



SNOWMAN LOGISTICS LIMITED

Registered Office: Sy. No 36/1, Virgonagar, Old Madras Road,
Bandapura Village, Bidarehalli Hobli, Bangalore - 560 049
Corporate Identity Number (CIN): L15122KA1993PLC048636
E-mail:investorrelations@snowman.in Website: www.snowman.in
Phone: +91 80 39939500; Fax: +91 80 39939500

POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013, read with Rule 22 of the Companies
(Management and Administration) Rules, 2014]

Dear Shareholders,

Notice is hereby given pursuant to Section 110 of the Companies Act, 2013 read with the Rule 22 of the Companies (Management and Administration) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to other applicable laws and regulations that Company seeks approval of Members, via Postal Ballot / e-voting for Shifting of Registered office of the Company from the State of Karnataka to the State of Maharashtra within the Jurisdiction of The Registrar of Companies, Maharashtra at Mumbai.

Members' consent is sought for the proposal contained in the Resolution given in this Notice. The Explanatory Statement pertaining to the said Resolution setting out the material facts and related particulars are annexed hereto along with Postal Ballot Form. The Notice will also be placed on the website of the Company (www.snowman.in).

In the event the draft resolution as set out in the notice are assented to by the requisite majority by means of e-voting or Postal Ballot (whichever method the Shareholder opts for), they shall be deemed to have been passed at a General Meeting.

The Board of Directors have appointed Mr. Nagendra D. Rao, Practicing Company Secretary, as Scrutinizer at their meeting held on Tuesday, February 02, 2016, for conducting the Postal Ballot/e-voting process in a fair and transparent manner.

Please read carefully the instructions printed on the Postal Ballot Form and return the Postal Ballot Form duly completed and signed in all respects in the enclosed self-addressed pre-paid postage envelope, so as to reach the Scrutinizer on or before **5 PM IST on April 5, 2016**. Members desiring to opt for e-voting as per the facilities arranged by the Company are requested to read the instructions in the Notes under the section 'INSTRUCTIONS FOR E-VOTING'.

References to postal ballot(s) in this Postal Ballot Notice include votes received electronically.

PROPOSED RESOLUTION

ITEM NO. 1:

Shifting of Registered office of the Company from the State of Karnataka to the State of Maharashtra within the Jurisdiction of The Registrar of Companies, Maharashtra at Mumbai.

To consider and if thought fit to pass the following resolution as a "SPECIAL RESOLUTION":

"RESOLVED THAT pursuant to provisions of Section 13 and other applicable provisions if any of the Companies Act 2013, read with Rule 30 and 31 of the Companies (Incorporation) Rules, 2014 or such other rules and regulations as may be notified by the Central Government from time to time and subject to the approval / confirmation of the Regional Director - South East Region, Ministry of Corporate Affairs, the consent of the Members of the Company be and is hereby accorded for shifting the Registered office of the Company from the State of 'Karnataka' to the State of 'Maharashtra' within the Jurisdiction of The Registrar of Companies, Maharashtra at Mumbai.

RESOLVED FURTHER THAT Clause II of the Memorandum of Association of the Company be altered and substituted with following Clause II which reads as under:

II. The Registered office of the Company will be situated in the State of Maharashtra within the Jurisdiction of The Registrar of Companies, Maharashtra at Mumbai.

RESOLVED FURTHER THAT any of the Directors of the Company or the Company Secretary be and are hereby severally authorized to sign, submit, amend and modify the applications / affidavits / forms /documents /declarations / undertakings / petition / other Statement forming the part of Petition, such other documents, writings by whatever name called, etc to be submitted to the Ministry of Corporate Affairs, Regional Director, South East Region, and Registrar of Companies, Karnataka / Registrar of Companies, Maharashtra, at Mumbai or any other competent authority and to complete all the formalities relating to shifting of registered office from the State of Karnataka to the State of Maharashtra within the Jurisdiction of The Registrar of Companies, Maharashtra at Mumbai.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter called the "Board", which term shall be deemed to include any person(s) authorized and / or Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this Resolution) or any officer so authorised by the Board, be and is hereby authorized to carry out the said change subsequent to the confirmation by the Regional Director, South East Region, Ministry of Corporate Affairs in relation to the shifting of the Registered Office of the Company as stated above."

By order of the Board of Directors
For **Snowman Logistics Limited**

Place: New Delhi
Date: February 2, 2016.

