 2014-15 whereas the Company's profit before tax increased by 11.53% at ₹ 419.75 lacs in 2014-15 from ₹ 376.37 lacs of 2013-14.
- (vii) Variation in the market capitalization of the Company: No shares of the company were reported to be traded in any Stock Exchange during the year 2014-15 and 2013-14.
- (viii) Average percentile increase made in the salaries of employees other than the managerial personnel in the last financial year 2014-15 was 11.19% whereas the increase in managerial remuneration for the said year was 6.26%.
- (ix) Comparison of the each remuneration of the Key Managerial Personnel against the performance of the Company : The remuneration of the Managing Director increased by 6.26% i.e., from ₹ 18.52 lacs in 2013-14 to ₹ 19.68 lacs in 2014-15 and the remuneration of the Company Secretary increased by 6.26% i.e., from ₹ 5.59 lacs in 2013-14 to ₹ 5.94 lacs in 2014-15 whereas the Company's profit before tax increased by 11.53% at ₹ 419.75 lacs in 2014-15 from ₹ 376.37 lacs of 2013-14.
- (x) The key parameters for the variable component of remuneration availed by the Managing directors was as per agreement entered into between the company and such director within the permissible limits prescribed under Schedule XIII to the Companies Act, 1956 as approved by the members in General meeting. The period of contract with Managing Director is for 5 years w.e.f. 6.10.2010 to 5.10.2015. The Nomination and Remuneration Committee has recommended the proposed remuneration as per the Remuneration policy for the reappointment which has been placed for approval in the ensuing Annual General Meeting. The Company does not pay any remuneration other than sitting fees and conveyance at a fixed rate to its Non-executive directors.
- (xi) The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year was : Nil
- (xii) It is hereby affirmed that the remuneration paid is as per the remuneration policy of the Company.

## MANAGEMENT DISCUSSION & ANALYSIS

**OVERVIEW :** During the year 2014-15, the Company witnessed a progressive trend in the overall industrial activities, mainly due to a comparatively stable economy. This has brought in a positive market scenario in the industrial gas sector. The Company could maintain its level of operations and its overall performance was satisfactory. The major products, Oxygen and Nitrogen recorded production of 83.83 lac cum which was higher by 4% compared to 80.91 lac cum of previous year and the plant capacity utilization was 75%. While demand for Nitrogen was up by 9% over the previous year, demand for Medical Oxygen dropped by 15% due to loss of a major customer. But this was compensated by the growth in demand for Liquid Oxygen by about 8% mainly from the Oxygen compressing units across the N.E. Region. Demand for Industrial oxygen increased by about 2% due to lower activity in the cement and steel sectors of the region. Dissolved Acetylene production was 1.60 lac cum which fell by 10% from 1.78 lac cum of previous year and capacity utilization was 85%. Production of Nitrous Oxide was 0.70 lac cum which was up by 4% over previous year while processing of Carbon Dioxide was lower by 25% at 3.05 lac kgs. With the above performances, the Company recorded a turnover of ₹ 2476 lacs showing growth by 17% over ₹ 2122 lacs of previous year and profitability was ₹ 363 lacs which was up by 20% over previous year. The growth in turnover and profitability was mainly due to better demand for some of the items like Nitrogen, Liquid Oxygen and Nitrous Oxide and ability to increase the unit sale price of some of the products inspite of a competitive market and increase in certain major expenses like power cost due to hike in tariff and on distribution. With a stable economic condition and growth in overall industrial activities, the Company expects to increase its scale of operations in the coming year.

**INDUSTRY STRUCTURE & DEVELOPMENTS :** Premier Cryogenics has been operating in the industrial gas sector for over 19 years. Over this period, it has gained wide experience and expertise in the fields of gas production, distribution, bottling and in a variety of industrial and medical gas applications. Its dedicated performance and significant presence in this specialized industry has enabled the Company to maintain a leading position as manufacturer and supplier of industrial, medical and other speciality gases in the N.E. region. With gradual improvement in the overall industrial climate, demand for industrial gases is expected to grow in the coming years. The Company is presently catering to about 70% of the market demand of the region which are from a variety of industrial gas users in the core sector oil industries, State Vety. deptts, research laboratories, Railways, Food processing, Infrastructure and Health care sector. To meet the future growth in demand, the Company has positioned itself with adequate production and distribution facilities and also carrying out expansion of some of its units. It also proposes to set up new unit for Nitrogen/Oxygen in the near future. With increase in operation of the existing units and implementation of the expansion and new projects, the Company expects a higher level of performance and achieve sustainable growth in the years to come.

**OPPORTUNITIES, THREATS, RISKS & CONCERNS :** The Company being in a specialized industry has a variety of opportunities. But it has to overcome several risks and threats specific to the industry. The Company's main products Oxygen & Nitrogen are produced by atmospheric air separation which have no raw-material cost. Dissolved Acetylene sale has the potential of increasing sale of Oxygen due to their joint applications. The existing manufacturing facilities of the Company 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, have good growing demand.

Inspite of the opportunities, the Company considers the risks and threats related to its business. Manufacturing of O<sub>2</sub>/N<sub>2</sub> is critically dependent on power and 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, a major input for DA, is sourced from Bhutan and far-off states which has the risk of irratic supply and price escalation. The Company supplies mainly through open tenders which are subject to market competition. The Company is enjoying central excise, VAT and other benefits under Northeast Industrial Policy, 2007. Any change in policy will affect its performance. With stable economic conditions supported by proactive Govt. policies, the Company is hopeful of overcoming the risks and threats and improve its overall performance.

**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, 62.63



## MANAGEMENT DISCUSSION & ANALYSIS (Contd.)

lac cum of Nitrogen (both manufactured and purchased) was sold to major customers like ONGC, OIL, and State Vetty. Depts. which was higher compared to 41.63 lac cum of previous year. Industrial Oxygen sale was 14.63 lac cum which was almost same compared to 14.34 lac cum of previous year. The major customers were the local industries, Railways, and construction sector. Sale of Medical Oxygen of 9.17 lac cum dropped by 15% over previous year. Compressed Air sale was insignificant due to lack of demand. Sale of Liquid Oxygen of 15.62 lac cum was up by 9% mainly due to demand from the Oxygen compressing units of the region. Sale of DA of 1.60 lac cum dropped by about 10% compared to previous year. Nitrous Oxide sale of 0.69 lac cum was higher by 3% compared to 0.67 lac cum of previous year while sale of Carbon Dioxide of 3.05 lac kg dropped by 23% compared to previous year. The Company is hopeful that with better marketing efforts and uninterrupted operations, it will be able to achieve better performance in the coming year.

**INTERNAL CONTROL SYSTEMS :** The Company has adequate internal control system commensurate with the nature and size of its business. Its control systems are reviewed periodically and are developed to make them aligned with the activities, particularly relating to sale of goods, purchase of stores, raw materials and other assets. The Company has installed 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 reviewed by the Audit Committee of the Company on a quarterly basis. 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 financial performance was satisfactory. It could maintain financial stability and liquidity in its operations by regularly monitoring the fund flows including supply credits, recoveries, debts and repayments. During the year, the Company's revenue was ₹ 2476 lacs recording growth by 17% compared to ₹ 2122 lac of the previous year. Profit before finance cost, depreciation and amortisation was ₹ 667 lac and net profit after tax was ₹ 363 lac which was up by 20% over the previous year. 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 operational expenses. The Company has also been paying dividend for last several years. It is expected that with stable economic condition and better industrial climate, the Company's overall financial performance will improve further in the years to come.

The Company has been servicing its term loan of ₹ 841 lacs from NEDFi including ₹ 264 lacs taken during the year. Working capital is being availed from SBI with cash credit facility of ₹ 300 lacs. With its uninterrupted focus on the financial commitments, the company is maintaining excellent track record with banks and FIs.

