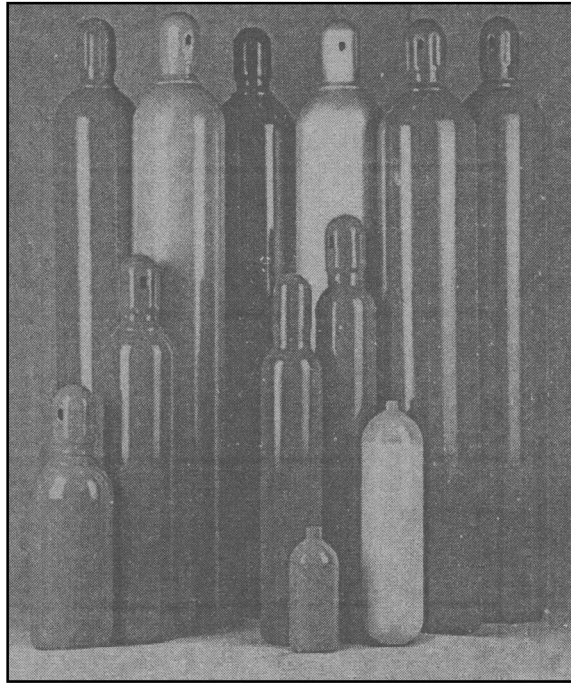
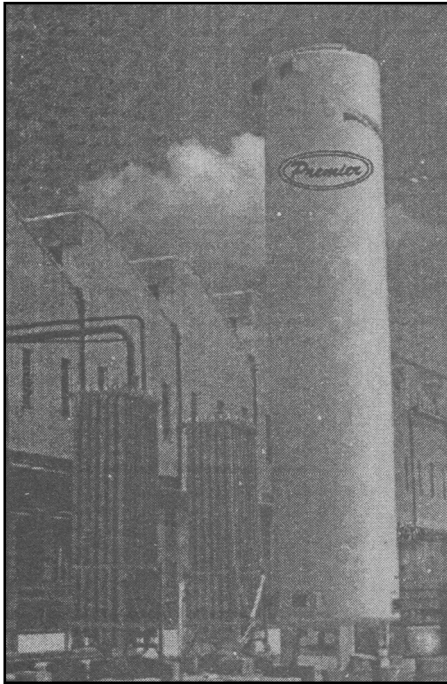


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# **PREMIER CRYOGENICS LIMITED**



**TWENTY-SECOND ANNUAL REPORT 2015-2016**

# PREMIER CRYOGENICS LIMITED

## CORPORATE INFORMATION

### BOARD OF DIRECTORS

as on 14<sup>th</sup> May, 2016

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

### AUDIT COMMITTEE

RAJKAMAL BHUYAN, Chairman  
SWAPAN KR HANDIQUE, Member  
NITIN CH. BARUAH, Member

### NOMINATION & REMUNERATION COMMITTEE

SWAPAN KR HANDIQUE, Chairman  
DR. MUNINDRA KAKATI, Member  
HARENDRA NATH DAS, IAS (Retd), Member

### STAKEHOLDERS RELATIONSHIP COMMITTEE

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

### SHARE TRANSFER COMMITTEE

ABHIJIT BAROOAH, Chairman  
ANAMIKA CHOWDHARY, Member  
NITIN CH. BARUAH, Member

### CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

HARENDRA NATH DAS, IAS (Retd), Chairman  
SWAPAN KR HANDIQUE, Member  
ABHIJIT BAROOAH, 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-second Annual General Meeting of the Members of Premier Cryogenics Ltd. will be held on Friday the 29<sup>th</sup> July, 2016 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, 2016, 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, 2016.
- 3) To appoint a Director in place of Mr. Nitin Ch. Baruah (DIN: 00220932) who retires by rotation and being eligible offers himself for reappointment.
- 4) To 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' 17 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, 2017.”

For **PREMIER CRYOGENICS LTD.**

By Order of the Board

Date : 14<sup>th</sup> May, 2016

Place: Guwahati

ANJAN TALUKDAR  
COMPANY SECRETARY

### Note :

- 1) A member entitled to attend and vote at this Annual General Meeting is entitled to appoint a proxy, or, where that is allowed, one or more proxies, to attend and vote instead of himself/herself and the proxy need not be a member of the Company. Proxies in order to be effective must be deposited at the Registered Office of the Company not less than 48 (forty-eight) hours before the meeting.

Pursuant to the provisions of Section 105 of the Companies Act, 2013 read with the applicable Rules thereunder, a person can act as a proxy on behalf of not more than fifty members and holding in aggregate not more than ten percent of the total share capital of the Company. Members holding more than ten percent of the total share capital of the Company may appoint a single person as proxy, who shall not act as a proxy for any other member. A proxy form is annexed. Proxies submitted on behalf of companies, societies, etc., must be supported by an appropriate resolution / authority as applicable.

- 2) In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
- 3) The Register of Members and Share Transfer Books of the Company shall remain closed from Saturday the 23<sup>rd</sup> July, 2016 to Friday the 29<sup>th</sup> July, 2016 both days inclusive.
- 4) Dividend for the year ended 31<sup>st</sup> March, 2016, as recommended by the Board, if declared at the meeting, will be paid on or after 29<sup>th</sup> July, 2016 within the statutory period, to those Members whose names appear on the Company's Register of Members / Beneficiary Owners as on 22<sup>nd</sup> July, 2016. In respect of shares held in Electronic/demat form, the dividend will be paid as per details furnished by the Depositories for the purpose.

## NOTICE (Contd.)

- 5) 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 2008-09 will complete the statutory period of 7 years on 29<sup>th</sup> July, 2016 and the amount shall be due for transfer thereafter to the IEPF. Members who have not yet encashed their dividend for financial years 2008-09, 2009-10, 2010-11, 2011-12, 2012-13, 2013-14 and 2014-15 are requested to make their claims to the Company without any delay. The details of the unpaid or unclaimed amounts lying with the Company as on 28<sup>th</sup> Sept., 2015 (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.
- 6) 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).
- 7) 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.
- 8) 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.
- 9) 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.
- 10) 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.
- 11) 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.
- 12) The Company will be disclosing to the Stock Exchanges, as per Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the details of results of voting on each of the proposed resolutions.
- 13) All documents referred to in the Notice are available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day.
- 14) Appointment/Reappointment of Directors: At the ensuing Annual General Meeting, Mr. Nitin Ch. Baruah, Director shall retire by rotation and is eligible for reappointment. The information in respect of the said Director is as below:

Mr. Nitin Ch. Baruah aged 67 years has been a Director of the Company since 30/01/2009. Mr. Baruah is a M.Sc. in Applied Maths from Gauhati University and has wide experience in the field of Management, Banking and Tea sector. He was earlier Executive Vice Chairman of two Tea Broking firms; Director of B&A Group and several other Companies; Secretary General of Tea Association of India; and Ex. Chairman of The Co-operative City Bank Ltd. Mr. Baruah is a member of the Company's Audit Committee and Share Transfer Committee. He holds 1000 shares in the Company and does not hold Directorship in any other Company.



## NOTICE (Contd.)

### 15. VOTING THROUGH ELECTRONIC MEANS

- I** In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM (“remote e-voting”) will be provided by Central Depository Services (India) Limited (CDSL).
- II** The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- III** **The instructions for shareholders voting electronically are as under:**
- The voting period begins on 26<sup>th</sup> July, 2016 (9:00 am) and ends on 28<sup>th</sup> July, 2016 (5:00 pm). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 22<sup>nd</sup> July, 2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
  - Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
  - The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
  - Click on Shareholders.
  - Now Enter your User ID
    - For CDSL: 16 digits beneficiary ID,
    - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
    - Members holding shares in Physical Form should enter Folio Number registered with the Company.
  - Next enter the Image Verification as displayed and Click on Login.
  - 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.
  - If you are a first time user follow the steps given below:

	<b>For Members holding shares in Demat Form and Physical Form</b>
PAN	<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	<p>Enter the Date of Birth as recorded in your demat account with the depository or in the company records for your folio in dd/mm/yyyy format.</p>
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 (v).</li> </ul>

- After entering these details appropriately, click on “SUBMIT” tab.

## NOTICE (Contd.)

- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant Company Name i.e. **PREMIER CRYOGENICS LTD.** on which you choose to vote.
- (xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) **Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30<sup>th</sup> June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (xx) **Note for Non-Individual Shareholders & Custodians :**
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xxi) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact them at 1800 200 5533.
- 16.** 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 28<sup>th</sup> July, 2016, upto 5:00 pm without which the vote shall not be treated as valid.
- 17.** The voting right of shareholders shall be in proportion to their shares of the paid-up equity capital of the Company as on the cut-off date of 22<sup>nd</sup> July, 2016. A person who is not a member as on cut-off date should treat this notice for information purpose only.
- 18.** The shareholders shall have one vote per equity share held by them as on the cut-off date of 22<sup>nd</sup> July, 2016. The

## ANNEXURE TO NOTICE

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 22<sup>nd</sup> July, 2016 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. 22<sup>nd</sup> July, 2016. 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.

### ANNEXURE 'A' TO NOTICE

Details of Directors seeking appointment/reappointment at the Annual General Meeting to be held on 29<sup>th</sup> July, 2016 :

<b>Name of the Director</b>	<b>Mr. Nitin Ch. Baruah</b>
DIN	00220932
Father's Name	Late Narayan Ch. Baruah
Date of Birth	01/01/1948
Nationality	Indian
Date of Appointment	30/01/2009
Relationship between Directors inter-se	None
Qualification	M.Sc (Applied Maths)
Expertise	Wide experience in Management & Banking
Directorships held in other Companies as on 31 <sup>st</sup> March, 2016	None
Chairman/Member of the Committee of the Board as on 31 <sup>st</sup> March, 2016	2
Chairman/Member of Committee of other Companies as on 31 <sup>st</sup> March, 2016	None
Shareholding in the Company	1000 equity shares

## DIRECTORS' REPORT

### DEAR MEMBERS,

We have the pleasure in presenting the Twenty-second Annual Report and the audited Statement of Accounts of the Company for the year ended 31<sup>st</sup> March, 2016.

### FINANCIAL HIGHLIGHTS

The financial results for 2015-2016 are summarized as below:

	<u>2015-2016</u>	<u>2014-2015</u>
	( All figures in ` Lacs )	
Total revenue	<b>3171</b>	2546
Profit before finance cost, depreciation & amortization	<b>883</b>	667
Finance cost	<b>58</b>	35
Depreciation & amortization	<b>172</b>	212
Profit before taxes	<b>653</b>	420
Tax expenses	<b>136</b>	57
Profit for the period	<b>517</b>	363

### OPERATIONAL PERFORMANCE

During the year 2015-16, the Company's overall operations were carried out satisfactorily. Production from the Oxygen/ Nitrogen units were 97.12 lac cubic metre (cum) which recorded growth by 16% compared to 83.83 lac cum of the previous year and the plant capacity utilization was 86%. This was mainly due to better demand for Nitrogen of 55.37 lac cum showing a growth by 25%, Medical oxygen of 12.27 lac cum which was up by 34%, Dissolved Acetylene sale of 1.92 lac cum which was higher by 20% and Nitrous Oxide sale of 0.82 lac cum recorded a growth by 19% over the previous year. Sale of Carbon Dioxide was 4.13 lac kg, which grew by 35% compared to 3.05 lac kg of the previous year. But demand for Industrial Oxygen of 14.31 lac cum and Liquid Oxygen of 15.30 lac cum dropped by 2% each compared to the previous year mainly due to lower activity in the cement and steel sectors and also lower demand from the Oxygen compressing units across the N.E. region. During the year, the Company could bag orders from all major industrial gas buyers of the region inspite of a competitive market. With better economic conditions and increase in industrial activities, the Company is hopeful of achieving higher scale of operations and sustainable growth in the years to come.