A. M. Sundar,
CFO, Company Secretary & Compliance Officer

NOTES:

1. Pursuant to Section 102 of the Companies Act, 2013, the Explanatory Statement setting out material facts and reasons for the proposed Special Business are appended hereto.
2. Postal Ballot Notice is being sent to all the Members of the Company, whose names appear on the Register of Members/list of Beneficial Owners, as received from National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) on **26th** day of February, 2016 i.e. the cut-off date. Any person who is not a Member as on the cut-off date should treat this Postal Ballot Notice for information purposes only. The Postal Ballot Notice is sent electronically to all the shareholders who have registered their email addresses with the Company / Depositories / Registrar and Share Transfer Agents and to other shareholders by Permitted mode (Registered Post/Speed Post / Courier).
3. The dispatch of the Postal Ballot Notice and the Explanatory Statement shall be announced through an advertisement in at least 1 (one) English newspaper and at least 1 (one) Kannada newspaper, each with wide circulation in the district, where the registered office of the Company is situated, and published on the Company website.
4. In compliance with the provisions of Section 108 and 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has also extended **e-voting facility** as an alternate for its Members to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. The Company has engaged NSDL to offer e voting Facility.
5. The e-voting commences on 7th day of March, 2016 at 10 AM IST and ends on 5th day of April, 2016 at 5 PM IST.
6. Members desiring to exercise their vote by Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the same duly completed and signed in the attached postage pre-paid self-addressed envelope. Unsigned Postal Ballot Form/s will be rejected. Postage will be borne and paid by the Company. However, Postal Ballot Form(s), if sent by courier or by registered post at the expense of the Member(s) will also be accepted. The Postal Ballot Form(s) may also be deposited personally at the address given thereon. **The duly completed and signed Postal Ballot Form(s) should reach the Scrutinizer on or before 5 PM IST on 5th day of April, 2016**, to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the Member(s). The e-voting module shall also be disabled by NSDL for voting thereafter.
7. The Members can opt for only one mode of voting, i.e., either by physical ballot or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical Postal Ballot Forms will be treated as invalid.
8. All the documents referred to in explanatory statement will be available for inspection at the Registered office of the Company on all working days from 10 AM IST to 12.30 PM IST
9. The Scrutinizer will submit his report to the Chairman or Company Secretary or any Director after completion of the scrutiny of the Postal Ballots including the e-voting on or before 7 PM IST on 9th day of April, 2016. The result of the voting by Postal Ballot (with the Scrutinizer's report) will be announced on or before 7 PM IST on 9th day of April, 2016 through the website of the Company (www.snowman.in) and by way of intimation to the Stock Exchanges on which the Company is listed.
10. The last date specified by the company for receipt of duly completed postal ballot forms or e-voting shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.

11. Contact details of the person responsible to address the queries / grievances connected with the voting by postal ballot including voting by electronic means, if any; The Company Secretary, Snowman Logistics Limited - **Sy. No 36/1, Virgonagar, Old Madras Road, Bandapura Village, Bidarehalli Hobli, Bangalore - 560 049**, Tel 080 39939500 , Email -investorrelations@snowman.in