**INDUSTRIAL RELATIONS & HUMAN RESOURCE MANAGEMENT :** During the year under review, the Company continued its effort to improve its human resource policies and practices. It held uninterrupted focus on all round manpower development and carried out review and improvement of the measures in line with the nature of job and employment. 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. Congenial working environment was maintained giving adequate focus on employee needs and recognition. Training programmes were arranged regularly. Periodical review meetings were held for managers and specific departments. Employees were given punctuality and loyalty awards, awards for suggestions and contributions and productivity linked bonus as a measure of incentive. The Company has a performance appraisal system and also proposes to put in place a Performance Management System in the near future. 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 Board of Directors of the Company consists of nine directors with a composition of Executive and Non-executive Directors including Independent Directors and a Nominee Director. The Chairman of the Board is non-executive and the total number of Non-executive directors are more than 50% of the total number of directors. The positions of the Chairman and the Managing Director are held by separate individuals. 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 Clause 49) across all the 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 Meetings attended during 2014-15		Whether attended AGM held on 23 <sup>rd</sup> Sept., 2014	No. of Directorships in other companies		No. of Committee position held in other companies	
		Held	Attended		Chairman /Member		Chairman /Member	
Dr. Pranabananda Bharali Chairman	Non-executive	5	5	Yes	-	-	-	-
Mr. Abhijit Barooah Managing Director	Promoter Executive	5	5	Yes	1	7	-	-
Mrs. Anamika Chowdhary	Promoter Non-executive	5	5	Yes	1	3	-	-
Mr. Harendra Nath Das, IAS (Rtd)	Non-executive	5	2	No	-	-	-	-
Mr. Nitin Ch. Baruah	Non-executive	5	5	Yes	-	-	-	-
Dr. Munindra Kakati	Non-executive Independent	5	5	No	-	-	-	-
Mr. Swapan Kr. Handique*	Non-executive Independent	3	2	No	-	1	-	-
Mr. Rajkamal Bhuyan*	Non-executive Independent	3	3	No	-	8	-	-
Mrs. Sabita Tamuli*	Non-executive FI Nominee	-	-	NA	-	-	-	-
Mrs. Geetimala Baishya*	Non-executive FI Nominee	5	3	Yes	-	3	-	-

\* Mr. Swapan Kr. Handique and Mr. Rajkamal Bhuyan were appointed on 30/07/2014. Mrs. Geetimala Baishya was appointed as Nominee Director by Assam Industrial Development Corporation Ltd. (AIDC) w.e.f. 17/04/2014 in place of Mrs. Sabita Tamuli.

Mrs. Anamika Chowdhary is the sister of Mr. Abhijit Barooah. None of the other directors of the Company are related to any other director on the Board.



## CORPORATE GOVERNANCE REPORT (Contd.)

### 3. AUDIT COMMITTEE

The Company has an Audit Committee comprising :

Names of Members	Category	No. of Meetings attended during the year 2014-15	
		Held	Attended
Mr. Nitin Ch. Baruah, Chairman	Non-executive	4	4
Dr. Pranabananda Bharali, Member (upto 29/10/2014)	Non-executive	3	3
Mr. Rajkamal Bhuyan, Member (w.e.f. 29/10/2014)	Independent	1	1
Dr. Munindra Kakati, Member	Independent	4	4

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 23<sup>rd</sup> September, 2014.

The Committee meetings are attended interalia by the Managing Director, Internal Auditor and Head (Finance & Accounts). The Company Secretary acts as Secretary of the Committee. Four Audit Committee Meetings were held during 2014-15 on : 26<sup>th</sup> April, 2014; 30<sup>th</sup> July, 2014; 29<sup>th</sup> Oct., 2014; and 31<sup>st</sup> Jan., 2015.

### 4. NOMINATION AND REMUNERATION COMMITTEE

The Company has a Nomination and Remuneration Committee comprising :

Names of Members	Category	No. of Meetings attended during the year 2014-15	
		Held	Attended
Mr. Harendra Nath Das, IAS (Retd.) , Chairman	Non-Executive	1	1
Mr. Swapan Kr. Handique , Member	Independent	1	1
Mr. Rajkamal Bhuyan, Member	Independent	1	1

The Company does not pay any remuneration other than sitting fees and conveyance to its Independent and other Non-executive directors for attending meetings of the Board and Committees. 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 to the Directors during 2014-15 are as under:

(in ₹)

Name of Directors	Whether Wholetime or Non-wholetime	Salary	Commission	Sitting Fees	Conveyance
Dr. Pranabananda Bharali	Non-wholetime	-	-	32,500.00	5,000.00
Mr. Abhijit Barooah Managing Director	Wholetime	16,32,000	3,35,767	-	-
Ms. Anamika Chowdhary	Non-wholetime	-	-	25,000.00	5,000.00
Mr. Harendra Nath Das	Non-wholetime	-	-	7,500.00	1,500.00
Mr. Nitin Ch. Baruah	Non-wholetime	-	-	25,000.00	3,000.00
Dr. Munindra Kakati	Non-wholetime	-	-	25,000.00	3,000.00
Mr. Swapan Kr. Handique	Non-wholetime	-	-	5,000.00	1,000.00
Mr. Rajkamal Bhuyan	Non-wholetime	-	-	10,000.00	1,500.00
Mrs. Geetiala Baishya AIDC Nominee	Non-wholetime	-	-	7,500.00	1,500.00

Sitting fees paid to Nominee Director is to their financial institution.

## CORPORATE GOVERNANCE REPORT (Contd.)

### 5. STAKEHOLDERS RELATIONSHIP COMMITTEE

The Company has a 'Stakeholders Relationship Committee' comprising :

Names of Members	Category	No. of Meetings attended during the year 2014-15	
		Held	Attended
Dr. Pranabananda Bharali , Chairman	Non-executive	4	4
Mr. Abhijit Barooah, Member	Executive	4	4
Ms. Anamika Chowdhary, Member	Non-executive	4	4

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
2011-12	AGM	Regd. Office: Maniram Dewan Road, Chandmari, Guwahati - 781 003	05.09.2012	10:30 A.M.
2012-13	AGM	- do -	28.09.2013	10.30 A.M.
2013-14	AGM	- do -	23.09.2014	10.30 A.M.

### 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 and also in prescribed Form AOC-2 annexed to the Board's report.

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

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)  
N.E.Times (English)  
Dainik Asom (Assamese)

Any website where displayed : www.premiercryogenics.com

Whether it also displays official news release : N.A.

## CORPORATE GOVERNANCE REPORT (Contd.)

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

As a measure of Green Initiatives announced 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 : 28<sup>th</sup> September, 2015 at 10:30 A.M.  
 - Venue : Regd. Office, Premier Cryogenics Ltd.  
 Maniram Dewan Road, Chandmari, Guwahati - 781 003

ii) Financial Calendar: (tentative)  
 - Annual General Meeting : 28<sup>th</sup> September, 2015  
 - Results for quarter ending  
 June 30<sup>th</sup> 2015 : 4<sup>th</sup> week of July, 2015  
 Sept., 30<sup>th</sup> 2015 : 4<sup>th</sup> week of Oct., 2015  
 Dec. 31<sup>st</sup>, 2015 : 4<sup>th</sup> week of Jan., 2016  
 - Results for year ending  
 March 31<sup>st</sup> 2016 : 4<sup>th</sup> week of April, 2016

iii) Date of book closure : 22<sup>nd</sup> Sept, 2015 to 28<sup>th</sup> Sept, 2015

iv) Dividend payment date : on or after 28<sup>th</sup> Sept, 2015

v) Listing on Stock Exchanges : The Calcutta Stock Exchange Ltd.

Note: Listing fees for the year 2014-15 has been paid to the aforesaid Stock Exchange.

vi) Stock Code: Calcutta Stock Exchange Ltd. : (physical form) : 26194  
 (demat form) : 10026194

vii) Stock market data :

Month	High	Low
April, 2014 - March, 2015	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 electronic shares : Niche Technologies (P) Ltd.  
 D-511, Bagree Market, 71 B.R.B.B. Road,  
 Kolkata - 700 001

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 2014-15	
		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.