### FINANCIAL PERFORMANCE

During the year under report, the Company's income from operations (net of excise duty) was ` 3092 lac which recorded growth in revenue by 25% compared to ` 2476 lac of the previous year. Profit before finance cost, depreciation and amortization was ` 883 lac and net profit after tax was ` 517 lac which was higher by 42% over the previous year. The increase in turnover and profitability was mainly due to better demand for Nitrogen, Medical Oxygen, Dissolved Acetylene and Nitrous Oxide. The Company was able to increase the unit sale prices of some of the products inspite of a competitive market. There was increase in expenses on certain heads like power cost and distribution expenses due to distant sales. It is expected that with growth in general economy and better industrial climate, the Company will be able to further improve its overall financial performance in the coming years.

The Company has been maintaining excellent track record with banks and FIs and has been timely servicing its term loans of ` 7814 lac from North Eastern Development Financial Corporation Ltd. (NEDFi). During the year, a term loan of ` 550 lac was repaid in full. The Company is also availing working capital facilities of cash credit of ` 300 lac from SBI, which was enhanced from earlier ` 250 lac during the year. From the end of the financial year to the date of this report, the Company had also repaid the NEDFi term loan of ` 264 lac in full. A new term loan of ` 3155 lac and a forward contract limit of ` 122 lac have been sanctioned by SBI.

There are no other 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 carried 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 25% and 28% respectively of the total turnover while contributions from the other items like Dissolved Acetylene, Nitrous Oxide and Carbon Dioxide in the aggregate were around 21% and revenue from services was about 20% of the total turnover. During the year, the Company initiated implementation of a new Oxygen/Nitrogen unit at Samaguri in the district of Nagaon, Assam. There has been no change in the nature of business of the Company during the year.

### FUTURE PLANS & PROSPECTS

The Company forecasts a growth in demand for industrial, medical and other specialty gases in the near future. To meet this growing market demand, the company had initiated to set up and commission its proposed Oxygen/Nitrogen unit at Samaguri in the Nagaon district of Assam during the coming year. Site selection and land acquisition have already been completed. Power sanction has been obtained. Conversion of the site to industrial land has also been completed. The Selection of plant and machinery and placement of order on suppliers was under process. The Company also envisages to set-up industrial gas plants within the N E region and beyond in the near future. In this direction, the Company had already acquired land in Assam, West Bengal and Bihar. It is expected that with completion of the proposed Oxygen/Nitrogen project and better market conditions, the Company will be able to attain sustainable growth and development by increasing its scale of operations 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 2015-2016.

### 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 ` 357.83 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. Current investments of surplus funds were made in quoted Mutual Funds 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 repaid an earlier term loan of ` 550 Lacs from NEDFi. From the end of the financial year to the date of this report, the Company repaid the other NEDFi term loan of ` 264 lac in full. A new term loan of ` 3155 lac and forward contract limit of ` 122 lac have been sanctioned by SBI.

The facility of working capital (cash credit) of ` 300 lac is also being availed from SBI, which had been enhanced from the earlier limit of ` 250 lac during the year.

### ISSUE OF SHARES

During the year, the Company did not make any issue of shares. As on 31<sup>st</sup> March, 2016, 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 2016-17. The Company has made 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.

There was no change in the Board of Directors during the year under report. The independent directors of the Company have given declaration that they meet the criteria of independence as per the provisions of Section 149 of the Companies Act, 2013.

Mr. Nitin Ch. Baruah, Director will retire by rotation at the forthcoming Annual General Meeting and is eligible for reappointment as per the provisions of the Act. Details of the director seeking appointment/reappointment are set out in the notice convening the AGM.

The Company has adopted a Nomination and Remuneration Policy pursuant to the provisions of Section 178 of the Companies Act, 2013. Disclosure about the same has been given in the Corporate policies report under the Corporate Governance report section to this Annual report and also disclosed in the Company's website: [www.premiercryo.com](http://www.premiercryo.com).

### DETAILS OF BOARD & COMMITTEE MEETINGS

During the year, four Board of Directors meeting were held, details of which are given below:

Date of the meeting	No. of Directors attended the meeting
30/04/2015	7
27/07/2015	9
31/10/2015	8
30/01/2016	9

## DIRECTORS' REPORT (Contd.)

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

Audit Committee		Nomination & Remuneration Committee		Stakeholders Relationship Committee		Share Transfer Committee		Corporate Social Responsibility 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	Date of the meeting	No. of Directors attended the meeting
30/04/2015	4	24/07/2015	5	30/06/2015	3	31/08/2015	3	17/03/2016	3
27/07/2015	4			30/09/2015	3				
31/10/2015	4			31/12/2015	3				
30/01/2016	4			26/02/2016	3				

\* The Audit Committee meetings were also attended by one Director as an invitee and the Nomination and Remuneration Committee meeting was also attended by two Directors as 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 carried out the process of formal annual evaluation by the Board of its own performance and that of its Committees and individual directors and the same were found to be satisfactory.

### 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.

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

(A) Conservation of energy –

(i)	the steps taken or impact on conservation of energy	Energy Audit carried out. Suggestion regarding insulation improvement were carried out.
(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 Fifty Thousand only.

## DIRECTORS' REPORT (Contd.)

### (B) Technology absorption –

(i)	the efforts made towards technology absorption	
(ii)	the benefits derived like product improvement, cost reduction, product development or import substitution	
(iii)	in case of imported technology (imported during the last three years reckoned from the beginning of the financial year) –	Developed Main Air Compressor PISTON of LM 4 material locally resulting cost reduction around Rs.11 lac and import substituted.
	(a) the details of technology imported	NA
	(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.2,13,75,956/- only towards advance for machinery and equipments 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 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 for the year 2016-17 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 2015-16 is given as Annexure – II 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.

### 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 – III to this report.

### CORPORATE GOVERNANCE

Pursuant to the provisions relating to Corporate Governance as prescribed under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a Management Discussion & Analysis, Corporate Governance Report and Auditor's Certificate on the compliance of conditions of Corporate Governance are made a part of this Annual Report.



## DIRECTORS' REPORT (Contd.)

In accordance with the applicable provisions of the Listing Regulations and of the Companies Act, 2013 and rules thereunder, a report on Whistle blower policy, 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 and also disclosed in the Company's website: [www.premiercryo.com](http://www.premiercryo.com).

### 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 (CSR) has become applicable to the Company by virtue of its exceeding the prescribed limit on profitability during the year 2015-16. The Company had constituted a CSR Committee and also adopted a CSR policy in accordance with the said provisions. A report on the policy is disclosed in the corporate policies report section of this Annual report and also disclosed in the Company's website: [www.premiercryo.com](http://www.premiercryo.com). Pursuant to Section 135 of the Companies Act, 2013, Rule 9 of the Companies (Accounts) Rules, 2014 and Rule 8 of the Companies (CSR Policy) Rules, 2014, a report on the CSR activities proposed to be undertaken during the year 2016-17 is given in Annexure – IV.

### HUMAN RESOURCE

During the year, the Company continued its effort towards human resource development and in improving its human resource policies and practices. Thrust was given in the areas of recruitment and selection and in training and development of its human capital. Special focus was given on their skills and talents aligned to the respective job descriptions. Amongst the HR activities, annual self appraisal, performance review and training programmes were arranged. The Nomination and Remuneration Committee oversees the Company's HR practices according to the laid down policies. Relationships with employees were cordial throughout the year. Pursuant to the provisions of Sec. 22 of the Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013, the Company had constituted an Internal Complaints Committee. No sexual harassment complaint was reported to have been received by the Company earlier and during the year 2015-16.

### PARTICULARS OF EMPLOYEES

During the year under review, there was 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 : 14-05-2016  
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

**Form No. MR-3**

#### **SECRETARIAL AUDIT REPORT**

**FOR THE FINANCIAL YEAR ENDED 31<sup>st</sup> March, 2016**

[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, 2016 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, 2016 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 thereunder 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 Act (in respect of compliance by Department of Production and Projects); Shops & Establishments Act, ESI, Gratuity and Payment of Bonus Acts, PF & Misc. Provisions Act, Minimum Wages and Payment of Wages Acts, Employment Exchange Compulsory Notification of Vacancies Act, Sexual Harassment of Women at the Workplace 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, Foreign Exchange Management Act and Banking & Negotiable Instruments Acts (in respect of compliance by Accounts & Finance 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).
- (ii) The Listing Agreement entered into by the Company with Calcutta Stock Exchange and the newly introduced SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;

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. There was no change in the composition of the Board of Directors during the period under review.

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.

I/we further report that during the audit period, the company has passed special resolutions u/s 180 of the Act, according consent to the Board of Directors for creating mortgage and/or charge on all the immovable and movable properties of the company and to borrow money not exceeding ` 50 crore (Rupees fifty crore) over and above the aggregate of paid-up share capital and free reserves of the company.

Place : Guwahati  
Date : 14-05-2016

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

## ANNEXURES TO DIRECTORS' REPORT (Contd.)

### ANNEXURE - III TO DIRECTOR'S REPORT

**Form No. MGT-9**

**EXTRACT OF ANNUAL RETURN  
as on the financial year ended on 31<sup>st</sup> March, 2016**

[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	28.47
2.	Oxygen	20111	24.65
3.	Dissolved Acetylene	20111	12.40
4.	Transport	49231	13.21

## 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	200000	-	200000	4.062	200000	-	200000	4.062	-
(b) Banks / FI	-	-	-	-	-	-	-	-	-
(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	52000	9000	61000	1.239	52000	9000	61000	1.239	-
(ii) Overseas	-	-	-	-	-	-	-	-	-
(b) Individuals	-	-	-	-	-	-	-	-	-
(i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	29300	370200	399500	8.113	29300	385200	414500	8.418	0.305
(ii) Individual									

## ANNEXURES TO DIRECTORS' REPORT (Contd.)

shareholders holding nominal share capital in excess of Rs. 1 lakh (c) Others (specify)	169700	83400	253100	5.140	169700	68400	238100	4.836	-0.304
	-	-	-	-	-	-	-	-	-
<b>Sub-total (B)(2):-</b>	<b>251000</b>	<b>462600</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)	451000	812600	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>3880000</b>	<b>1043900</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
5	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
	<b>TOTAL</b>	<b>1875800</b>	<b>38.096</b>	<b>1875800</b>	<b>38.096</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	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>1,98,000</b>	<b>-</b>	<b>5,32,61,401</b>
<b>Change in Indebtedness during the financial year</b>				
• Addition	53,94,34,768	-	-	53,94,34,768
• Reduction	54,41,19,900	-	-	54,41,19,900
<b>Net Change</b>	<b>-46,85,132</b>	<b>-</b>	<b>-</b>	<b>-46,85,132</b>
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	4,83,53,090	1,98,000	-	4,85,51,090
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	11,619	-	-	11,619
<b>Total (i+ii+iii)</b>	<b>4,83,64,709</b>	<b>-</b>	<b>-</b>	<b>4,85,62,709</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/MTD/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	14,16,600	-	-	14,16,600
	(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	5,08,241	-	-	5,08,241
	- others, specify...	-	-	-	-
5.	Others, please specify	-	-	-	-
	<b>Total (A)</b>	<b>22,84,841</b>	<b>-</b>	<b>-</b>	<b>22,84,841</b>
	Ceiling as per the Act	-	-	-	32,64,831