INSTRUCTIONS FOR VOTING BY PHYSICAL POSTAL BALLOT FORM

1. A Shareholder desirous of exercising vote by physical Postal Ballot should complete the Postal Ballot Form in all respects and send it after signature to the Scrutinizer in the attached self-addressed postal pre-paid envelope which shall be properly sealed with adhesive or adhesive tape. However, envelopes containing Postal Ballot Form, if sent by courier, at the expense of the Member will also be accepted. Members are requested to convey their assent or dissent in this Postal Ballot Form only. The assent or dissent received in any other form or manner shall be considered as invalid.
2. The Self-addressed envelope bears the name of the Scrutinizer appointed by the Board of Directors of the Company, and the address to which the same needs to be dispatched.
3. The Postal Ballot Form should be signed by the Shareholder as per specimen signature registered with the Registrar/ Depository. In case the Equity Shares are jointly held, this Form should be completed and signed (as per specimen signature registered with Registrar / Depository) by the first named Member and in his/her absence, by the next named Member. Holders of Power of Attorney (POA) on behalf of the Members may vote on the Postal Ballot mentioning the registration number of the POA or enclosing an attested copy of the POA. Unsigned Postal Ballot Forms will be rejected.
4. Duly completed Postal Ballot Form should reach the Scrutinizer not later than 5PM IST on 5th day, April, 2016. Postal Ballot Form received after that date will be strictly treated as if reply from such Member has not been received. The Members are requested to send the duly completed Postal Ballot Form well before the last date providing sufficient time for the postal transit.
5. In case of Equity Shares held by companies, trusts, societies etc., the duly completed Postal Ballot Form should be accompanied by a certified copy of Board Resolution/authority and preferably with attested specimen signature(s) of the duly authorized signatories giving requisite authorities to the person voting on the Postal Ballot Form.
6. Shareholders are requested not to send any paper (other than the resolution/ authority as mentioned under instruction above) along with the Postal Ballot Form in the enclosed self- addressed postage pre-paid envelope as all such envelopes will be sent to the Scrutinizer and if any extraneous paper is found in such envelope, the same would not be considered and would be destroyed by the Scrutinizer.
7. There will be only one Postal Ballot Form for every folio / client ID irrespective of the number of the joint Members. On receipt of the duplicate Postal Ballot Form, the original will be rejected.
8. A Member may request for a duplicate Postal Ballot Form, if so required or can download the Postal Ballot Form from the Company's website www.snowman.in) and the same duly completed should reach the Scrutinizer not later than the last date for voting mentioned above.
9. The votes should be cast either in favour of or against by putting the tick (✓) mark in the column provided for assent or dissent. Postal Ballot Form bearing (✓) in both the columns will render the Form invalid.
10. Incomplete, unsigned or improperly or incorrectly filled Postal Ballot Form shall be rejected.
11. Additionally, please note that the Postal Ballot Form shall be considered invalid if:
 - (i) A form other than one issued by the Company has been used
 - (ii) It is not possible to determine without any doubt the assent or dissent of the Member;
 - (iii) Neither assent nor dissent is mentioned.
 - (iv) Any competent authority has given directions in writing to the Company to freeze the voting rights of the Member;
 - (v) It is defaced or mutilated in such a way that its identity as genuine form cannot be established; or
 - (vi) The Member has made any amendment to the Resolution or imposed any condition while exercising his vote.

INSTRUCTIONS FOR E-VOTING

1. In case of Members receiving e-mail from NSDL:

- (i) Open e-mail and open PDF file viz. "SNOWMAN e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password. You will not receive this PDF file if you are already registered with NSDL for e-voting
- (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsd.com>
- (iii) Click on Shareholder-Login.
- (iv) If you are already registered with NSDL for e-voting then you can use your existing user ID and password.

- (v) If you are logging in for the first time, please enter the user ID and password provided in the attached PDF file as initial password.
 - (vi) Password change menu appears, change the password with new password of your choice with minimum 8 digits / characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Please note that **login to e-voting website will be disabled upon five unsuccessful attempts to key-in the correct password**. In such an event, you will need to go through 'Forgot Password' option available on the site to re-set the same.
 - (vi) Once the e-voting home page opens, click on e-voting> Active Voting Cycles.
 - (vii) Select Electronic Voting Event Number (EVEN) of Snowman Logistics Limited, you can login any number of times on e-voting platform of NSDL till you have voted on the resolution during the voting period.
 - (viii) Now you are ready for "e-voting" as "Cast Vote" page opens.
 - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - (x) Institutional Shareholders (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, to the Scrutinizer through e-mail:nagendradrao@gmail.com with a copy marked to **evoting@nsdl.co.in**.
 - (xi) Upon confirmation, the message "Vote cast successfully" will be displayed.
 - (xii) Once you have voted on the Resolution, you will not be allowed to modify your vote.
- 2. In case of Members receiving Postal Ballot Form by Post and desiring to cast e-vote:**
- (i) Initial password, along with User ID and e-voting Event Number is provided in the table given in the Postal Ballot Form.
 - (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) given above to cast your vote.
3. The e-voting commences on 7th day of March 2016 at 10 AM IST and ends on 5th day, of April 2016 at 5 PM IST.
 4. If you are already registered with NSDL for e-voting, you may use your existing User ID and Password for casting your e-vote.
 5. You can also update your mobile/phone number and e-mail id in the user profile details of the folio.
 6. In case of any queries you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the "downloads" section of <https://www.evoting.nsdl.com> or contact NSDL by email at evoting@nsdl.co.in or call on: 1800 222 990.

EXPLANATORY STATEMENT

(Pursuant to the provisions of Section 102(1) and 110 of the Companies Act, 2013)

ITEM: PROPOSED RESOLUTION NO. 1

Shifting of Registered office of the Company from the State of Karnataka to the State of Maharashtra within the Jurisdiction of The Registrar of Companies, Maharashtra at Mumbai.