## CORPORATE GOVERNANCE REPORT (Contd.)

### xi) Distribution of Shareholding : 31<sup>st</sup> March, 2015

Category	No. of Shareholders	% of Shareholders	No. of Shares	% of Shares
Individual	470	97.80	27,74,400	56.35
FI(s)	3	0.60	5,50,000	11.17
Corporate	5	1.00	15,89,600	32.28
FII's	-	-	-	-
NRI/OCB	3	0.60	9,900	0.20
Mutual Fund	-	-	-	-
GDR's	-	-	-	-
Total	481	100.000	49,23,900	100.000

No. of Equity Shares held	No. of Shareholders	% of Shareholders	No. of Shares	% of Shares
Upto 500	253	52.5988	1,22,400	2.4858
501 - 1000	148	30.7692	1,34,300	2.7275
1001 - 5000	61	12.6819	1,46,900	2.9834
5001 - 10,000	3	0.6237	24,400	0.4955
10,001 - 50,000	7	1.4553	2,66,600	5.4144
50,001 - 100,000	2	0.4158	1,54,100	3.1296
100,001 & above	7	1.4553	40,75,200	82.7637
Total	481	100.0000	49,23,900	100.0000

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	2014-15		2013-14	
	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 15 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 2015 there are 38,80,000 equity shares of the Company dematerialized which is 78.79% 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
- xv) Plant Location : Lokhra Road, Saukuchi, Guwahati - 781 034 Ph. No. 0361-247 1902
- xvi) Address for Correspondence : Premier Cryogenics Ltd. Maniram Dewan Road, Chandmari, Guwahati - 781 003 Ph. No. 0361-266 0192-93
- xvii) Shareholders queries : The Company Secretary Premier Cryogenics Ltd. Maniram Dewan Road, Chandmari, Guwahati - 781 003 Ph. No. 0361-266 0192/93 Fax No. 0361-266 1787 Email: atalukdar@premiercryogenics.com
- Quarries may also be made to: Senior Manager (Systems) Niche Technologies (P) Ltd. D-511, Bagree Market, 71 B.R.B.B. Road, Kolkata - 700 001 Ph. No. 033-2235 7270/71/3070 Fax No. 033-2215-6823 Email: nichetechpl@nichetechpl.com

## CORPORATE GOVERNANCE REPORT (Contd.)

### POLICY INITIATIVES

In accordance with the provisions of the Companies Act, 2013 and the Stock Exchange Listing Agreement, the Company has adopted a Whistle Blower policy as a part of vigil mechanism, policy for managing risks, code for dealing in share and fair conduct; and dealing with related party transactions.

#### Whistle Blower Policy

The Company has adopted a Whistle Blower Policy as a part of vigil mechanism to provide the Directors and employees in senior management of the Company with a mechanism to bring to the attention of the management any issue which is perceived to be in violation of or in conflict with the fundamental business principles and code of conduct of the Company. The policy provides for reporting such concerns through written communications to the Company and also makes provision for giving access to the Chairperson of the Audit Committee in appropriate and exceptional cases. Any case registered by the Company under the policy shall be subject to the review of the Audit Committee. The Whistle Blower Policy is available on the Company's website [www.premiercryogenics.com](http://www.premiercryogenics.com).

#### Policy on Risk Management

The Company has a Risk Management procedure based on its assessment of business risks generally and those specific to the industry. The policy on risk management has been formulated keeping in view the size of the Company and nature of its business and in line with the requirements of the Companies Act, 2013 and Listing Agreement. It enables the Company to assess the risks identified through the business processes and functions, and address the same through mitigating actions in a systematic manner and on a continual basis. Some of the identified risks relate to competitive intensity and cost volatility. It takes into consideration a variety of risk factors such as market conditions, distribution and supply systems, geographical and social factors,

financial, technical, legal and other compliance related factors. The Company's internal control systems are commensurate with the size and nature of its business. These systems are reviewed periodically and recommendations by Audit Committee and Audit observations are taken into consideration for strengthening the risk management practices. The Risk Management Policy is available on the Company's website [www.premiercryogenics.com](http://www.premiercryogenics.com).

#### Policy for dealing with related party transactions

As per requirements of the Companies Act, 2013 and Listing Agreement, the Company has formulated a policy on Related party transactions to ensure that proper reporting, approval and disclosure processes are in place for the transactions between the Company and related parties. The policy deals with the review and approval of material related party transactions keeping in view the conflict of interest that may arise because of entering into these transactions. The Related party transactions are placed before the Audit Committee for review and approval of the Board and Shareholders and disclosed as per provisions of the Companies Act, 2013 and rules thereunder. The policy is available on the Company's website : [www.premiercryogenics.com](http://www.premiercryogenics.com).

#### Code of fair disclosure and conduct

Pursuant to the SEBI Regulations on prohibition of insider trading, the Company has adopted the Code for fair disclosure and conduct to establish a mechanism to restrict insider trading in shares of the Company. The Code prohibits the Directors of the Company and other specified employees dealing in the securities of the Company on the basis of any unpublished price sensitive information, available to them by virtue of their position in the Company. The Code prevents misuse of any unpublished price sensitive information and prohibits any insider trading activity, in order to protect the interest of the shareholders of the Company. The Code is available on the Company's website [www.premiercryogenics.com](http://www.premiercryogenics.com).

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 31st March, 2015 as laid down and approved by the Board of Directors of the Company.

Place : Guwahati  
Date : 27<sup>th</sup> July, 2015

Anamika Chowdhary  
Director

Abhijit Barooah  
Managing Director

## COMPLIANCE CERTIFICATES

### 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, 2015, 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, 2015 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 U. GOSWAMI & ASSOCIATES**

Chartered Accountants

U. Goswami

Proprietor

Place : Guwahati

Date : 27<sup>th</sup> July, 2015

Membership No.067186 Firm Regn. No.326751E

### 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, 2015 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.

Date : 27/07/2015

Place: Guwahati

Prithwish Ch. Mazumdar

Chief Financial Officer

Abhijit Barooah

Managing Director

## AUDITOR'S REPORT

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

#### Report on the Financial Statement

We have audited the accompanying standalone financial statements of **Premier Cryogenics Limited.**, which comprise the Balance Sheet as at 31<sup>st</sup> March, 2015, the Statement of Profit and Loss and 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

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, 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 standalone financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. 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 financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, 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 on the standalone financial statements.

#### Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone 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, of the state of affairs of the Company as at 31 March 2015 and its profit and its 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, 2015 ("the Order") issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we give in the Annexure a statement on the matters specified in paragraph 3 and 4 of the Order, to the extent applicable.
2. As required by section 143(3) of the Act, we report that :

## AUDITOR'S REPORT (Contd.)

- a) we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- b) in our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
- c) the balance sheet, the statement of profit and loss and the cash flow statement dealt with by this Report are in agreement with the books of account;
- d) in our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
- e) on the basis of written representations received from the directors as on 31 March 2015 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2015 from being appointed as a director in terms of Section 164 (2) of the Act; and with respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
  - i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements - Refer Note 28(6) to the financial statements;
  - ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts;
  - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

For **U. GOSWAMI & ASSOCIATES**  
**CHARTERED ACCOUNTANTS**  
 Firm Regn. No. 326751E

Place : Guwahati  
 Date : 27<sup>th</sup> July, 2015

(PROPRIETOR)  
 Membership No. 067186

### Annexure to the Independent Auditors' Report

The Annexure referred to in our Independent Auditors' Report to the members of the Company on the standalone financial statements for the year ended 31<sup>st</sup> March, 2015, we report that:

1. (a) The company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.  
 (b) The Company has a regular programme of physical verification of its fixed assets by which its fixed assets are verified in a phased manner over a period of two years. In accordance with this programme, a portion of the fixed assets has been physically verified by the management during the year and no material discrepancies were noticed on such verification. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its fixed assets.
2. As explained to us, inventories have been physically verified during the year by the management at reasonable intervals.  

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.

In our opinion and on the basis of our examination of the records, the Company is generally maintaining proper records of its inventories. The discrepancies noticed on verification between the physical stocks and the book records were not material.
3. The Company has not granted any loans, secured or unsecured, to companies, firms or other parties covered in the register maintained under Section 189 of the Act, 2013.
4. In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business with regard to purchase of fixed assets. We have not observed any major weakness in the internal control system during the course of the audit.
5. The Company has not accepted any deposits from the public.