#### B. Remuneration to other directors:

Sl. No.	Particulars of Remuneration	Name of Directors								Total Amount
		Swapan Kr. Handique	Rajkamal Bhuyan	Dr. Munindra Kakati	Dr. Pranaban and Bharali	Anamika Chowdhary	Harendra Nath Das	Nitin Ch. Baruah	Geetimala Baishya (Nominee)	
	1. Independent Directors									
	• Fee for attending board/ committee meetings	15,000	22,500	20,000	-	-	-	-	-	57,500
	• Commission	-	-	-	-	-	-	-	-	-
	• Others, please specify (Conveyance)	2,500	2,500	2,500	-	-	-	-	-	7,500
	<b>Total (1)</b>	<b>17,500</b>	<b>25,000</b>	<b>22,500</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>65,000</b>

## ANNEXURES TO DIRECTORS' REPORT (Contd.)

2. Other Non-Executive Directors	-	-	-	20,000	22,500	15,000	20,000	7,500	85,000
• Fee for attending board/ committee meetings	-	-	-	-	-	-	-	-	-
• Commission	-	-	-	-	-	-	-	-	-
• Others, please specify (Conveyance)	-	-	-	4,000	4,500	3000	2,000	1,500	15,000
<b>Total (2)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>24,000</b>	<b>27,000</b>	<b>18,000</b>	<b>22,000</b>	<b>9,000</b>	<b>1,00,000</b>
<b>Total (B)=(1+2)</b>									<b>1,65,000</b>
<b>Total Managerial Remuneration</b>									<b>24,49,841</b>
<b>Overall Ceiling as per the Act</b>									<b>71,82,627</b>

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

Sl. No.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Company Secretary	CFO (w.e.f. 27/07/2015)	Total
1	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961		5,95,527	5,00,386	10,95,913
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961		42,256	4,080	46,336
	(c) Profits in lieu of salary under section 17(3) Incometax Act, 1961	N.A.	-	-	-
2	Stock Option	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission- as % of profit- others, specify	-	-	-	-
5	Others, please specify	-	-	-	-
	<b>Total</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>

### 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 - IV TO DIRECTOR'S REPORT

#### ANNUAL REPORT ON CSR ACTIVITIES

[pursuant to Section 135 of the Companies Act, 2013 read with Rule 8(1) of the Companies (Corporate Social Responsibility Policy) Rules, 2014]

1. Brief outline of the Company's CSR policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programs.

The Company's CSR policy is a guide for conducting its business with social responsibility and accountability. It lays down a systematic and dedicated approach towards implementing CSR projects or programmes for improving the quality of life of the people and society primarily in the areas in which it operates. It describes the focus areas and the methodology for implementation, governance, funding, monitoring and reporting of the CSR activities.

During the initial year 2016-17, the Company proposes to undertake projects or programmes in the health care, education and/or rural development primarily in Samaguri area in the district of Nagaon, Assam where the Company is setting up a new Oxygen/Nitrogen project. The Company's CSR policy is disclosed in its website: [www.premiercryo.com](http://www.premiercryo.com)

2. The Composition of the CSR Committee.

The CSR Committee of the Company comprises of one Independent Director, one Non-executive non-independent Director and the Managing Director. The members of the Committee are:

- Mr. H. N. Das, IAS (Retd.), Chairman
- Mr. S. K. Handique, Independent Director
- Mr. Abhijit Barooah, Managing Director

3. Average net profit of the Company for last three financial years. : ₹ 483.03 lac

4. Prescribed CSR Expenditure (two percent of the amount as in item 3 above) : ₹ 9.66 lac

5. Details of CSR spent for the financial year:

(a) Total amount to be spent for the financial year; NA

(b) Amount unspent, if any; NA

(c) Manner in which the amount spent during the financial year is detailed below:

1	2	3	4	5	6	7	8
Sl. No.	CSR project or activity identified	Sector in which the project is covered	Projects or programs (1) Local area or other (2) Specify the State and district where projects or Programs was undertaken	Amount outlay (budget) project or programs wise	Amount spent on the projects or programs Sub-heads: (1) Direct expenditure on project or programs (2) Over-heads :	Cumulative expenditure upto the reporting period	Amount spent Direct or through implementing agency*
1.	NA	NA	NA	NA	NA	NA	NA
2.	NA	NA	NA	NA	NA	NA	NA
3.	NA	NA	NA	NA	NA	NA	NA
	TOTAL	NA	NA	NA	NA	NA	NA

\*Give details of implementing agency:

Note: Pursuant to the provisions of Sec 135 of the Companies Act, 2013 read with Rule 9 of the Companies (Accounts) Rules, 2014 and Rule 8(1) of the Companies (CSR Policy) Rules, 2014, the provisions relating to CSR has become applicable to the Company by virtue of its exceeding the prescribed limit on profitability during the year 2015-16. Therefore, the CSR activities are proposed to be undertaken from the year 2016-17.

1. In case the company has failed to spend the two per cent of the average net profit of the last three financial years or any part thereof, the company shall provide the reasons for not spending the amount in its Board report. : NA
2. Responsibility statement: We hereby affirm and state that the implementation and monitoring of CSR Policy, is in compliance with CSR objectives and Policy of the company.

Date: 14/05/2016  
Place: Guwahati

Abhijit Barooah  
Managing Director

H. N. Das, IAS(Retd)  
Chairman, CSR Committee

## 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

- (a) The ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year 2015-16 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 2015-16 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	16.03	16.11%
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	Swapan 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	7.35%
11	Prithwish Ch. Mazumdar	Chief Financial Officer	Not Applicable	Not Applicable <sup>@</sup>

## 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.

@ The Chief Financial Officer was appointed w.e.f. 27/07/2015 and, therefore, the percentage increase in remuneration is not applicable for the financial year 2015-16.

- (iii) The percentage increase in the median remuneration of employees in the financial year 2015-16 was 13.47%
- (iv) There were 65 permanent employees on the rolls of company as on 31<sup>st</sup> March, 2016
- (v) Relationship between average increase in remuneration and company performance: The average increase in remuneration was 29.66% whereas the increase in Company's profit before tax for the financial year 2015-16 was 55.56%. 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 33.77% i.e., from ` 25.62 lac in 2014-15 to ` 34.27 lac in 2015-16 whereas the Company's profit before tax increased by 55.56% at ` 652.97 lac in 2015-16 from ` 419.75 lac of 2014-15.
- (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 2015-16 and 2014-15.
- (viii) Average percentile increase made in the salaries of employees other than the managerial personnel in the last financial year 2015-16 was 29.09% whereas the increase in managerial remuneration including the remuneration of the newly appointed Chief Financial Officer for the said year was 33.77%.
- (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 16.11% i.e., from ` 19.68 lac in 2014-15 to ` 22.85 lac in 2015-16 and that of the Company Secretary increased by 7.35% i.e., from ` 5.94 lac in 2014-15 to ` 6.38 lac in 2015-16 whereas the Company's profit before tax increased by 55.56% at ` 652.97 lac in 2015-16 from ` 419.75 lac of 2014-15. The comparison of remuneration of newly appointed CFO is not applicable for the year 2015-16.
- (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 V to the Companies Act, 2013 which was recommended by the Nomination and Remuneration Committee as per the Remuneration policy for the appointment and approved by the members in the Annual General Meeting held on 28/09/2015. The period of contract with Managing Director is for 5 years w.e.f. 6.10.2015 to 5.10.2020. 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 2015-16, the Company's overall performance was satisfactory and in line with the progressive industrial scenario. With the turnaround in general economy, a prospective market condition was seen in the industrial gases sector. The Company could improve its level of operations with good growth in turnover and profitability. The major products, Oxygen and Nitrogen recorded production of 97.12 lac cum which was up by 16% over previous year's 83.83 lac cum and plant capacity utilization was 86%. While demand for Nitrogen and Medical Oxygen grew by 25% and 34% respectively, demand for Industrial Oxygen and Liquid Oxygen dropped by 2% each due to slow activity in the cement and steel sectors and lower demand from the Oxygen Compressing units of the region. But Dissolved Acetylene recorded growth by 20% with production of 1.92 lac cum from 1.60 lac cum of the previous year and capacity utilization was 102%. Nitrous Oxide production of 0.82 lac cum was up by 17% and Carbon Dioxide processing was higher by 34% at 4.10 lac kg compared to the previous year. With these performances, the Company achieved a turnover of ` 3092 lac showing growth by 25% over ` 2476 lac of the previous year and profitability was ` 517 lac which was up by 42% compared to the previous year. The growth in turnover and profitability was mainly due to better demand and ability to raise the unit sale price of some of the products inspite of a competitive market and increase in power cost due to hike in tariff and distribution expenses. With growing economy and increase in overall industrial activities, the Company is hopeful of a sustainable growth and development in the years to come.

### **INDUSTRY STRUCTURE & DEVELOPMENTS:**

The Company has been operating in the industrial gas industry for over 20 years. During this period, it has witnessed steady growth in this sector and gained wide experience and expertise in gas business. With extensive operations in the field of gas production, distribution, bottling and in a variety of gas applications, the Company had enriched its technical expertise and credentials to meet the future needs of this core sector industry. With dedicated performance and significant presence in this specialized sector, the Company enjoys a leading position as manufacturer and supplier of industrial, medical and other speciality gases in the N.E. region. The Company is presently catering to about 70% of the market demand of the region which are mainly from industrial gas users in the core sector oil industries, State Vety. depts, research laboratories, Railways, Food processing, Infrastructure and Health care sector. With gradual improvement in the general economy, increase in industrial activities and mega Government projects, the Company expects quantum growth in demand for industrial gases in the coming years. To meet the future growth, the Company has equipped itself with adequate production and distribution facilities through expansion of some of its units. It is also implementing a new Nitrogen/Oxygen unit at Samaguri in the district of Nagaon, Assam which is expected to be commissioned next year. With increase in operation of the existing units and completion of the new project, the Company expects higher growth and development in the coming year.

### **OPPORTUNITIES, THREATS, RISKS & CONCERNS:**

Being in a specialized industry, the Company has a variety of opportunities. Its 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 Company's existing manufacturing facilities being located at Guwahati, the hub centre of the region, it enjoys comparatively lower freight cost and stable power supply. The promoters being highly experienced technocrats, the company has good potential for growth and development. The gas products being critical inputs for the oil sector and other industrial and medical gas users have a good growing demand.

