


SNOWMAN®
SNOWMAN LOGISTICS LIMITED
Registered Office: Plot No.M-8, Taloja Industrial Area, MIDC, Raigad, Navi Mumbai, Maharashtra - 410 206

Tel: +91 22 39272010

Email: investorrelations@snowman.in Website: www.snowman.in

CIN: L15122MH1993PLC285633

NOTICE

NOTICE is hereby given that the 27th Annual General Meeting of the Members of Snowman Logistics Limited will be held on Tuesday, September 15, 2020 at 03.00 p.m. through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the standalone financial statements of the Company which includes the Audited Balance Sheet as at March 31, 2020, the Statement of Profit & Loss for the financial year ended as on that date and the Cash Flow Statement together with the Reports of the Board of Directors and the Statutory Auditors thereon.
2. To appoint a Director in place of Mr. Prem Kishan Dass Gupta (DIN: 00011670), who retires by rotation and being eligible has offered himself for re-appointment.
3. To appoint a Director in place of Mrs. Mamta Gupta, (DIN: 00160916), who retires by rotation and being eligible has offered herself for re-appointment.

SPECIAL BUSINESS:

4. Appointment of Ms. Shukla Wassan as a Non-Executive Independent Director of the Company:

To consider and if thought fit, to pass the following resolution with or without modification(s), **as an Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualifications of Directors) Rules, 2014, including any statutory modification(s) or re-enactment thereof for the time being in force and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Ms. Shukla Wassan (DIN : 02770898), who was appointed as an Additional Director in the capacity of a Non-Executive Independent Director with effect from May 15, 2020 be and is hereby appointed as a Non-Executive Independent Director of the Company for a term of two years commencing from May 15, 2020.

RESOLVED FURTHER THAT any of the Directors of the Board or the Company Secretary and Compliance Officer of the Company be and are hereby severally authorized to do all such acts, deeds, matters, and to execute all such documents as may be required in this connection to give effect to this Resolution."

5. Appointment of Mr. Samvid Gupta as a Non-Executive Director of the Company:

To consider and if thought fit, to pass the following resolution with or without modification(s), **as an Ordinary Resolution:**

"RESOLVED THAT in accordance with the provisions of Section 161 and all other applicable provisions, if any, of the Companies Act, 2013, Mr. Samvid Gupta (DIN: 05320765) who was appointed as an Additional Director(Non-Executive) on the Board of Directors of the company and who ceases to hold such office as per the provisions of Section 161 of the Companies Act, 2013 at this Annual General Meeting and in respect of whom the Company has received a notice from a Member in writing proposing his candidature for the office of Director be and is hereby appointed as a Non-Executive Director, liable to retire by rotation, with effect from May 15, 2020."

RESOLVED FURTHER THAT any of the Directors of the Board or the Company Secretary and Compliance Officer of the Company be and are hereby severally authorized to do all such acts, deeds, matters, and to execute all such documents as may be required in this connection to give effect to this Resolution."

6. Appointment of Mr. Ishaan Gupta as a Non-Executive Director of the Company:

To consider and if thought fit, to pass the following resolution with or without modification(s), **as an Ordinary Resolution:**

"RESOLVED THAT in accordance with the provisions of Section 161 and all other applicable provisions, if any, of the Companies Act, 2013, Mr. Ishaan Gupta (DIN: 05298583) who was appointed as an Additional Director(Non-Executive) on the Board of Directors of the company and who ceases to hold such office as per the provisions of Section 161 of the Companies Act, 2013 at this Annual General Meeting and in respect of whom the Company has received a notice from a Member in writing proposing his candidature for the office of Director be and is hereby appointed as a Non-Executive Director, liable to retire by rotation, with effect from May 15, 2020."

RESOLVED FURTHER THAT any of the Directors of the Board or the Company Secretary and Compliance Officer of the Company be and are hereby severally authorized to do all such acts, deeds, matters, and to execute all such documents as may be required in this connection to give effect to this Resolution."

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

**Place: Bangalore
Date: : August 12, 2020**

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

Notes:

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its circular No. 20/2020 dated May 5, 2020 read with circular No. 14/2020 dated April 8, 2020 and Circular No. 17/2020 dated April 13, 2020 (collectively referred to as "MCA Circulars") permitted the holding of the Annual General Meeting ("AGM") through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and MCA Circulars, the AGM of the Company is being held through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM").

2. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.

3. Body Corporates whose Authorised Representatives are intending to attend the Meeting through VC/OAVM are requested to send to the Company by email at investorrelations@snowman.in with a copy marked to the scrutinizer at nagendradrao@gmail.com, a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting and through E-voting.

4. Those Shareholders whose email IDs are not registered can get their Email ID registered as follows;

- Members holding shares in demat form can get their E-mail ID registered by contacting their respective Depository Participant.
- Members holding shares in the physical form can get their E-mail ID registered by following the instructions as under:

Kindly log in to the website of our RTA, Link Intime India Private Ltd., www.linkintime.co.in under Investor Services > Email/Bank detail Registration - fill in the details and upload the required documents and submit.

5. In compliance with the aforesaid MCA Circulars and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2019-20 will also be available on the Company's website www.snowman.in, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of Link Intime India Pvt Ltd at www.linkintime.co.in.

6. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

7. In terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and Secretarial Standards issued by the Institute of Company Secretaries of India, additional information on directors recommended for appointment / re-appointment at the Annual General Meeting and directors liable to retire by rotation and seeking re-election is provided separately.