## AUDITOR'S REPORT (Contd.)

- 6 The Central Government has not prescribed the maintenance of cost records under section 148(1) of the Act, for any of the services rendered by the Company.
- 7 (a) According to the information and explanations given to us and on the basis of our examination of the records of the company, amounts deducted / accrued in the books of account in respect of undisputed statutory dues including Provident Fund, Employees' State Insurance, Income-tax, Wealth tax, Sales-tax, Custom Duty, Excise Duty, Service Tax, Value added tax, cess and any other material statutory dues have been regularly deposited during the year by the Company with the appropriate authorities.

According to the information and explanations given to us, no undisputed amounts payable in respect of Provident Fund, Employees' State Insurance, Income-tax, Wealth tax, Sales-tax, Custom Duty, Excise Duty, Service Tax, Value added tax, cess and any other material statutory dues were in arrears, as at 31 March 2015, for a period of more than six months from the date they became payable.

- (b) According to the information and explanations given to us, there are no dues of Income Tax, Wealth tax, Customs duty, Service tax, Value added tax and Cess which have not been deposited with the appropriate authorities on account of any dispute. However, according to the information and explanations given to us, the following dues of Central Excise have not been deposited by the Company on account of disputes :

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

8. The Company does not have any accumulated loss at the end of the financial year and has not incurred cash losses in the financial year and in the immediately preceding financial year.
9. In our opinion and according to information and explanations given to us, the Company has not defaulted in repayment of dues to its bankers. The Company did not have any outstanding dues to any financial institutions, banks or debentures holders during the year.
10. According to the information and explanations given to us, the Company has not given any guarantee for loans taken by others from banks or financial institutions.
11. According to the information and explanations given to us, the Company has taken term loan of ₹264 Lacs during the year.
12. According to information and explanations given to us, no material fraud on or by the Company has been noticed or reported during the course of our audit.

For **U. GOSWAMI & ASSOCIATES**  
**CHARTERED ACCOUNTANTS**  
 Firm Regn. No. 326751E

Place : Guwahati  
 Date : 27<sup>th</sup> July, 2015

(PROPRIETOR)  
 Membership No. 067186

## BALANCE SHEET

**AS AT 31<sup>ST</sup> MARCH, 2015**

	Note No.	AS AT 31 <sup>ST</sup> MARCH, 2015 (Rupees)	AS AT 31 <sup>ST</sup> MARCH, 2014 (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	24,98,51,531.00	23,99,10,553.00
<b>2. Share application money pending allotment</b>		-	-
<b>3. Non-current liabilities</b>			
a) Long term borrowings	3	2,64,68,264.00	64,13,575.00
b) Deferred tax liabilities (net) [Ref 28(2)]		1,17,29,177.00	-
c) Other long term liabilities	4	47,92,677.00	37,11,659.00
d) Long term provisions	5	25,22,259.00	24,02,242.00
<b>4. Current liabilities</b>			
a) Short-term borrowings	6	2,02,51,286.00	1,26,81,416.00
b) Trade payables	7	21, 18,598.00	15,71,334.00
c) Other current liabilities	8	1,98,20,204.00	2,29,78,266.00
d) Short-term provisions	9	1,53,80,096.00	1,42,65,835.00
<b>TOTAL</b>		<b>40,30,00,732.00</b>	<b>35,40,01,520.00</b>
<b>II. ASSETS</b>			
<b>Non-current assets</b>			
<b>1. a) Fixed assets</b>	10		
i) Tangible assets		15,14,03,595.00	16,23,03,709.00
ii) Intangible assets		3,777.00	4,933.00
iii) Capital work-in-progress		41,16,284.00	52,70,727.00
		15,55,23,656.00	16,75,79,369.00
b) Non-current investments	11	1,09,20,000.00	1,09,20,000.00
c) Long-term loans and advances	12	2,33,74,936.00	1,90,02,379.00
d) Other non-current assets	13	6,12,964.00	1,25,97,971.00
<b>2. Current assets</b>			
a) Current investments	14	2,00,00,000.00	-
b) Inventories	15	92,05,933.00	80,93,387.00
c) Trade receivables	16	6,76,90,631.00	5,69,31,504.00
d) Cash & cash equivalents	17	9,26,14,364.00	5,63,01,258.00
e) Short-term loans and advances	18	1,35,23,698.00	1,46,14,031.00
f) Other current assets	19	95,34,550.00	79,61,621.00
<b>TOTAL</b>		<b>40,30,00,732.00</b>	<b>35,40,01,520.00</b>

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 U. GOSWAMI &amp; ASSOCIATES

Chartered Accountants

U. GOSWAMI

Proprietor

Guwahati, 27<sup>th</sup> July, 2015

PRITHWISH CH. MAZUMDAR

Chief Financial Officer

ANJAN TALUKDAR

Company Secretary

ABHIJIT BAROOAH

Managing Director

ANAMIKA CHOWDHARY

Director

# PROFIT & LOSS ACCOUNT

FOR THE YEAR ENDED 31ST MARCH, 2015

	Note No.	YEAR ENDED 31 <sup>ST</sup> MARCH'15 (Rupees)	YEAR ENDED 31 <sup>ST</sup> MARCH'14 (Rupees)
<b>REVENUE</b>			
Revenue from operations (gross)	20	<b>26,29,62,501.00</b>	22,44,09,859.00
Less: Excise Duty		<b><u>1,54,05,557.00</u></b>	<u>1,22,10,823.00</u>
Revenue from operations (net)		<b>24,75,56,944.00</b>	21,21,99,036.00
Other income	21	<b><u>70,37,150.00</u></b>	<u>83,73,969.00</u>
<b>Total revenue</b>		<b><u>25,45,94,094.00</u></b>	<b><u>22,05,73,005.00</u></b>
<b>EXPENSES :</b>			
Cost of materials consumed	22	<b>4,08,30,418.00</b>	3,95,94,587.00
Purchases of stock-in-trade	23	<b>1,55,15,081.00</b>	51,96,454.00
Changes in inventories of finished goods work-in-progress and stock-in-trade	24	<b>20,034.00</b>	(6,41,877.00)
Employees benefits expenses	25	<b>2,04,79,990.00</b>	1,85,01,906.00
Finance cost	26	<b>34,74,633.00</b>	47,49,018.00
Depreciation and amortisation expenses	10,13	<b>2,12,32,255.00</b>	1,93,25,947.00
Other expenses	27	<b><u>11,10,66,776.00</u></b>	<u>9,62,10,044.00</u>
<b>Total expenses</b>		<b><u>21,26,19,187.00</u></b>	<b><u>18,29,36,079.00</u></b>
Profit/(Loss) before exceptional and extraordinary items and taxes		<b>4,19,74,907.00</b>	3,76,36,926.00
Exceptional items		-	-
Profit before extraordinary items and tax		<b>4,19,74,907.00</b>	3,76,36,926.00
Extraordinary items		-	-
Profit before tax		<b>4,19,74,907.00</b>	3,76,36,926.00
Tax expenses :			
(a) Current tax		<b>83,98,235.00</b>	75,30,303.00
(b) Deferred tax [Ref 28(2)]		<b><u>(27,09,730.00)</u></b>	<u>                    </u>
Total tax expenses		<b>56,88,505.00</b>	75,30,303.00
Profit/(Loss) for the period from continuing operations		<b>3,62,86,402.00</b>	3,01,06,623.00
Profit/(Loss) from discontinuing operations		-	-
Profit/(Loss) for the period		<b>3,62,86,402.00</b>	3,01,06,623.00
Basic and diluted earnings per share :		<b>7.37</b>	6.11
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 U. GOSWAMI & ASSOCIATES