Inspite of the opportunities, the Company has certain potential 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. 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 erratic supply and price escalation. The Company supplies mainly through open tenders which are subject to market competition. It is enjoying central excise, VAT and other benefits under Northeast Industrial Policy, 2007. Any change in policy will affect its performance. With gradual improvement in the economy supported by proactive policies of the Government, 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, 77.21 lac cum of Nitrogen (both manufactured and purchased) was sold to major customers like ONGC, OIL, and State Vetty. Depts. which was higher by 23% compared to previous year. But sale

## MANAGEMENT DISCUSSION & ANALYSIS (Contd.)

of Industrial Oxygen of 14.31 lac cum dropped by 2% compared to previous year mainly due to lower activity in the cement and steel sectors. The major customers were the local industries, Railways, and construction sector. Medical Oxygen sale of 12.27 lac cum increased by 34% over the previous year. Sale of Compressed Air was insignificant due to lack of demand. Liquid Oxygen sale of 15.30 lac cum slid by 2% mainly due to lower demand from the Oxygen compressing units of the region. Sale of DA of 1.92 lac cum was up by 20% compared to the previous year. Nitrous Oxide sale of 0.82 lac cum grew by 19% while sale of Carbon Dioxide of 4.13 lac kg increased by 35% compared to previous year. The Company expects that with better market conditions and increased production facilities, it will be able to attain higher level of performance in the coming year.

### **INTERNAL CONTROL SYSTEMS:**

The Company's internal control systems are adequate commensurate with the nature and size of its business. The control systems are reviewed periodically and are improved as per requirement of the activities, particularly on sale of goods, purchase of stores, raw materials and other assets aligned with the Company's risk management policy. The Company had installed computerized systems with required software for specific job execution processes and on-line facilities are being used in all the functional units. This has not only improved internal checks and controls but also the process of reporting and recording transactions on a real-time basis. The internal control system is supplemented by regular audits conducted by the internal auditor. Review of actions taken on the audit observations 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:**

The Company's overall financial performance was satisfactory. During the year, it could carry out the fiscal plans and policies and meet the financial commitments on time. With regular monitoring and analysis of its fund flows including supply credits and recoveries, debts and repayments, the Company could maintain financial stability and liquidity in its operations. During the year, the Company's revenue was ` 3171 lac achieving growth by 25% compared to ` 2546 lac of the previous year. Profit before finance cost, depreciation and amortisation was ` 883 lac and net profit after tax was ` 517 lac which was up by 42% over the previous year. With adequate internal fund generation and requisite borrowings, the Company could make all the capital investments on its expansion and new projects and on its operational expenses. The Company has also been paying dividend for last several years. With better economic condition and growth in industrial activities, the Company expects its financial performance to improve further in the years to come.

The Company has been servicing its term loans aggregating ` 814 lacs from NEDFi. Working capital is being availed from SBI with cash credit facility of ` 300 lacs. During the year and till the date of this report, the Company repaid the NEDFi term loans in full and new term loan and forward contract limit aggregating ` 3277 lac has been sanctioned by SBI. By its dedicated fiscal commitments, the Company has been maintaining excellent track record with banks and FIs.

### **INDUSTRIAL RELATIONS & HUMAN RESOURCE MANAGEMENT:**

During the year under report, the Company held uninterrupted focus on its human resource development and has continuously put its efforts to improve its HR policies and practices. It emphasized on all round manpower development and carried out review and improvement of the measures aligned with the nature of job and employment. In this direction, emphasis was given in the areas of recruitment and selection, training and development, wages and compensation and labour relation. Congenial working environment was maintained. Training programmes and review meets were held regularly. Incentives in the form of productivity linked bonus and awards were given for punctuality, loyalty, suggestions and outstanding contributions. Performance appraisal is carried out on an annual basis for salary increments and promotions keeping in line with the Nomination and Remuneration policy of the Company. Relations 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, Women Directors and a Nominee Director. The Board composition is in accordance with the provisions of the Companies Act, 2013 and as per the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Chairman of the Board is non-executive and the total numbers of Non-executive directors are more than 50% of the total number of directors. The total numbers of Independent directors are one-third of the total number of directors on the Board of the Company. 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 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 2015-16		Whether attended AGM held on 28 <sup>th</sup> Sept., 2015	No. of Directorships in other companies		No. of Committee position held in other companies		No. of shares held as on 31 <sup>st</sup> March 2016
		Held	Attended		Chairman	Member	Chairman	Member	
Dr. Pranababanda Bharali Chairman	Non-executive	4	4	Yes	-	-	-	-	-
Mr. Abhijit Barooah Managing Director	Promoter Executive	4	3	Yes	1	6	-	-	1586600
Mrs. Anamika Chowdhary	Promoter Non-executive	4	4	Yes	1	3	-	-	285700
Mr. Harendra Nath Das, IAS (Rtd)	Non-executive	4	4	No	-	-	-	-	-
Mr. Nitin Ch. Baruah	Non-executive	4	4	Yes	-	-	-	-	1000
Dr. Munindra Kakati	Non-executive Independent	4	4	No	-	-	-	-	-
Mr. Swapan Kr. Handique	Non-executive Independent	4	3	Yes	-	1	-	-	-
Mr. Rajkamal Bhuyan	Non-executive Independent	4	4	No	-	8	-	-	-
Mrs. Geetimala Baishya	Non-executive FI Nominee*	4	3	Yes	-	3	-	-	1000

\* Mrs. Geetimala Baishya was appointed as Nominee Director by Assam Industrial Development Corporation Ltd.

Four Board Meetings were held during 2015-16 on: 30<sup>th</sup> April, 2015; 27<sup>th</sup> July, 2015; 31<sup>st</sup> Oct., 2015; and 30<sup>th</sup> Jan., 2016. There was no change in the Board of Directors of the Company during the year under report. Separate meeting of the Independent Directors were held and familiarisation programmes including factory site visit was organized. The details regarding the independent directors including their terms of appointment are disclosed in the Company's website: [www.premiercryo.com](http://www.premiercryo.com)

Mrs. Anamika Chowdhary, Director is the sister of Mr. Abhijit Barooah, Managing Director. 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 2015-16	
		Held	Attended
Mr. Rajkamal Bhuyan, Chairman	Independent	4	4
Mr. Swapan Kr. Handique, Member (w.e.f. 31/10/2015)	Independent	1	1
Dr. Munindra Kakati, Member (upto 31/10/2015)	Independent	3	3
Mr. Nitin Ch. Baruah, Member	Non-executive	4	4

Mr. Rajkamal Bhuyan, was appointed as Chairman of the Audit Committee w.e.f. 31/10/2015 in place of Mr. Nitin Ch. Baruah.

The powers and role of the Committee include the areas prescribed under Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. 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 that the financial statement is correct, sufficient and credible.
- To recommend for appointment, remuneration and the terms of appointment of auditor of the company and approval of payment to statutory auditors for any other services rendered by the statutory auditors.
- To review with the management, the annual financial statements and auditor's report and the quarterly financial statements before submission to the Board for approval.
- To review with the management, the statement of uses / application of funds raised through issue and making appropriate recommendation to the Board;
- To review the performance and effectiveness of audit process, adequacy of internal control systems internal audit functions, evaluation of internal financial controls, risk management systems, etc.

The former Chairman of the Committee, Mr. Nitin Ch. Baruah was present at the AGM held on 28<sup>th</sup> Sept'15.

The Committee meetings are attended interalia by the Managing Director, Internal Auditor and Chief Financial Officer. The Company Secretary acts as Secretary of the Committee. Four Audit Committee Meetings were held during 2015-16 on: 30<sup>th</sup> April, 2015; 27<sup>th</sup> July, 2015; 31<sup>st</sup> Oct., 2015; and 30<sup>th</sup> Jan., 2016.

### 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 2015-16	
		Held	Attended
Mr. Swapan Kr. Handique, Chairman	Independent	1	1
Dr. Munnindra Kakati, Member (w.e.f. 31/10/2015)	Independent	-	-
Mr. Rajkamal Bhuyan, Member (upto 31/10/2015)	Independent	1	1
Mr. Harendra Nath Das, IAS(Retd.), Member	Non-Executive	1	1

Mr. Swapan Kr. Handique, was appointed as Chairman of the Committee w.e.f. 31/10/2015 in place of Mr. H. N. Das, IAS(Retd.).

The broad terms of reference of the Committee include formulation of criteria for appointment and recommendation for remuneration of directors, KMPs and other employees; evaluation of performance of the independent directors and of the Board; devising policy on Board diversity, etc. The Committee is guided by the Nomination and remuneration policy of the Company which is disclosed in the Company's website: [www.premiercryo.com](http://www.premiercryo.com).

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 V to the Companies Act, 2013 and fixed under an agreement between the company and such director. The period of contract with the Managing Director is for 5 years w.e.f. 6.10.2015 to 5.10.2020 and notice period of six months have been specified. Details of remuneration to the Directors during 2015-16 are as under: (in `)

Name of Directors	Whether Executive or Non- executive	Salary	Benefits	Commission	Sitting Fees	Conveyance
Dr. Pranabananda Bharali	Non- executive	-	-	-	20,000.00	4,000.00
Mr. Abhijit Barooah Managing Director	Executive	13,80,000	3,96,600	5,08,241	-	-
Ms. Anamika Chowdhary	Non- executive	-	-	-	22,500.00	4,500.00
Mr. Harendra Nath Das	Non- executive	-	-	-	15,000.00	3,000.00
Mr. Nitin Ch. Baruah	Non- executive	-	-	-	20,000.00	2,000.00
Dr. Munindra Kakati	Non- executive	-	-	-	20,000.00	2,500.00
Mr. Swapan Kr. Handique	Non- executive	-	-	-	15,000.00	2,500.00
Mr. Rajkamal Bhuyan	Non- executive	-	-	-	22,500.00	2,500.00
Mrs. Geetiala Baishya AIDC Nominee	Non- executive	-	-	-	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 2015-16	
		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

Four meetings of the Committee were held on 30<sup>th</sup> June '15, 30<sup>th</sup> Sept. '16, 31<sup>st</sup> Dec. '15 and 26<sup>th</sup> Feb. '16. The Committee specifically looks into the mechanism of redressal of grievances of shareholders and consider and resolve the grievances of securityholders including complaints related to transfer of shares, non-receipt of annual report and non-receipt of declared dividends. It also 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 and Listing Regulations.

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
2012-13	AGM	Regd. Office: Maniram Dewan Road, Chandmari, Guwahati – 781 003	28.09.2013	10:30 A.M.
2013-14	AGM	- do -	23.09.2014	10.30 A.M.
2014-15	AGM	- do -	28.09.2015	10.30 A.M.

Special resolutions were passed in the AGMs held on 23.09.2014 and 28.09.2015. No such resolutions were required to be passed through postal ballot. No special resolution is proposed to be conducted through postal ballot at the forthcoming AGM.

### 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 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 prescribed proforma.