The shifting of registered office of the Company from the State of Karnataka to the State of Maharashtra within the Jurisdiction of The Registrar of Companies, Maharashtra at Mumbai is proposed due to the following reasons:

Majority of our shareholders are based out of Mumbai hence enabling increased shareholder participation.

The principal place of business being Mumbai with 22,370 pallet capacity has the largest capacity of the Company and most of the major customers are based out of Mumbai. Keeping in mind the strategic importance of the Mumbai facility and the growth potential in western region, your Directors feel it beneficial to shift the registered office of the Company from Bangalore to Mumbai, which would be economically feasible and also help in the efficient operational and administrative convenience of the Company.

Also our promoter, Gateway Distriparks Limited is located in Mumbai.

Memorandum of Concern or Interest

No Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise in the aforesaid resolution.

By order of the Board of Directors
For **Snowman Logistics Limited**

Place: New Delhi
Date: February 2, 2016.

A. M. Sundar,
CFO, Company Secretary & Compliance Officer



SNOWMAN LOGISTICS LIMITED

Registered Office: Sy. No 36/1, Virgonagar, Old Madras Road, Bandapura Village, Bidarehalli Hobli, Bangalore - 560 049

Corporate Identity Number (CIN): L15122KA1993PLC048636

E-mail:investorrelations@snowman.in Website: www.snowman.in Phone: +91 80 39939500; Fax: +91 80 39939500

POSTAL BALLOT FORM

Sr. No.

1. Name and Registered address :
of the Sole/first named Shareholder

2. Name(s) of Joint holder(s) if any :
(in block letters)

3. Registered Folio No./DP ID No./ :
Client ID No.*
(*Applicable to investors holding
Equity Shares in dematerialized form)

4. Number of Equity Shares held :

I/We hereby exercise my/our vote in respect of the Special Resolution to be passed through Postal Ballot for the business stated in the Postal Ballot Notice of the Company dated February 2, 2016, by sending my/our Assent (For) or Dissent (Against) to the said Resolutions by placing the tick (✓) mark at the appropriate box below:

RESOLUTION NO.	DESCRIPTION	I/WE ASSENT TO THE SPECIAL RESOLUTION (FOR)	I/WE DISSENT TO THE SPECIAL RESOLUTION (AGAINST)
1.	SPECIAL RESOLUTION Shifting of Registered office of the Company from the State of Karnataka to the State of Maharashtra within the Jurisdiction of The Registrar of Companies, Maharashtra at Mumbai.		

Place:

Date:

Signature of the Sole / First Joint Holder

EVEN (E-voting Event Number)	User Id	Password/PIN

Note: Members are requested to read carefully the instructions printed overleaf before exercising the vote.

IMPORTANT INSTRUCTIONS

1. The voting rights for the Equity Shares are one vote per Equity Share, registered in the name of the Shareholders/ Beneficial Owners.
2. Voting by Postal Ballot, in the physical form or e-voting, can be exercised only by the Shareholder or his/her duly constituted attorney or in case of bodies corporate the duly authorised person. Voting rights in a Postal Ballot cannot be exercised by a Proxy.
3. Voting period commences on and from 7th day of March 2016 at 10 AM IST and ends on 5th day of April 2016 at 5 PM IST.
4. The result of the voting on the Special Resolution will be declared at the Registered Office of the Company at Sy.No 36/1, Virgonagar, Old Madras Road, Bandapura Village, Bidarehalli Hobli, Bangalore - 560 049 on or before 7 PM IST on 9th day of April 2016.
5. Kindly note that the Members can opt only one mode of voting, i.e., either by Physical Ballot or e-Voting. If you are opting for e-Voting, then do not vote by Physical Ballot also and vice versa. However, in case Members cast their vote by Physical Ballot and e-Voting, then voting done through valid e-Voting shall prevail and voting done by Physical Ballot will be treated as invalid.
6. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.

Any query in relation to the Resolution proposed to be passed by Postal Ballot may be sent to:

The Company Secretary,

SNOWMAN LOGISTICS LIMITED

Sy.No 36/1, Virgonagar, Old Madras Road,
Bandapura Village, Bidarehalli Hobli, Bangalore - 560 049

Tel +91 80 39939500

F + 91 80 39939500

Email -investorrelations@snowman.in