Chartered Accountants

U. GOSWAMI

Proprietor

Guwahati, 27<sup>th</sup> July, 2015

PRITHWISH CH. MAZUMDAR

Chief Financial Officer

ANJAN TALUKDAR

Company Secretary

ABHIJIT BAROOAH

Managing Director

ANAMIKA CHOWDHARY

Director

## CASH FLOW STATEMENT

FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2015

	Year ended 31.03.2015 (Rs)	Year ended 31.03.2014 (Rs)
<b>A. CASH FLOW FROM OPERATING ACTIVITIES :</b>		
Net profit before tax & extraordinary items	4,19,74,907.00	3,76,36,926.00
Adjustments for :		
Depreciation and amortisation	2,12,32,255.00	1,93,25,947.00
Foreign Exchange	-	-
Income from Investments	(50,79,141.00)	(80,80,548.00)
Finance cost	34,74,633.00	47,49,018.00
Loss on sale of fixed assets	-	(2,15,046.00)
Operating profit before working capital changes	6,16,02,654.00	5,34,16,297.00
Adjustments for :		
Trade and other receivables	(82,37,854.00)	(1,73,57,539.00)
Inventories	11,12,546.00	12,80,307.00
Trade payable	20,39,765.00	18,98,882.00
Cash generated from operations	5,02,12,489.00	3,66,77,333.00
Direct taxes paid	(79,73,870.00)	(85,25,798.00)
Cash flow before extraordinary items	4,22,38,619.00	2,81,51,535.00
Extraordinary items	-	-
Net cash from operating activities	4,22,38,619.00	2,81,51,535.00
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>		
Purchase of Fixed Assets	(89,75,262.00)	(1,70,63,453.00)
Sale of Fixed Assets	-	12,84,125.00
Purchase of investments	(2,00,00,000.00)	(43,68,000.00)
Sale of investments	-	1,57,05,815.00
Interest received	35,06,212.00	16,49,994.00
Dividend received	-	-
Net cash used in investing activities	(2,54,69,050.00)	(27,91,519.00)
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>		
Proceeds from issue of Share Capital	-	-
Proceeds from borrowings	(2,87,05,577.00)	(73,77,726.00)
Repayment of finance lease liabilities		
Finance cost paid	(34,74,633.00)	(47,49,018.00)
Dividends and dividend tax paid	(56,87,407.00)	(56,64,057.00)
Net cash flow from/used in financing activities	1,95,43,537.00	(1,77,90,801.00)
Net increase in Cash and Cash equivalents	3,63,13,106.00	75,69,215.00
Cash and Cash equivalents as at 01.04.2014	5,63,01,258.00	4,87,32,043.00
Cash and Cash equivalents as at 31.03.2015	9,26,14,364.00	5,63,01,258.00
Note : Figures in brackets represent outflows.		

Signed in terms of our report of even date

For and on behalf of the Board

For U. GOSWAMI & ASSOCIATES

Chartered Accountants

U. GOSWAMI

Proprietor

Guwahati, 27<sup>th</sup> July, 2015

PRITHWISH CH. MAZUMDAR

Chief Financial Officer

ANJAN TALUKDAR

Company Secretary

ABHIJIT BAROOAH

Managing Director

ANAMIKA CHOWDHARY

Director

## NOTES ON FINANCIAL STATEMENTS

### FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2015

	AS AT 31ST MARCH, 2015 (Rupees)	AS AT 31ST MARCH, 2014 (Rupees)
<b>1. SHARE CAPITAL</b>		
<b>AUTHORISED</b>		
60,00,000 (p.y. 60,00,000) equity shares of `10.00 each	<b>6,00,00,000.00</b>	6,00,00,000.00
<b>ISSUED, SUBSCRIBED &amp; PAID UP</b>		
49,23,900 (p.y. 49,23,900) equity shares of `10.00 each fully paid up	<b>4,92,39,000.00</b>	4,92,39,000.00
Add : Forfeited shares	<b>8,27,640.00</b>	8,27,640.00
	<b>5,00,66,640.00</b>	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	31-03-2015		31-03-2014	
	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, 2015		31 <sup>st</sup> March, 2014	
	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

### 2. RESERVES AND SURPLUS

#### Capital reserve

As per last balance sheet	<b>1,69,53,105.00</b>	1,69,53,105.00
Less: Capital Investment subsidy received during the year (₹58,03,497.00) is lower than earlier year provision of (₹1,17,83,727.00) by	<b>(59,80,230.00)</b>	-
	<b>1,09,72,875.00</b>	1,69,53,105.00

#### General reserve

As per last balance sheet	<b>15,00,00,000.00</b>	14,00,00,000.00
Add: Transferred from surplus in Statement of Profit and Loss	<b>1,00,00,000.00</b>	1,00,00,000.00
	<b>16,00,00,000.00</b>	15,00,00,000.00

#### Surplus in Statement of Profit and Loss

As per last Balance Sheet	<b>7,29,57,448.00</b>	5,86,11,597.00
Add : Profit for the period	<b>3,62,86,402.00</b>	3,01,06,623.00
	<b>10,92,43,850.00</b>	8,87,18,220.00
Less : Transferred to deferred tax liability [Ref 28(2)]	<b>1,44,38,907.00</b>	-
Add/(Less): Taxation relating to prior years	<b>1.00</b>	(55.00)
	<b>9,48,04,944.00</b>	8,87,18,165.00

#### Less: Appropriations

Transferred to General Reserve	<b>1,00,00,000.00</b>	1,00,00,000.00
Proposed dividend on equity shares [Dividend per share ₹1.00(p.y. ₹1.00)]	<b>49,23,900.00</b>	49,23,900.00
Tax on dividend	<b>10,02,388.00</b>	8,36,817.00
	<b>7,88,78,656.00</b>	7,29,57,448.00
	<b>24,98,51,531.00</b>	23,99,10,553.00

### 3. LONG TERM BORROWINGS

<b>Secured</b> - Term loan from NEDFi	<b>2,49,92,000.00</b>	46,19,360.00
SME Car loan from SBI	<b>12,78,264.00</b>	15,96,215.00
<b>Unsecured</b> - Interest-free loan from AIDC	<b>1,98,000.00</b>	1,98,000.00
<b>Total</b>	<b>2,64,68,264.00</b>	64,13,575.00

## NOTES ON FINANCIAL STATEMENTS (Contd.)

Note: i) Term loans from North Eastern Development Finance Corporation Ltd. (NEDFi) are secured by way of equitable mortgage of a plot of land measuring 6B-0K-17L Dag No.29, Patta No.530; Dag No.20, Patta No. 526 & Dag No.30, Patta No. 531 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 loans.

- ii) Monthly repayment of one is @ ₹9.16 lakhs, last installment due on 01-09-2015 & other is @ ₹3.52 Lakhs, last installment due on 01-03-2022. There is no default of principal and interest payment.
- iii) Car loan is secured by hypothecation of the vehicle and personal guarantee of two directors. The loan is repayable in 84 EMI of ₹40,776.00 each, last 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 *	<b>47,92,677.00</b>	<b>37,11,659.00</b>
*Interest free security deposit received from dealers/customers against cylinder holding.	<b>47,92,677.00</b>	<b>37,11,659.00</b>

### 5. LONG TERM PROVISIONS

a) Provision for employee benefits		
i) Provision for gratuity	<b>25,992.00</b>	<b>1,58,623.00</b>
ii) Provision for leave encashment	<b>24,96,267.00</b>	<b>22,43,619.00</b>
b) Others	<b>25,22,259.00</b>	<b>24,02,242.00</b>

The Company makes annual contribution 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	<b>2,02,51,286.00</b>	<b>1,26,81,416.00</b>
	<b>2,02,51,286.00</b>	<b>1,26,81,416.00</b>

- i) Working capital loan is secured by hypothecation of stocks and receivables and second charge on the land measuring 6B-0K-17L, buildings and plant & machineries of the company at Saukuchi, Guwahati.
- ii) Collateral security by equitable mortgage of land measuring 1B-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	<b>11,280.00</b>	<b>10,299.00</b>
b) Others	<b>21,07,318.00</b>	<b>15,61,035.00</b>
	<b>21,18,598.00</b>	<b>15,71,334.00</b>

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	<b>65,16,672.00</b>	<b>1,14,81,312.00</b>
b) Interest accrued due/but not due on borrowings	<b>25,179.00</b>	<b>19,754.00</b>
c) Advance received from customers	<b>10,44,417.00</b>	<b>10,62,747.00</b>
d) Unpaid dividend	<b>5,84,740.00</b>	<b>5,11,430.00</b>
e) Other payables*	<b>1,16,49,196.00</b>	<b>99,03,023.00</b>
	<b>1,98,20,204.00</b>	<b>2,29,78,266.00</b>

\*Includes electricity bill accrued but not due ₹73,69,347.00, employees salary payable ₹14,40,048.00, service tax, ₹1,38,955.00, Central Excise duty ₹17,44,901.00, VAT ₹3,21,887.00, director's commission ₹ 3,35,767.00 and other liabilities ₹2,98,291.00.