Which Newspaper normally published in : Financial Express (English)  
N.E.Times (English)  
Dainik Asom (Assamese)

Any website where displayed : www.premiercryo.com

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

## CORPORATE GOVERNANCE REPORT (Contd.)

Whether presentation made to institutional investors : Yes, if any request is received  
or to analyst

Whether Management Discussion and Analysis : Yes  
Report is a part of Annual Report or not

As a measure of Green Initiatives announced by the Ministry of Corporate Affairs, Govt. of India, the Company sends 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 : 29<sup>th</sup> July, 2016 at 10:30 A.M.
  - Venue : Regd. Office, Premier Cryogenics Ltd.  
136, Maniram Dewan Road, Chandmari, Guwahati – 781 003
- ii) Financial Calendar: (tentative)
- Annual General Meeting : 29<sup>th</sup> July, 2016
  - Results for quarter ending  
June 30<sup>th</sup> 2016 : 4<sup>th</sup> week of July, 2016
  - Sept., 30<sup>th</sup> 2016 : 4<sup>th</sup> week of Oct., 2016
  - Dec. 31<sup>st</sup>, 2016 : 4<sup>th</sup> week of Jan., 2017
  - Results for year ending  
March 31<sup>st</sup> 2017 : 4<sup>th</sup> week of April, 2017
- iii) Date of book closure : 23<sup>rd</sup> July, 2016 to 29<sup>th</sup> July, 2016
- iv) Dividend payment date : on or after 29<sup>th</sup> July, 2016
- v) Listing on Stock Exchanges : The Calcutta Stock Exchange Ltd.  
Note: Listing fees for the year 2015-16 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, 2015 - March, 2016	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, CRISIL Index, etc. : Nil
- ix) Registrar and Share 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 2015-16	
		Held	Attended
Mr. Abhijit Barooah, Chairman	Executive	1	1
Ms. Anamika Chowdhary, Member	Non-executive	1	1
Dr. Munindra Kakati, Member (upto 30/01/2016)	Non-executive	1	1
Mr. Nitin Ch. Baruah, Member (w.e.f. 30/01/2016)	Non-executive	-	-

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, 2016

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	-	-	-	-
<b>Total</b>	<b>481</b>	<b>100.000</b>	<b>49,23,900</b>	<b>100.000</b>

No. of Equity Shares held	No. of Shareholders	% of Shareholders	No. of Shares	% of Shares
Upto 500	252	52.3909	1,21,900	2.4757
501 – 1000	149	30.9771	1,34,800	2.7377
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
<b>Total</b>	<b>481</b>	<b>100.0000</b>	<b>49,23,900</b>	<b>100.0000</b>

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

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

Nature of complains	2015-16		2014-15	
	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 10 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 2016 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. 136, Maniram Dewan Road, Chandmari, Guwahati – 781 003 Ph. No. 0361-266 0192-93
- xvii) Shareholders quarries: 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: a.talukdar@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.)

### CORPORATE POLICIES AND REPORTS

In accordance with the provisions of the Companies Act, 2013, the Stock Exchange Listing Agreement and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company adopted a Whistle Blower policy as a part of vigil mechanism, policy for managing risks, policy for Nomination and Remuneration, code for dealing in share and fair conduct; dealing with related party transactions, Corporate Social Responsibility policy and a Code of conduct for the Company. Disclosure about the Company's policies and reports are given below:

#### 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.premiercryo.com](http://www.premiercryo.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 the Listing Regulations. 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. During the year, the Company had carried out energy audit and also in-house development of certain equipment parts as a measure for reducing wastages, import substitution and hedging costs. Efforts were also made for improvement in the control systems

particularly relating to sale of goods, purchase of stores, raw materials and other assets. Computerized systems with requisite software were installed for specific job executions as a measure for improving the internal checks and controls. 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.premiercryo.com](http://www.premiercryo.com).

#### Nomination and Remuneration Policy

The Company has adopted a Nomination and Remuneration Policy pursuant to the provisions of the Companies Act, 2013 and the Listing Regulations. This policy has been formulated by the Nomination and Remuneration Committee of the Company as a guide relating to appointment, remuneration, retirement and removal of Director(s), Key Managerial Personnel and Senior Management personnel of the Company. It inter alia focuses on identifying and ascertaining the integrity, qualification, expertise and experience of the person for appointment. It also lays down the policy on Board diversity, criteria for selection, appointment, remuneration, retirement and removal of Directors and KMPs, the terms and tenure for the Managing Director/Whole-time director and the independent directors. The policy also serves as a guide for the review and evaluation of performance of the Board and of the individual directors. It also covers the senior management personnel and other employees of the Company. The Nomination and Remuneration Policy is available on the Company's website: [www.premiercryo.com](http://www.premiercryo.com).

#### Policy for dealing with related party transactions

As per requirements of the Companies Act, 2013 and Listing Regulations, the Company 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. It guides in ascertaining the materiality of contracts or arrangements entered into by the Company with related parties in relation to the nature and size of the transactions and also those which are carried out in the ordinary course of business or relating to arm's length transactions, if any. The Related party transactions are placed before the Audit

## CORPORATE GOVERNANCE REPORT (Contd.)

Committee for review and approval of the Board and Shareholders and disclosed as per provisions of the Companies Act, 2013, the rules thereunder and the Listing regulations. The policy is available on the Company's website: [www.premiercryo.com](http://www.premiercryo.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.premiercryo.com](http://www.premiercryo.com).

### CSR Policy

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 (CSR) has become applicable to the Company by virtue of its exceeding the prescribed limit on profitability during the year 2015-16. In accordance with the said provisions, the Company had constituted a CSR Committee and also adopted a policy on CSR. The Company's CSR policy is a guide for conducting its business with social responsibility and accountability. It lays down a systematic and dedicated approach towards implementing CSR projects or programmes for improving the quality of life of the people and society primarily in the areas in which it operates. It

describes the focus areas and the methodology for implementation, governance, funding, monitoring and reporting the activities.

During the initial year 2016-17, the Company proposes to undertake CSR activities in any one or more of the areas like health care, education and/or rural development primarily in Samaguri area in the district of Nagaon, Assam where the Company is setting up a new Oxygen/Nitrogen project. As per provisions of the Companies Act, 2013, the rules thereunder and the Listing regulations, a report on the CSR activities proposed to be undertaken during the year 2016-17 is annexed to the Board's report. The Company's CSR policy is disclosed in its website: [www.premiercryo.com](http://www.premiercryo.com).

### Code of Conduct

The Company had adopted a Code with the objective of conducting its business with responsibility, integrity and transparency. It is aimed for achieving excellence in all its dealings including standards of business conduct and is committed to attain the highest standards of Corporate Governance. In this direction, the Company strives to adhere to the highest ethical standards as well as in certain "core values" viz. transparency, fairness in all dealings, honesty of purpose, quality consciousness and customer satisfaction. The purpose of the Code is to ensure adherence to the core values and ethical standards in all its dealings both internal and external. The Code of Conduct is a tool in carrying out the Company's corporate responsibilities in a more effective manner. This code sets out broad policy for conduct of transactions both internal and external by the Company and by the Company's fellow Directors and Employees. The Code is available on the Company's website: [www.premiercryo.com](http://www.premiercryo.com).

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

### DECLARATION

Pursuant to the Stock Exchange Listing Agreement and the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 relating to Corporate Governance, it is hereby declared that the members of the Board of Directors and senior management personnel of Premier Cryogenics Ltd. have affirmed compliance with the Code of Conduct of Board of Directors and senior management during the year ended 31<sup>st</sup> March, 2016.

Place: Guwahati  
Date: 14<sup>th</sup> May, 2016

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, 2016, as stipulated under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, hereinafter referred to as the Listing Regulations, read with 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 Listing Regulations. 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 the above mentioned Listing Regulations.

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, 2016 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

Membership No.067186 Firm Regn. No.326751E

Place : Guwahati

Date : 14<sup>th</sup> May, 2016

## CERTIFICATE

Pursuant to the provisions of Regulation 17(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with Part B of Schedule II 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, 2016 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 for financial reporting and that we have evaluated the effectiveness of the internal control systems of the company pertaining to financial reporting 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 over financial reporting 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 over financial reporting.

Date : 14/05/2016

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, 2016, 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 standalone 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 and the order under Section 143(11) of the Act.

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 standalone financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the standalone 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 standalone 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 March 31, 2016 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, 2016 ("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:
  - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit.
  - b) In our opinion proper books of account as required by law have been kept by the Company so far as 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 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 the written representations received from the directors as on March 31, 2016 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2016 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:
  - f) With respect to the adequacy of the internal financial control over financial reporting of the company and the operating effectiveness of such controls, refer to our separate report in "Annexure B".
  - g) With respect to the other matters to be included in the Auditor's Report I 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



## AUDITOR'S REPORT (Contd.)

- i. 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;
  - ii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
3. As required by the Companies (Auditor's Report) Order, 2016 (the Order) issued by the Central Government in terms of Section 143(11) of the Act, we give in Annexure B a statement on the matter specified in paragraph 3 and 4 of the Order.

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

Place : Guwahati  
 Date : 14<sup>th</sup> May, 2016

(PROPRIETOR)  
 Membership No. 067186

### Annexure to the Independent Auditors' Report

The Annexure 'A' 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, 2016, we report that:

1. (a) The company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.  
 (b) The fixed assets were physically verified during the year by the management in accordance with a regular programme of verification which, in our opinion, provides for physical verification of all the fixed assets at reasonable intervals. According to the information and explanation given to us, no material discrepancies were noticed on such verification.  
 (c) Based on our audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanation given by the management, the title deeds of immovable properties are held in the name of the Company
2. As explained to us, inventories have been physically verified during the year by the management at reasonable intervals and no material discrepancies were noticed on physical verification.  
 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.
4. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Sections 185 and 186 of the Act in respect of grant of loans, making investments and providing guarantees and securities, as applicable.
5. The Company has not accepted deposits during the year and does not have any unclaimed deposits as at March 31, 2016 and therefore, the provisions of the clause 3(v) of the Order are not applicable to the Company.
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) The Company has generally been regular in depositing undisputed statutory dues, including Provident Fund, Employees' State Insurance, Income-tax, Sales-tax, Service Tax, Value added tax, Custom Duty, Excise Duty, cess and any other material statutory dues applicable to it with the appropriate authorities.  
 (b) There are no undisputed amounts payable in respect of Provident Fund, Employees' State Insurance, Income-tax, Sales-tax, Service Tax, Value added tax, Custom Duty, Excise Duty, cess and any other material statutory dues in arrears, as at 31 March 2016, for a period of more than six months from the date they became payable.  
 (c) Details of dues of Income Tax, Sales-tax, Service Tax, Value added tax and Cess which have not been deposited as at 31 March 2016 on account of dispute are given below:

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. 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 institution, bank or debentures holders during the year.
9. The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) or term loans and hence reporting under clause 3(ix) of the Order is not applicable.
10. According to the 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.
11. In our opinion and according to information and explanations given to us, the Company has paid/ provided managerial remuneration in accordance with the requisite approvals mandated by the provisions of Sec 197 read with Schedule V to the Act.
12. The Company is not a Nidhi Company and hence reporting under clause 3(xii) of the Order is not applicable.
13. In our opinion and according to information and explanations given to us, the Company is in compliance with Section 177 and 188 of the Act, where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the financial statements as required by the applicable accounting standards.
14. During the year the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures and hence reporting under clause 3(xiv) of the Order is not applicable to the Company.
15. In our opinion and according to information and explanations given to us, during the year the Company has not entered into any non-cash transactions with its Directors or persons connected to its Directors and hence provisions of Sec. 192 of the Act are not applicable.

## AUDITOR'S REPORT (Contd.)

16. The Company is not required to be registered under Section 45-I of the Reserve Bank of India Act, 1934. Accordingly, the provisions of Clause 3(xvi) of the Order are not applicable to the Company.

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

Place : Guwahati  
 Date : 14<sup>th</sup> May, 2016

(PROPRIETOR)  
 Membership No. 067186

### Annexure 'B' to the Independent Auditors' Report

(Referred to in paragraph 1(f) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ('the Act')

We have audited the internal financial controls over financial reporting of Premier Cryogenics Limited ('the Company') as of March 31, 2016 in conjunction with our audit of the standalone financial statements of the Company for the year ended and as on that date.

### Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the 'Guidance Note'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

### Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Standards on Auditing prescribed under Section 143(10) of the Act and the Guidance Note, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting include obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the standalone financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

### Meaning of Internal Financial Controls Over Financial Reporting

A Company's internal financial controls over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial controls over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

### Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial controls over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2016, based on the internal controls over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note.

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

Place : Guwahati  
 Date : 14<sup>th</sup> May, 2016

(PROPRIETOR)  
 Membership No. 067186

# BALANCE SHEET

AS AT 31<sup>ST</sup> MARCH, 2016

	Note No.	AS AT 31 <sup>ST</sup> MARCH, 2016 (Rupees)	AS AT 31 <sup>ST</sup> MARCH, 2015 (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	31,04,91,783.00	24,98,51,531.00
<b>2. Share application money pending allotment</b>			
<b>3. Non-current liabilities</b>			
a) Long term borrowings	3	2,18,37,562.00	2,64,68,264.00
b) Deferred tax liabilities (net) [Ref 28(2)]		1,08,16,710.00	1,17,29,177.00
c) Other long term liabilities	4	49,63,208.00	47,92,677.00
d) Long term provisions	5	41,90,537.00	25,22,259.00
<b>4. Current liabilities</b>			
a) Short-term borrowings	6	2,20,00,216.00	2,02,51,286.00
b) Trade payables	7	17,18,390.00	21,18,598.00
c) Other current liabilities	8	1,78,15,564.00	1,98,20,204.00
d) Short-term provisions	9	2,15,96,602.00	1,53,80,096.00
<b>TOTAL</b>		<b>46,54,97,212.00</b>	<b>40,30,00,732.00</b>
<b>I. ASSETS</b>			
<b>Non-current assets</b>			
1. a) Fixed assets	10		
i) Tangible assets		15,47,00,193.00	15,14,03,595.00
ii) Intangible assets		-	3,777.00
iii) Capital work-in-progress		3,03,430.00	41,16,284.00
		15,50,03,623.00	15,55,23,656.00
b) Non-current investments	11	1,09,20,000.00	1,09,20,000.00
a) Long-term loans and advances	12	4,27,32,091.00	2,33,74,936.00
b) Other non-current assets	13	2,33,200.00	6,12,964.00
<b>2. Current assets</b>			
a) Current investments	14	8,00,00,000.00	2,00,00,000.00
b) Inventories	15	91,03,427.00	92,05,933.00
c) Trade receivables	16	5,59,37,422.00	6,76,90,631.00
d) Cash & cash equivalents	17	7,22,12,691.00	9,26,14,364.00
e) Short-term loans and advances	18	2,40,12,015.00	1,35,23,698.00
f) Other current assets	19	1,53,42,743.00	95,34,550.00
<b>TOTAL</b>		<b>46,54,97,212.00</b>	<b>40,30,00,732.00</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

ABHIJIT BAROOAH

U. GOSWAMI

Managing Director

Proprietor

PRITHWISH CH. MAZUMDAR

ANJAN TALUKDAR

ANAMIKA CHOWDHARY

Guwahati, 14<sup>th</sup> May, 2016

Chief Financial Officer

Company Secretary

Director

## STATEMENT OF PROFIT AND LOSS

FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2016

YEAR ENDED  
31<sup>ST</sup> MARCH'16  
(Rupees)

YEAR ENDED  
31<sup>ST</sup> MARCH'15  
(Rupees)

**REVENUE**

Revenue from operations (gross)	Note No. 20	32,75,54,534.00	26,29,62,501.00
Less: Excise Duty		<u>1,83,93,030.00</u>	<u>1,54,05,557.00</u>
Revenue from operations (net)		30,91,61,504.00	24,75,56,944.00
Other income	21	78,94,649.00	70,37,150.00

**Total revenue**

31,70,56,153.00

25,45,94,094.00

**EXPENSES:**

Cost of materials consumed	22	4,20,21,237.00	4,08,30,418.00
Purchases of stock-in-trade	23	2,42,12,935.00	1,55,15,081.00
Changes in inventories of finished goods work-in-progress and stock-in-trade	24	(34,213.00)	20,034.00
Employees benefits expenses	25	2,65,53,925.00	2,04,79,990.00
Finance cost	26	57,73,921.00	34,74,633.00
Depreciation and amortisation expenses	10,13	1,71,96,161.00	2,12,32,255.00
Other expenses	27	13,60,35,576.00	11,10,66,776.00

**Total expenses**

25,17,59,542.00

21,26,19,187.00

**Profit/(Loss) before exceptional and  
extraordinary items and taxes**

6,52,96,611.00

4,19,74,907.00

Exceptional items

-

-

Profit before extraordinary items and tax

6,52,96,611.00

4,19,74,907.00

Extraordinary items

-

-

**Profit before tax**

6,52,96,611.00

4,19,74,907.00

Tax expenses:

(a) Current tax

1,44,72,557.00

83,98,235.00

(b) Deferred tax [Ref 28(2)]

(9,12,467.00)

(27,09,730.00)

Total tax expenses

1,35,60,090.00

56,88,505.00

Profit/(Loss) for the period from continuing operations

5,17,36,521.00

3,62,86,402.00

Profit/(Loss) from discontinuing operations

-

-

**Profit/(Loss) for the period**

5,17,36,521.00

3,62,86,402.00

Basic and diluted earnings per share:

10.51

7.37

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, 14<sup>th</sup> May, 2016

PRITHWISH CH. MAZUMDAR

Chief Financial Officer

ANJANTALUKDAR

Company Secretary

ABHIJIT BAROOAH

Managing Director

ANAMIKA CHOWDHARY

Director

## CASH FLOW STATEMENT

FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2016

	Year ended 31.03.2016 (Rs)	Year ended 31.03.2015 (Rs)
<b>A. CASH FLOW FROM OPERATING ACTIVITIES:</b>		
Net profit before tax & extraordinary items	6,52,96,611.00	4,19,74,907.00
Adjustments for :		
Depreciation and amortisation	1,71,96,161.00	2,12,32,255.00
Foreign Exchange	-	-
Income from Investments	(78,66,546.00)	(50,79,141.00)
Finance cost	57,73,921.00	34,74,633.00
Loss on sale of fixed assets	10,687.00	-
Operating profit before working capital changes	8,04,10,834.00	6,16,02,654.00
Adjustments for :		
Trade and other receivables	2,45,42,735.00	(82,37,854.00)
Inventories	1,02,506.00	11,12,546.00
Trade payable	54,52,873.00	20,39,765.00
Cash generated from operations	11,05,08,948.00	5,02,12,489.00
Direct taxes paid	(1,45,62,273.00)	(79,73,870.00)
Cash flow before extraordinary items	9,59,46,675.00	4,22,38,619.00
Extraordinary items	-	-
Net cash from operating activities	9,59,46,675.00	4,22,38,619.00
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>		
Purchase of Fixed Assets	(4,45,15,181.00)	(89,75,262.00)
Sale of Fixed Assets	4,30,000.00	-
Purchase of investments	(13,00,00,000.00)	(2,00,00,000.00)
Sale of investments	7,09,25,766.00	-
Interest received	11,32,587.00	35,06,212.00
Dividend received	-	-
Net cash used in investing activities	(10,20,26,828.00)	(2,54,69,050.00)
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>		
Proceeds from issue of Share Capital	-	-
Proceeds from borrowings	(27,11,241.00)	(2,87,05,577.00)
Repayment of finance lease liabilities		
Finance cost paid	(57,73,921.00)	(34,74,633.00)
Dividends and dividend tax paid	(58,36,358.00)	(56,87,407.00)
Net cash flow from/used in financing activities	(1,43,21,520.00)	1,95,43,537.00
Net increase in Cash and Cash equivalents	(2,04,01,673.00)	3,63,13,106.00
Cash and Cash equivalents as at 01.04.2015	9,26,14,364.00	5,63,01,258.00
Cash and Cash equivalents as at 31.03.2016	7,22,12,691.00	9,26,14,364.00

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, 14<sup>th</sup> May, 2016

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, 2016

	AS AT 31 <sup>ST</sup> MARCH, 2016 (Rupees)		AS AT 31 <sup>ST</sup> MARCH, 2015 (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>		<b>6,00,00,000.00</b>
<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>		<b>4,92,39,000.00</b>
Add: Forfeited shares		<b>8,27,640.00</b>		<b>8,27,640.00</b>
		<b>5,00,66,640.00</b>		<b>5,00,66,640.00</b>
a) Reconciliation of the number of shares outstanding at the beginning and at the end of the year:				
Equity Shares	31-03-2016		31-03-2015	
	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, 2016		31 <sup>st</sup> March, 2015	
	No. of shares	% of holding	No. of shares	% of holding
Abhijit Barooah	15,86,600	32.22	15,86,600	32.22
Derby Commodities Pvt. Ltd.	14,50,000	29.45	14,50,000	29.45
Anamika Chowdhary	2,85,700	5.80	2,85,700	5.80
<b>2. RESERVES AND SURPLUS</b>				
<b>Capital reserve</b>				
As per last balance sheet		<b>1,09,72,875.00</b>		<b>1,69,53,105.00</b>
Add (Less): Capital Investment subsidy received during the year		<b>1,48,56,868.00</b>		<b>(59,80,230.00)</b>
		<b>2,58,29,743.00</b>		<b>1,09,72,875.00</b>
<b>General reserve</b>				
As per last balance sheet		<b>16,00,00,000.00</b>		<b>15,00,00,000.00</b>
Add: Transferred from surplus in Statement of Profit and Loss		<b>1,00,00,000.00</b>		<b>1,00,00,000.00</b>
		<b>17,00,00,000.00</b>		<b>16,00,00,000.00</b>
<b>Surplus in Statement of Profit and Loss</b>				
As per last Balance Sheet		<b>7,88,78,656.00</b>		<b>7,29,57,448.00</b>
Add: Profit for the period		<b>5,17,36,521.00</b>		<b>3,62,86,402.00</b>
		<b>13,06,15,177.00</b>		<b>10,92,43,850.00</b>
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>
		<b>13,06,15,177.00</b>		<b>9,48,04,944.00</b>
Less: Appropriations				
Transferred to General Reserve		<b>1,00,00,000.00</b>		<b>1,00,00,000.00</b>
Proposed dividend on equity shares [Dividend per share ` 1/- (p.y. ` 1/-)]		<b>49,23,900.00</b>		<b>49,23,900.00</b>
Tax on dividend		<b>10,29,237.00</b>		<b>10,02,388.00</b>
		<b>11,46,62,040.00</b>		<b>7,88,78,656.00</b>
		<b>31,04,91,783.00</b>		<b>24,98,51,531.00</b>
<b>3. LONG TERM BORROWINGS</b>				
<b>Secured</b> - Term loan from NEDFi		<b>2,07,67,639.00</b>		<b>2,49,92,000.00</b>
SME Car loan from SBI		<b>8,71,923.00</b>		<b>12,78,264.00</b>
<b>Unsecured</b> - Interest-free loan from AIDC		<b>1,98,000.00</b>		<b>1,98,000.00</b>
<b>Total</b>		<b>2,18,37,562.00</b>		<b>2,64,68,264.00</b>

Note: i) Term loan from North Eastern Development Finance Corporation Ltd. (NEDFi) is secured by way of equitable mortgage of a plot of land measuring 6B-0K-17L 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.