### 9. SHORT TERM PROVISIONS

a) Provision for employee benefits		
Provision for bonus	<b>10,55,573.00</b>	<b>9,74,815.00</b>
b) Others - Provision for dividend	<b>49,23,900.00</b>	<b>49,23,900.00</b>
Provision for distribution tax	<b>10,02,388.00</b>	<b>8,36,817.00</b>
Provision for income tax	<b>83,98,235.00</b>	<b>75,30,303.00</b>
Provision made for dividend for the financial year 2014-15 @ 10% (p.y. 10%)	<b>1,53,80,096.00</b>	<b>1,42,65,835.00</b>

## NOTES ON FINANCIAL STATEMENTS (Contd.)

10.

FIXED ASSETS										
Assets	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	As on 01.04.14	Addition during the year	Disposed off	As on 31.03.15	Opening balance 01.04.14	During the Year	Deduction during the year	Total up to 31.03.15	As on 31.03.15	As on 31.03.14
<b>A) Tangible assets</b>										
Land	3,16,94,964	20,483	-	3,17,15,447	-	-	-	-	3,17,15,447	3,16,94,964
Buildings	3,91,34,817	58,47,091	-	4,49,81,908	1,01,75,766	14,12,808	-	1,15,88,574	3,33,93,334	2,89,59,051
Plant & machinery	9,81,67,929	7,73,743	-	9,89,41,672	5,62,96,386	90,22,137	-	6,53,18,523	3,36,23,149	4,18,71,543
Furniture & fixture	59,02,671	-	-	59,02,671	16,63,469	5,60,754	-	22,24,223	36,78,448	42,39,202
Vehicle	2,89,70,586	28,22,564	-	3,17,93,150	1,08,32,777	34,38,006	-	1,42,70,783	1,75,22,367	1,81,37,809
Computer	13,42,224	60,899	-	14,03,123	12,60,287	29,000	-	12,89,287	1,13,836	81,937
Misc. fixed assets	1,03,21,667	3,40,925	-	1,06,62,592	61,30,447	11,48,664	-	72,79,111	33,83,481	41,91,220
Elec. installation	1,24,31,198	-	-	1,24,31,198	93,35,831	4,98,827	-	98,34,658	25,96,540	30,95,367
Water system	32,35,251	-	-	32,35,251	13,70,574	3,78,463	-	17,49,037	14,86,214	18,64,677
Cryogenic tank	2,09,00,103	-	-	2,09,00,103	1,22,18,101	17,55,843	-	1,39,73,944	69,26,159	86,82,002
Gas cylinder	6,58,53,717	-	-	6,58,53,717	4,63,67,780	25,21,317	-	4,88,89,097	1,69,64,620	1,94,85,937
	31,79,55,127	98,65,705	-	32,78,20,832	15,56,51,418	2,07,65,819	-	17,64,17,237	15,14,03,595	16,23,03,709
<b>B) Intangible assets</b>										
Software	75,540	-	-	75,540	70,607	1,156	-	71,763	3,777	4,933
<b>Total</b>	<b>31,80,30,667</b>	<b>98,65,705</b>	<b>-</b>	<b>32,78,96,372</b>	<b>15,57,22,025</b>	<b>2,07,66,975</b>	<b>-</b>	<b>17,64,89,000</b>	<b>15,14,07,372</b>	<b>16,23,08,642</b>
Previous year	30,26,95,180	1,82,65,672	29,30,185	31,80,30,667	13,87,22,464	1,88,60,667	18,61,106	15,57,22,025	16,23,08,642	16,39,72,716
<b>C) Capital work-in-progre</b>									41,16,284	52,70,727

## 11. NON CURRENT INVESTMENTS

A) Trade investments	-	-
B) Other investments - at cost		
Investment in equity instruments		
Unquoted		
Bamboo Technology Park Ltd.		
10,92,000(p.y.10,92,000)equity shares of `10.00 each fully paid	<b>1,09,20,000.00</b>	<b>1,09,20,000.00</b>
	<b>1,09,20,000.00</b>	<b>1,09,20,000.00</b>

## 12. LONG-TERM LOANS &amp; ADVANCES

Unsecured considered good		
a) Capital advances	<b>75,57,050.00</b>	31,85,093.00
b) Security deposits	<b>1,58,17,886.00</b>	<b>1,58,17,286.00</b>
	<b>2,33,74,936.00</b>	<b>1,90,02,379.00</b>

## 13. OTHER NON CURRENT ASSETS

Unsecured considered good		
a) Long term trade receivables	-	-
b) Others -		
Subsidy receivable	-	1,17,83,727.00
Misc. Expenses not written off. *		
Balance as per last balance sheet	<b>8,14,244.00</b>	12,79,524.00
Add: During the year	<b>2,64,000.00</b>	-
Less: Amortised during the year	<b>4,65,280.00</b>	<b>4,65,280.00</b>
Balance at year end	<b>6,12,964.00</b>	<b>8,14,244.00</b>
	<b>6,12,964.00</b>	<b>1,25,97,971.00</b>

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

## 14. CURRENT INVESTMENTS

Quoted		
INVESTMENT IN MUTUAL FUNDS	No. of units	
i) ICICI Flexible Income	38,008.261 (Nil)	<b>1,00,00,000.00</b>
ii) ICICI Short Term Regular Growth	3,49,290.068 (Nil)	<b>1,00,00,000.00</b>
		<b>2,00,00,000.00</b>

Investment in Mutual Funds are stated at cost.

## NOTES ON FINANCIAL STATEMENTS (Contd.)

### 15. INVENTORIES

a) Raw materials	16,68,056.00	9,48,080.00
b) Finished goods	10,33,448.00	10,00,612.00
c) Stock in trade	2,23,952.00	2,76,822.00
d) Stores & spares	62,80,447.00	58,67,873.00
Inventories are valued at cost or net realizable value, whichever is lower.	<u>92,05,933.00</u>	<u>80,93,387.00</u>

### 16. TRADE RECEIVABLES

Unsecured considered good		
(a) Exceeding six months *	1,51,55,710.00	1,52,31,375.00
(b) Others	5,25,34,921.00	4,17,00,129.00
	<u>6,76,90,631.00</u>	<u>5,69,31,504.00</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	4,68,873.00	7,34,277.00
(ii) In current account for unpaid dividend	5,84,740.00	5,11,430.00
(iii) In fixed deposit accounts	9,14,98,097.00	5,50,00,000.00
b) Cash in hand	92,654.00	55,551.00
	<u>9,26,14,364.00</u>	<u>5,63,01,258.00</u>

Fixed deposits of ₹1,60,00,000.00 pledged to bank against Bank Guarantees issued. All bank fixed deposits are of more than twelve month maturity.

### 18. SHORT TERM LOANS & ADVANCES

Unsecured considered good		
a) Loan and advances to related parties	-	-
b) Others		
i) Excise duty deposit/CENVAT*	13,90,584.00	8,19,254.00
ii) Income tax paid/deducted at source	83,40,714.00	78,97,114.00
iii) Advance to suppliers	24,53,595.00	39,70,297.00
iv) Advances recoverable in cash or kind or for value to be received	9,296.00	71,273.00
v) Advance to staff	5,39,751.00	9,16,822.00
vi) Earnest money deposits	1,35,000.00	1,80,000.00
vii) Prepaid expenses	6,54,758.00	7,59,271.00
	<u>1,35,23,698.00</u>	<u>1,46,14,031.00</u>

\*Includes CENVAT balance left for future utilization ₹1,30,493.00, CED refund receivable ₹12,59,583.00 & balance in PLA ₹508.00.