## NOTES ON FINANCIAL STATEMENTS

- ii) Monthly repayment 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 *	<u>49,63,208.00</u>	<u>47,92,677.00</u>
*Interest free security deposit received from dealers/customers against cylinder holding.	<u>49,63,208.00</u>	<u>47,92,677.00</u>

### 5. LONG TERM PROVISIONS

a) Provision for employee benefits		
i) Provision for gratuity	<u>11,79,789.00</u>	<u>25,992.00</u>
ii) Provision for leave encashment	<u>30,10,748.00</u>	<u>24,96,267.00</u>
b) Others	<u>-</u>	<u>-</u>
	<u>41,90,537.00</u>	<u>25,22,259.00</u>

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 ` 15 lacs. Vesting occurs upon completion of 5 years of service.

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

### 6. SHORT TERM BORROWINGS

Secured		
Loans repayable on demand		
Working capital loan from SBI, Guwahati	<u>2,20,00,216.00</u>	<u>2,02,51,286.00</u>
	<u>2,20,00,216.00</u>	<u>2,02,51,286.00</u>
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 and small enterprises	<u>1,20,690.00</u>	<u>11,280.00</u>
b) Others	<u>15,97,700.00</u>	<u>21,07,318.00</u>
	<u>17,18,390.00</u>	<u>21,18,598.00</u>

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

### 8. OTHER CURRENT LIABILITIES

a) Current maturities of long term borrowings	<u>47,13,312.00</u>	<u>65,16,672.00</u>
b) Interest accrued but not due on borrowings	<u>11,619.00</u>	<u>25,179.00</u>
c) Advance received from customers	<u>10,30,703.00</u>	<u>10,44,417.00</u>
d) Unpaid dividend	<u>6,74,670.00</u>	<u>5,84,740.00</u>
e) Other payables*	<u>1,13,85,260.00</u>	<u>1,16,49,196.00</u>
	<u>1,78,15,564.00</u>	<u>1,98,20,204.00</u>

\*Includes electricity bill accrued but not due ` 78,14,616.00, employees salary payable ` 19,29,059.00, service tax, ` 5,65,932.00, Central Excise duty ` 17,125.00, VAT ` 19,594.00, director's commission ` 5,08,241.00 and other liabilities ` 5,30,693.00.

### 9. SHORT TERM PROVISIONS

a) Provision for employee benefits		
Provision for bonus	<u>11,70,908.00</u>	<u>10,55,573.00</u>
b) Others - Provision for dividend	<u>49,23,900.00</u>	<u>49,23,900.00</u>
Provision for distribution tax	<u>10,29,237.00</u>	<u>10,02,388.00</u>
Provision for income tax	<u>1,44,72,557.00</u>	<u>83,98,235.00</u>
Provision made for dividend for the financial year 2015-16 @ 10% (p.y. 10%)	<u>2,15,96,602.00</u>	<u>1,53,80,096.00</u>

## NOTES ON FINANCIAL STATEMENTS (Contd.)

10.

<b>FIXED ASSETS</b>										
Assets	<b>GROSS BLOCK</b>				<b>DEPRECIATION</b>				<b>NET BLOCK</b>	
	As on 01.04.15	Addition during the year	Disposed off	As on 31.03.16	Opening balance 01.04.15	During the Year	Deduction during the year	Total up to 31.03.16	As on 31.03.16	As on 31.03.15
<b>A) Tangible assets</b>										
Land	3,17,15,447	-	-	3,17,15,447	-	-	-	-	3,17,15,447	3,17,15,447
Buildings	4,49,81,908	-	-	4,49,81,908	1,15,88,574	15,16,338	-	1,31,04,912	3,18,76,996	3,33,93,334
Plant & machinery	9,89,41,672	40,34,632	-	10,29,76,304	6,53,18,523	49,35,074	-	7,02,53,597	3,27,22,707	3,36,23,149
Furniture & fixture	59,02,671	-	-	59,02,671	22,24,223	5,60,754	-	27,84,977	31,17,694	36,78,448
Vehicle	3,17,93,150	55,61,024	26,16,818	3,47,37,356	1,42,70,783	34,83,843	21,76,131	1,55,78,495	1,91,58,861	1,75,22,367
Computer	14,03,123	1,00,750	-	15,03,873	12,89,287	22,944	-	13,12,231	1,91,642	1,13,836
Misc. fixed assets	1,06,62,592	8,950	-	1,06,71,542	72,79,111	9,41,829	-	82,20,940	24,50,602	33,83,481
Elec. installation	1,24,31,198	-	-	1,24,31,198	98,34,658	4,98,827	-	1,03,33,485	20,97,713	25,96,540
Water system	32,35,251	-	-	32,35,251	17,49,037	3,67,707	-	21,16,744	11,18,507	14,86,214
Cryogenic tank	2,09,00,103	93,19,077	-	3,02,19,180	1,39,73,944	18,72,218	-	1,58,46,162	1,43,73,018	69,26,159
Gas cylinder	6,58,53,717	15,25,472	-	6,73,79,189	4,88,89,097	26,13,086	-	5,15,02,183	1,58,77,006	1,69,64,620
	32,78,20,832	2,05,49,905	26,16,818	34,57,53,919	17,64,17,237	1,68,12,620	21,76,131	19,10,53,726	15,47,00,193	15,14,03,595
<b>B) Intangible assets</b>										
Software	75,540	-	-	75,540	71,763	3,777	-	75,540	-	3,777
<b>Total</b>	<b>32,78,96,372</b>	<b>2,05,49,905</b>	<b>-</b>	<b>34,58,29,459</b>	<b>17,64,89,000</b>	<b>1,68,16,397</b>	<b>-</b>	<b>19,11,29,266</b>	<b>15,47,00,193</b>	<b>15,14,07,372</b>
Previous year	31,80,30,667	98,65,705	-	32,78,96,372	15,57,22,025	2,07,66,975	21,76,131	17,64,89,000	15,14,07,372	16,23,08,642
<b>C) Capital work-in-progre</b>									3,03,430	41,16,284

### 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	<u>1,09,20,000.00</u>	<u>1,09,20,000.00</u>
	<u>1,09,20,000.00</u>	<u>1,09,20,000.00</u>

### 12. LONG-TERM LOANS & ADVANCES

Unsecured considered good		
a) Capital advances	<u>3,53,35,180.00</u>	<u>75,57,050.00</u>
b) Security deposits	<u>73,96,911.00</u>	<u>1,58,17,886.00</u>
	<u>4,27,32,091.00</u>	<u>2,33,74,936.00</u>

### 13. OTHER NON CURRENT ASSETS

Unsecured considered good		
a) Long term trade receivables	-	-
b) Others –		
Misc. Expenses not written off. *		
Balance as per last balance sheet	<u>6,12,964.00</u>	<u>8,14,244.00</u>
Add: During the year	-	<u>2,64,000.00</u>
Less: Amortised during the year	<u>3,79,764.00</u>	<u>4,65,280.00</u>
Balance at year end	<u>2,33,200.00</u>	<u>6,12,964.00</u>
	<u>2,33,200.00</u>	<u>6,12,964.00</u>

\*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 Plan-Regular Growth	(Nil) 38,008.261	1,00,00,000.00
ii) ICICI Short Term Plan Regular Growth	(Nil) 3,49,290.068	1,00,00,000.00
iii) BSL Dynamic Bond Fund – Retail – Growth	3,97,937.094 (Nil)	<u>1,00,00,000.00</u>
iv) HDFC High Interest Fund – Dynamic Plan	2,05,215.764 (Nil)	<u>1,00,00,000.00</u>
v) ICICI PRU Balanced Fund	1,23,429.096 (Nil)	<u>1,10,00,000.00</u>
vi) ICICI Regular Income Fund RP Growth	10,88,044.566 (Nil)	<u>1,50,00,000.00</u>
vii) Reliance Liquid Fund Cash Plan	8,372.056 (Nil)	<u>2,00,00,000.00</u>
viii) Tata Mutual Fund - Tata Treasury Manager Fund Colli	7,030.846 (Nil)	<u>1,40,00,000.00</u>
		<u>8,00,00,000.00</u>
		<u>2,00,00,000.00</u>

Investment in Mutual Funds are stated at cost.



## NOTES ON FINANCIAL STATEMENTS (Contd.)

### 15. INVENTORIES

a) Raw materials	11,48,746.00	16,68,056.00
b) Finished goods	9,97,306.00	10,33,448.00
c) Stock in trade	2,94,307.00	2,23,952.00
d) Stores & spares	66,63,068.00	62,80,447.00
Inventories are valued at cost or net realizable value, whichever is lower.	<u>91,03,427.00</u>	<u>92,05,933.00</u>

### 16. TRADE RECEIVABLES

Unsecured considered good		
(a) Exceeding six months *	89,55,215.00	1,51,55,710.00
(b) Others	4,69,82,207.00	5,25,34,921.00
	<u>5,59,37,422.00</u>	<u>6,76,90,631.00</u>

### 17. CASH & CASH EQUIVALENTS

a) Balance with banks :		
(i) In current accounts	5,14,187.00	4,68,873.00
(ii) In current account for unpaid dividend	6,74,670.00	5,84,740.00
(iii) In fixed deposit accounts	7,09,68,097.00	9,14,68,097.00
b) Cash in hand	55,737.00	92,654.00
	<u>7,22,12,691.00</u>	<u>9,26,14,364.00</u>

Fixed deposits of `1,96,15,826.00 pledged to bank against Bank Guarantees for `1,89,37,777.00 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*	17,56,596.00	13,90,584.00
ii) Income tax paid/deducted at source	1,45,02,042.00	83,40,714.00
iii) VAT deducted at source	8,46,471.00	-
iv) Advance to suppliers	42,83,846.00	24,53,595.00
v) Advances recoverable in cash or kind or for value to be received	7,31,836.00	9,296.00
vi) Advance to staff	6,50,128.00	5,39,751.00
vii) Earnest money deposits	1,90,000.00	1,35,000.00
viii) Prepaid expenses **	10,51,096.00	6,54,758.00
	<u>2,40,12,015.00</u>	<u>1,35,23,698.00</u>

\*Includes CENVAT balance left for future utilization `45,832.00, CED refund receivable `16,92,169.00 & balance in PLA `18,095.00.

\*\* Includes unexpired insurance `5,06,335.00 ad prepaid vehicle tax `4,70,876.00

### 19. OTHER CURRENT ASSETS

Interest accrued on bank deposits	1,53,42,743.00	95,34,550.00
	<u>1,53,42,743.00</u>	<u>95,34,550.00</u>

### 20. REVENUE FROM OPERATIONS

a) Sales of products	24,19,41,836.00	19,91,48,545.00
b) Sales of services	6,42,23,625.00	3,47,58,021.00
c) Other operating revenue	2,13,89,073.00	2,90,55,935.00
	32,75,54,534.00	26,29,62,501.00
Less: Excise duty	1,83,93,030.00	1,54,05,557.00
	<u>30,91,61,504.00</u>	<u>24,75,56,944.00</u>

### 21. OTHER INCOME

a) Interest income*	69,40,780.00	50,79,141.00
b) Net gain/(loss) on sale of investment	9,25,766.00	-
c) Other non-operating income (net of expenses directly attributable to such income)**	38,790.00	19,58,009.00
d) Profit from sale of assets (net)	(10,687.00)	-
	<u>78,94,649.00</u>	<u>70,37,150.00</u>

\*Includes interest from bank deposits `69,33,876.00, interest from staff advance `6,904.00.