### 19. OTHER CURRENT ASSETS

Interest accrued on bank deposits	95,34,550.00	79,61,621.00
	<u>95,34,550.00</u>	<u>79,61,621.00</u>

### 20. REVENUE FROM OPERATIONS

a) Sales of products	19,91,48,545.00	18,08,17,140.00
b) Sales of services	3,47,58,021.00	2,38,40,970.00
c) Other operating revenue	2,90,55,935.00	1,97,51,749.00
	<u>26,29,62,501.00</u>	<u>22,44,09,859.00</u>
Less: Excise duty	1,54,05,557.00	1,22,10,823.00
	<u>24,75,56,944.00</u>	<u>21,21,99,036.00</u>

### 21. OTHER INCOME

a) Interest income*	50,79,141.00	53,74,733.00
b) Net gain/(loss) on sale of investment	-	27,05,815.00
c) Insurance claim received	-	78,375.00
d) Other non-operating income (net of expenses directly attributable to such income)**	19,58,009.00	-
e) Profit from sale of assets (net)	-	2,15,046.00
	<u>70,37,150.00</u>	<u>83,73,969.00</u>

\*Includes interest from bank deposits ₹50,41,994.00, interest from staff advance ₹37,147.00.

\*\* Power subsidy received ₹19,58,009.00.



## NOTES ON FINANCIAL STATEMENTS (Contd.)

<b>22. COST OF MATERIALS CONSUMED</b>		
a) Raw materials*	<b>2,94,93,698.00</b>	2,89,95,988.00
b) Stores & spares	<b>1,13,36,720.00</b>	1,05,98,599.00
	<b>4,08,30,418.00</b>	3,95,94,587.00
*Include calcium carbide of ₹1,90,28,669.00, ammonium nitrate ₹76,44,596.00, entry tax ₹1,32,071.00 and transport payment ₹26,87,212.00. All the materials, stores and spares consumed during the year are indigenous.		
<b>23. PURCHASE OF STOCK IN TRADE</b>		
Carbon-di-oxide	<b>37,23,927.00</b>	45,67,283.00
Liquid nitrogen	<b>1,17,91,154.00</b>	6,29,171.00
	<b>1,55,15,081.00</b>	51,96,454.00
<b>24. CHANGES IN INVENTORIES OF FINISHED GOODS, WORK-IN PROGRESS AND STOCK IN TRADE</b>		
a) Finished goods/Stock in trade (Opening)	<b>12,77,434.00</b>	6,35,557.00
b) Finished goods/Stock in trade (Closing)	<b>12,57,400.00</b>	12,77,434.00
	<b>20,034.00</b>	(6,41,877.00)
<b>25. EMPLOYEES BENEFIT EXPENSES</b>		
a) Salary & wages	<b>1,83,41,458.00</b>	1,62,96,746.00
b) Contribution to Provident & other funds *	<b>15,46,920.00</b>	15,67,950.00
c) Staff welfare	<b>5,91,612.00</b>	6,37,210.00
	<b>2,04,79,990.00</b>	1,85,01,906.00
*Includes EPF of ₹12,47,022.00 (p.y. ₹12,18,332.00), ESIC of ₹2,73,906.00 (p.y. ₹2,38,995.00) and gratuity fund contribution ₹25,992.00 (p.y. ₹1,10,623.00).		
<b>26. FINANCE COST</b>		
a) Interest on term loan	<b>15,62,076.00</b>	29,83,084.00
b) Interest on working capital loan	<b>18,39,852.00</b>	17,64,819.00
c) Interest to others	<b>72,705.00</b>	1,115.00
	<b>34,74,633.00</b>	47,49,018.00
<b>27. OTHER EXPENSES</b>		
Power cost	<b>7,39,70,891.00</b>	6,18,99,250.00
Distribution expenses	<b>2,99,79,806.00</b>	2,67,21,309.00
Travelling & conveyance	<b>8,93,674.00</b>	11,70,605.00
Printing & stationery	<b>3,13,891.00</b>	1,95,884.00
Telephone, fax & internet	<b>2,73,656.00</b>	2,98,189.00
Postage & telegram	<b>49,749.00</b>	33,278.00
Advertisement	<b>1,02,591.00</b>	77,417.00
Bank commission/charges	<b>1,43,396.00</b>	1,83,279.00
Books & periodicals	<b>17,737.00</b>	32,787.00
Directors' sitting fees	<b>1,46,461.00</b>	1,43,274.00
Donation	<b>24,101.00</b>	1,83,801.00
General expenses	<b>19,144.00</b>	20,017.00
House rent	<b>7,60,000.00</b>	7,38,000.00
Insurance	<b>1,83,964.00</b>	2,55,539.00
Membership & subscription	<b>72,422.00</b>	92,616.00
Petrol, oil & lubricant	<b>1,22,635.00</b>	1,67,367.00
Professional fees	<b>5,73,043.00</b>	4,14,620.00
Rates & taxes	<b>8,56,107.00</b>	3,46,324.00
Repairs & AMC:		
Building	<b>3,64,097.00</b>	3,04,630.00
Machineries	<b>5,55,818.00</b>	14,72,570.00
Motor vehicles	<b>26,652.00</b>	1,07,259.00
Others	<b>2,09,681.00</b>	2,48,646.00
Lime sludge disposal	<b>3,32,146.00</b>	1,74,575.00
Security expenses	<b>4,22,430.00</b>	3,96,333.00
Statutory fees	<b>3,93,388.00</b>	2,67,092.00
Payment to auditors (ref. Note 28(11))	<b>35,000.00</b>	44,944.00
Registrars & share transfer expenses	<b>13,484.00</b>	10,113.00
Recruitment expenses	<b>4,720.00</b>	30,400.00
Office electricity expenses	<b>2,06,092.00</b>	1,79,926.00
	<b>11,10,66,776.00</b>	9,62,10,044.00

## NOTES ON FINANCIAL STATEMENTS (Contd.)

### NOTE - 28

- Income tax provision has been made as per Sec.115JB Minimum Alternate Tax considering sufficient MAT carried forward amount is available to meet the tax liability of this year.
- The Company was eligible for 100% tax exemption under Sec 80IC of Income Tax Act from FY 2004-05 to 2013-14 and accordingly, no deferred tax provision was made in those years. As the tax exemption period is over on 31.3.14, the net cumulative deferred tax liability as on that date of ₹1,44,38,907.00 has been recorded as a reduction in Surplus in the current year Statement of Profit and Loss. The current year impact of Deferred tax asset of ₹27,09,730.00 has been debited to Statement of Profit & Loss. Details are as below :

	31-03-2015	Current year charge/(Credit)	31-03-14
Deferred tax liability			
Depreciation & amortization (A)	1,25,39,091	-26,27,758	1,51,66,849
Deferred tax Asset			
Leave salary (B)	8,09,914	81,972	7,27,942
Deferred tax liability/(Asset) (net) (A)-(B)	1,17,29,177	(27,09,730)	1,44,38,907

### 3. Foreign exchange transactions :

- Value of import:
    - Raw materials : NIL (P.Y. NIL)
    - Component and spare parts : NIL (P.Y. NIL)
    - Capital goods : NIL (P.Y. NIL)
  - Expenditure in foreign currency :
    - On account of royalty, know-how, professional and consultancy fee & interest : NIL (P.Y. NIL)
    - Others : NIL (P.Y. NIL)
  - Value of imported raw materials, spares and component and percentage with indigenous of each with total consumption : NIL (P.Y. NIL)
  - Dividends remitted in foreign currency :
    - No. of non-resident shareholders : 3 (P.Y. 3 )
    - No. of shares held by them : 9,900 (P.Y. 9,900)
    - Amount of dividend paid : ₹3,100.00 (P.Y. ₹3,100.00)
    - Year to which dividend relates : 2013-14 (2012-13)
  - Earning in foreign exchange
    - Export of goods calculated on FOB basis : NIL (P.Y. NIL)
    - Royalty, know-how, professional & consultation fee : NIL (P.Y. NIL)
    - Interest and dividend : NIL (P.Y. NIL)
    - Other income, indicating the nature thereof : NIL (P.Y. NIL)
- The figures related to previous year have been reclassified, wherever necessary.
  - Earning per share (EPS) - Basic & Diluted : ₹7.37 (P.Y. ₹6.11)
  - Contingent liabilities to the extent not provided for - Bank guarantees given by bank on behalf of the company: ₹1,47,58,645.00 (P.Y. ₹97,17,586.00).
    - The Company has received demand from the Central Exise department of ₹15,95,332/- for the period from November' 07 to June' 08 and ₹22,93,920/- for the period April'10 to April'11. Management believes that the position taken by it on the matter is tenable and hence, no adjustment has been made to the financial statements. The Company has filed an appeal with Excise Appellate Tribunal, Kolkata.
  - Amount due and outstanding to be credited to Investor Education & Protection Fund: NIL (P.Y. NIL)

## NOTES ON FINANCIAL STATEMENTS (Contd.)

8. The value of contract outstanding on capital account at year end less advance is estimated at ₹14,55,510.00 (P.Y. ₹22,00,000.00)

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:	<u>Current Year</u>	<u>Previous Year</u>
A) Products		
i) Oxygen gas	7,10,37,301.00	8,08,31,356.00
ii) Nitrogen gas	7,32,75,290.00	4,16,00,790.00
iii) Dissolved Acetylene gas	3,28,58,670.00	3,45,21,474.00
iv) Nitrous oxide gas	1,32,95,088.00	1,37,70,867.00
v) Other gases	86,82,196.00	1,00,92,653.00
Total	19,91,48,545.00	18,08,17,140.00
B) Services		
Freight collected	3,47,58,021.00	2,38,40,970.00
C) Other operating revenue		
i) Central excise duty refund	39,87,265.00	65,51,472.00
ii) VAT remission	79,53,529.00	77,43,675.00
iii) Scrap sales	7,59,790.00	13,60,916.00
iv) Others	1,63,55,351.00	40,95,686.00
	2,90,55,935.00	1,97,51,749.00
Total	26,29,62,501.00	22,44,09,859.00

11. Payment to auditors:	<u>Current Year</u>	<u>Previous Year</u>
Statutory audit fee	20,000.00	24,719.00
Taxation matters	10,000.00	8,989.00
Company law matters	-	3,371.00
For management services	-	2,247.00
For other services	5,000.00	5,618.00
Total	35,000.00	44,944.00

12. Managerial remuneration to Managing Director during the year was ₹19,67,767.00	<u>Current Year</u>	<u>Previous Year</u>
Salary	11,79,000.00	10,50,000.00
House rent allowance/accommodation	3,60,000.00	3,60,000.00
Contribution of PF	78,000.00	1,26,000.00
Medical reimbursement	15,000.00	15,000.00
Commission payable on profit	3,35,767.00	3,01,066.00
Total	19,67,767.00	18,52,066.00

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)

<u>Party</u>	<u>Relation</u>
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	7,86,17,267	-	-	7,86,17,267
House rent paid	-	4,00,000	3,60,000	7,60,000
Debit balance as on 31-03-15	87,76,759	-	-	87,76,759

## 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 under Schedule II, Section 123 Part C of the Companies Act, 2013.
- (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 but 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) **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.
- (g) **LEAVE ENCASHMENT :** Leave encashment benefits payable to employees is recognized on the basis of actuarial valuation at the balance sheet date.
- (h) **PROVIDENT FUND :** Provident Fund and ESIC contributions are made to the respective regulatory authorities.
- (i) **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.
- (j) **PROPOSED DIVIDEND :** Dividend recommended by the Board of directors is provided for in the accounts, pending approval at the Annual General Meeting.

## 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 - 28<sup>th</sup> September, 2015)**

I hereby record my presence at the 21<sup>st</sup> Annual General Meeting of the Company held on Monday the 28<sup>th</sup> September, 2015 at 10:30 AM at the Registered Office of the Company at 136, Maniram Dewan Road, Chandmari, Guwahati - 781 003

Full Name of the member (In BLOCK LETTERS) : .....

Folio No. .... DP ID No. .... Client ID No. .... No. of Shares .....

Full Name of Proxy (In BLOCK LETTERS) : .....

Member / Proxy's Signature .....

**FORM NO. MGT-11**  
**PROXY FORM**

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies  
(Management and Administration ) Rules, 2014]

CIN : L24111AS1994PLC004051  
Name of the Company : **PREMIER CRYOGENICS LIMITED**  
Regd. Office : 136, Maniram Dewan Road, Chandmari, Guwahati - 781 003  
Name of the Member :  
Registered Address :  
E-Mail Id :  
Folio No./Client No. :  
DP ID :

I/We, being the member(s) of ..... shares of the above named company, hereby appoint

1. Name : .....  
Address : .....  
E-mail Id : ..... Signature : ....., or failing him
2. Name : .....  
Address : .....  
E-mail Id : ..... Signature : ....., or failing him
3. Name : .....  
Address : .....  
E-mail Id : ..... Signature : ....., 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 28<sup>th</sup> day of September, 2015 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' 15.		
2. Declare dividend on equity shares		
3. Re-appointment of Mr. Harendra Nath Das, IAS (Rtd.) as Director		
4. Re-appointment of Mrs. Anamika Chowdhary as Director		
5. Ratification of appointment of Auditors and fix their remuneration		
6. Re-appointment of Mr. Abhijit Barooah as Managing Director		
7. Approval to mortgage and/or charge any of the movable and/or immovable properties of the Company.		
8. Approval to borrow in excess of the aggregate of the paid-up share capital and free reserves of the Company		

Signed this .....day of ....., 2015

Signature of shareholder

Signature of Proxy holder(s)

Affix  
Revenue  
Stamp

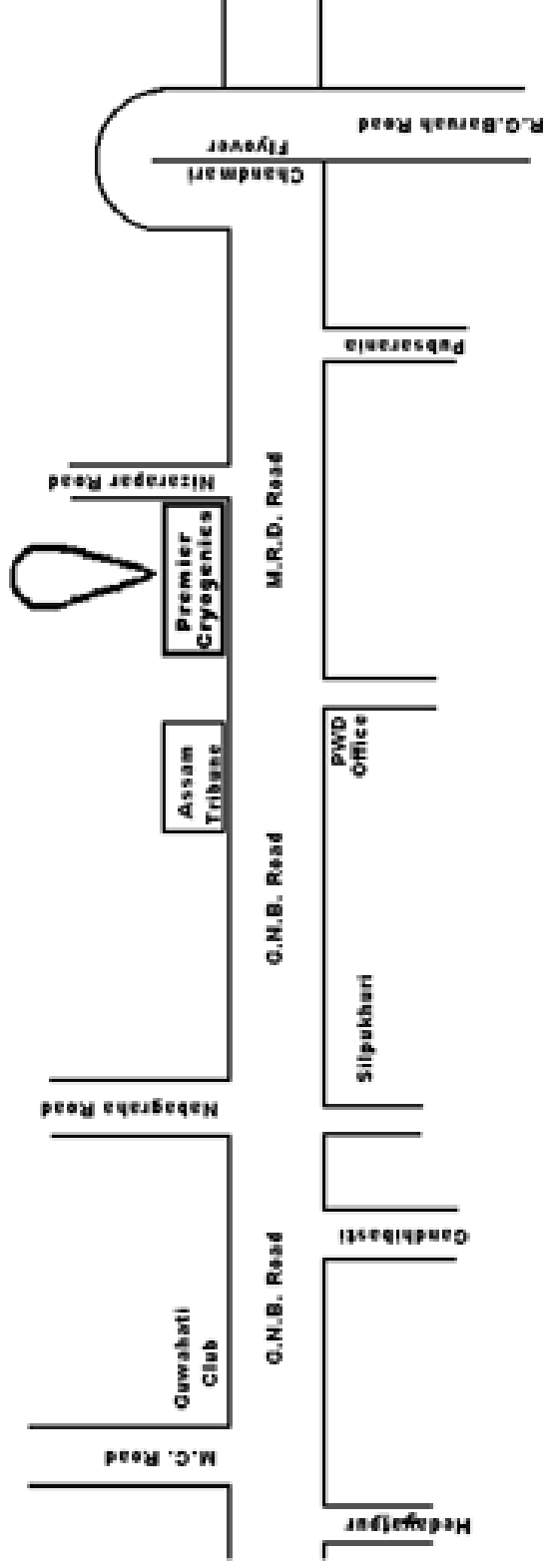
Note : The form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the time fixed for holding the Meeting.

# ROUTE MAP

**PREMIER CRYOGENICS LTD.**

136 Maniram Dewan (MRD) Road,

Chandmari, Guwahati - 781003





# BOOK - POST

*If undelivered please return to :*

**PREMIER CRYOGENICS LIMITED**  
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