\*\* Interest subsidy received `38,790.00.

## NOTES ON FINANCIAL STATEMENTS (Contd.)

### 22. COST OF MATERIALS CONSUMED

a) Raw materials*	3,09,64,587.00	2,94,93,698.00
b) Stores & spares	<u>1,10,56,650.00</u>	<u>1,13,36,720.00</u>
	<u>4,20,21,237.00</u>	<u>4,08,30,418.00</u>

\*Include calcium carbide of ` 1,85,56,393.00, ammonium nitrate of ` 85,38,198.00, liquid oxygen ` 11,35,459.00 entry tax ` 4,70,803.00 and transport payment ` 22,63,734.00. All the materials, stores and spares consumed during the year are indigenous.

### 23. PURCHASE OF STOCK IN TRADE

Carbon-di-oxide	40,70,479.00	37,23,927.00
Liquid nitrogen	<u>2,01,42,456.00</u>	<u>1,17,91,154.00</u>
	<u>2,42,12,935.00</u>	<u>1,55,15,081.00</u>

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

a) Finished goods/Stock in trade (Opening)	12,57,400.00	12,77,434.00
b) Finished goods/Stock in trade (Closing)	<u>12,91,613.00</u>	<u>12,57,400.00</u>
	<u>(34,213.00)</u>	<u>20,034.00</u>

### 25. EMPLOYEES BENEFIT EXPENSES

a) Salary & wages	2,28,45,322.00	1,83,41,458.00
b) Contribution to Provident & other funds *	28,69,290.00	15,46,920.00
c) Staff welfare	<u>8,39,313.00</u>	<u>5,91,612.00</u>
	<u>2,65,53,925.00</u>	<u>2,04,79,990.00</u>

\*Includes EPF of ` 13,51,241.00 (p.y. ` 12,47,022.00), ESIC of ` 3,38,260.00 (p.y. ` 2,73,906.00) and gratuity fund contribution ` 11,79,789.00 (p.y. ` 25,992.00).

### 26. FINANCE COST

a) Interest on term loan	35,81,484.00	15,62,076.00
b) Interest on working capital loan	21,18,470.00	18,39,852.00
c) Interest to others	<u>73,967.00</u>	<u>72,705.00</u>
	<u>57,73,921.00</u>	<u>34,74,633.00</u>

### 27. OTHER EXPENSES

Power cost	9,10,30,387.00	7,39,70,891.00
Distribution expenses	3,56,50,649.00	2,99,79,806.00
Travelling & conveyance	14,63,859.00	8,93,674.00
Printing & stationery	2,68,457.00	3,13,891.00
Telephone, fax & internet	3,29,541.00	2,73,656.00
Postage	55,359.00	49,749.00
Advertisement	61,946.00	1,02,591.00
Bank commission/charges	93,154.00	1,43,396.00
Books & periodicals	17,536.00	17,737.00
Directors' sitting fees	1,89,950.00	1,46,461.00
Donation	30,700.00	24,101.00
General expenses	15,829.00	19,144.00
House rent	7,80,000.00	7,60,000.00
Insurance	1,12,847.00	1,83,964.00
Membership & subscription	45,800.00	72,422.00
Petrol, oil & lubricant	1,58,593.00	1,22,635.00
Professional fees	6,25,073.00	5,73,043.00
Rates & taxes	7,46,953.00	8,56,107.00
Repairs & AMC:		
Building	2,66,837.00	3,64,097.00
Machineries	3,84,316.00	5,55,818.00
Motor vehicles	55,718.00	26,652.00
Others	<u>3,56,826.00</u>	<u>2,09,681.00</u>
Lime sludge disposal expense	11,09,432.00	3,32,146.00
Bad debt written off	12,76,190.00	-
Security expenses	4,60,488.00	4,22,430.00
Statutory fees	1,78,764.00	3,93,388.00
Payment to auditors (ref. Note 28(11))	35,000.00	35,000.00
Registrars & share transfer expenses	13,582.00	13,484.00
Recruitment expenses	16,006.00	4,720.00
Office electricity expenses	<u>2,05,784.00</u>	<u>2,06,092.00</u>
	<u>13,60,35,576.00</u>	<u>11,10,66,776.00</u>

## NOTES ON FINANCIAL STATEMENTS (Contd.)

### NOTE - 28

- Income tax provision has been made after adjustment of carried forward MAT credit.
- The current year Deferred tax asset of ₹ 9,12,467.00 has been credited to Statement of Profit & Loss. Details are as below:

	31-03-2016	Current year charge/ (Credit)	31-03-15
Deferred tax liability			
Depreciation & amortization (A)	1,18,12,154	(7,26,937)	1,25,39,091
Deferred tax Asset			
Leave salary (B)	9,95,444	1,85,530	8,09,914
Deferred tax liability/(Asset) (net) (A)-(B)	1,08,16,710	(9,12,467)	1,17,29,177

### 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)
  - Advance for capital goods : ₹ 2,13,75,956.00 (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 : NIL (P.Y. 1)
  - No. of shares held by them : NIL (P.Y. 3,300)
  - Amount of dividend paid : NIL (P.Y. ₹ 3,100.00)
  - Year to which dividend relates : 2014-15 (2013-14)
- 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)

4. The figures related to previous year have been reclassified, wherever necessary.

5. Earnings per share (EPS) – Basic & Diluted : ₹ 10.51 (P.Y. ₹ 7.37)

6. Contingent liabilities to the extent not provided for –

a) Bank guarantees given by bank on behalf of the company: ₹ 1,89,37,777.00 (P.Y. ₹ 1,47,58,645.00)

b) The Company has received demand from the Central Excise 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.

7. Amount due and outstanding to be credited to Investor Education & Protection Fund: NIL (P.Y. NIL)

8. The value of contract outstanding on capital account at year end less advance is estimated at ₹ 16,44,00,000.00 (P.Y. ₹ 14,55,510.00)

## NOTES ON FINANCIAL STATEMENTS (Contd.)

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	8,07,32,286.00	7,10,37,301.00
ii) Nitrogen gas	9,32,56,360.00	7,32,75,290.00
iii) Dissolved Acetylene gas	4,06,10,047.00	3,28,58,670.00
iv) Nitrous oxide gas	1,59,60,571.00	1,32,95,088.00
v) Other gases	<u>1,13,82,572.00</u>	<u>86,82,196.00</u>
<b>Total</b>	<b>24,19,41,836.00</b>	<b>19,91,48,545.00</b>
B) Services		
Freight collected	4,32,81,152.00	3,47,58,021.00
Erection Commissioning & installation	40,00,000.00	5,00,000.00
Cylinder maintenance & repairs	<u>1,69,42,473.00</u>	<u>1,12,75,744.00</u>
	<b>6,42,23,625.00</b>	<b>4,65,33,765.00</b>
C) Other operating revenue		
i) Central excise duty refund	47,58,924.00	39,87,265.00
ii) VAT remission	1,28,42,648.00	79,53,529.00
iii) Scrap sales	83,550.00	7,59,790.00
iv) Others	<u>37,03,951.00</u>	<u>45,79,607.00</u>
	<b>2,13,89,073.00</b>	<b>1,72,80,191.00</b>
<b>Total</b>	<b>32,75,54,534.00</b>	<b>26,29,62,501.00</b>
11. Payment to auditors:	<u>Current Year</u>	<u>Previous Year</u>
Statutory audit fee	20,000.00	20,000.00
Taxation matters	10,000.00	10,000.00
For other services	<u>5,000.00</u>	<u>5,000.00</u>
<b>Total</b>	<b>35,000.00</b>	<b>35,000.00</b>

12. Managerial remuneration to Managing Director during the year was ` 22,84,841.00

	<u>Current Year</u>	<u>Previous Year</u>
	(Rupees)	(Rupees)
Salary	13,80,000.00	11,79,000.00
House rent allowance/accommodation	3,60,000.00	3,60,000.00
Contribution of PF	21,600.00	78,000.00
Medical reimbursement	15,000.00	15,000.00
Commission payable on profit	<u>5,08,241.00</u>	<u>3,35,767.00</u>
<b>Total</b>	<b>22,84,841.00</b>	<b>19,67,767.00</b>

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	8,64,01,173	-	-	8,64,01,173
House rent paid	-	4,20,000	3,60,000	7,80,000
Debit balance as on 31-03-15	36,30,075	-	-	36,30,075

## SIGNIFICANT ACCOUNTING POLICIES

### 14. SIGNIFICANT ACCOUNTING POLICIES :

- (A) **BASIS OF ACCOUNTING:** The financial statements have been prepared to comply in all material aspects with applicable accounting principles in India, the applicable Accounting standards prescribed under Section 133 of the Companies Act, 2013 ('Act') read with Rule 7 of the Companies (Accounts) Rules, 2014, the provisions of the Act (to the extent notified) and other accounting principles generally accepted in India, to the extent applicable.
- (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.

**Form No. SH-13**

**NOMINATION FORM**

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

To

Premier Cryogenics Ltd.

136, Maniram Dewan Road

Chandmari, Guwahati – 781 003

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

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

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

**(2) PARTICULARS OF NOMINEE/S –**

(a) Name :

(b) Date of Birth:

(c) Father's/Mother's/Spouse's name:

(d) Occupation

(e) Nationality:

(f) Address:

(g) E-mail id:

(h) Relationship with the security holder:

**(3) IN CASE NOMINEE IS A MINOR—**

(a) Date of birth:

(b) Date of attaining majority

(c) Name of guardian:

(d) Address of guardian:

Name:

Address :

Name of the Security

Holder(s)

Signature

Witness with  
name and address



**PREMIER CRYOGENICS LIMITED**

Regd. Office : 136, Maniram Dewan Road, Chandmari, Guwahati – 781 003

Phone : (0361) 2660192, 2660193 Fax : 91 – 0361 – 2661787

E-mail : info@premiercryogenics.com Website : www.premiercryogenics.com

CIN : L24111AS1994PLC004051

**ATTENDANCE SLIP**

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

(Annual General Meeting – 29<sup>th</sup> July, 2016)

I hereby record my presence at the 22<sup>nd</sup> Annual General Meeting of the Company held on Friday the 29<sup>th</sup> July, 2016 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]

C I N : 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 Twenty-second Annual General Meeting of the company, to be held on the 29<sup>th</sup> day of July, 2016 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:

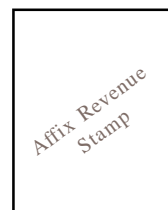
Resolution No.	For	Against
1. Consider and adopt the Audited Financial statements, Report of the Board and Auditors for the year ended 31 <sup>st</sup> March' 16.		
2. Declare dividend on equity shares		
3. Re-appointment of Mr. Nitin Ch. Baruah (DIN:00220932) as Director		
4. Ratification of appointment of Auditors and fix their remuneration		

Affix Revenue Stamp

Signed this .....day of ....., 2016

Signature of shareholder

Signature of Proxy holder(s)



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



# ROUTE MAP

Premier Cryogenist Limited  
136 Maniram Dewan (MRD)  
Chandmari, Guwahati - 781005