8. The Register of Members and Share Transfer Register of the Company will remain closed from Saturday, 5th September 2020 to Tuesday, 15 September 2020 (both days inclusive).

9. Members who are holding shares in physical form are requested to notify the changes, if any in their respective addresses or bank details to the Registrar and Share Transfer Agent of the Company and always quote their folio numbers in all correspondence with the Company. In respect of holding in electronic form, members are requested to notify any change in addresses or bank details to their respective Depository Participants.

10. Pursuant Section 125 of the Companies Act, 2013, the amount of dividend remaining unpaid or unclaimed for a period of seven years from the date of transfer to the Company's Unpaid Dividend Account, will be transferred, to the Investor Education and Protection Fund (the Fund) set up by the Government of India and no payments shall be made in respect of any such claims by the Fund. The details of the unpaid or unclaimed dividend are available on the website of the Company www.snowman.in. Members wishing to claim dividends, which remain unclaimed, are requested to correspond with Mr. A. M. Sundar, Chief Financial Officer, Company Secretary and Compliance Officer, at the Company's registered office.

11. Members desirous of obtaining any information as regards Accounts are requested to write to the company at least one week before the meeting so that the information required will be made available at the meeting.

12. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the Special Businesses to be transacted at the Annual General Meeting (AGM) is annexed hereto.

13. Members are requested to notify promptly any change in address to the Registrars at the following address:

M/s. Link Intime India Pvt. Ltd.
Unit : Snowman Logistics Limited.
C 101, 247 Park,
L B S Marg, Vikhroli West,
Mumbai - 400 083
Tel No: +91 22 49186000 Fax: +91 22 49186060

14. M/s. S.R.Batlilboi and Co.LLP (Firm Registration No. 301003E/E300005), were appointed as statutory auditors of the Company, to hold office from the conclusion of 24th Annual General Meeting (AGM) until the conclusion of the 29th AGM, subject to ratification by members every year. Pursuant to Companies Amendment Act, 2017 read with the Companies (Audit and Auditors) Second Amendment Rules, 2018, with effect from 7th May, 2018, the requirement for placing the matter relating to Appointment of Statutory Auditors for ratification by members at every annual general meeting, during the term of their appointment, has been done away with. In view of the above M/s. S.R.Batlilboi and Co.LLP (Firm Registration No. 301003E/E300005), continuous to be the statutory auditors of the Company, till the conclusion of the 29th AGM to be held in the calendar year 2022.

15. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.

16. VOTING THROUGH ELECTRONIC MEANS

i. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and Regulation 44 of the SEBI Listing Regulations, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by Link Intime India Pvt Ltd, on all the resolutions set forth in this Notice. The instructions for e-voting are given herein below.

ii. The remote e-voting period commences on Saturday, September 12, 2020 (9:00 a.m. IST) and ends on Monday, September 14, 2020 (5:00 p.m. IST). During this period, Members holding shares either in physical form or in dematerialized form, as on Friday, September 4, 2020 i.e. cut-off date, may cast their vote electronically. The e-voting module shall be disabled by Link Intime India Pvt Ltd for voting thereafter. Those Members, who will be present in the AGM through VC / OAVM facility and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM.

iii. The Board of Directors has appointed Mr. Nagendra D Rao, Practicing Company Secretary (Membership No. 5553, COP No. 7731) as the Scrutinizer to scrutinize the voting during the AGM and remote e-voting process in a fair and transparent manner.

iv. The Members who have cast their vote by remote e-voting prior to the AGM may also attend/ participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again.

v. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.

vi. Any person, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at rnt.helpdesk@linkintime.co.in

vii. The details of the process and manner for remote e-voting are explained herein below:

1. Log-in to e-Voting website of Link Intime India Private Limited (LIPL).
2. Visit the e-voting system of LIPL. Open web browser by typing the following URL: <https://instavote.linkintime.co.in>.
3. Click on "Login" tab, available under 'Shareholders' section.
4. Enter your User ID, password and image verification code (CAPTCHA) as shown on the screen and click on "SUBMIT".
5. Your User ID details are given below:
 - a. Shareholders holding shares in demat account with NSDL: Your User ID is 8 Character DP ID followed by 8 Digit Client ID
 - b. Shareholders holding shares in demat account with CDSL: Your User ID is 16 Digit Beneficiary ID
 - c. Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company
6. Your Password details are given below:

If you are using e-Voting system of LIPL: <https://instavote.linkintime.co.in> for the first time or if you are holding shares in physical form, you need to follow the steps given below:

Click on "Sign Up" tab available under 'Shareholders' section register your details and set the password of your choice and confirm (The password should contain minimum 8 characters, at least one special character, at least one numeral, at least one alphabet and at least one capital letter).

For Shareholders holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (applicable for both demat shareholders as well as physical shareholders).
DOB/ DOI	Enter the DOB (Date of Birth)/ DOI as recorded with depository participant or in the company record for the said demat account or folio number in dd/mm/yyyy format.
Bank Account Number	Enter the Bank Account number (Last Four Digits) as recorded in your demat account or in the company records for the said demat account or folio number. • Please enter the DOB/ DOI or Bank Account number in order to register. If the above mentioned details are not recorded with the depository participants or company, please enter Folio number in the Bank Account number field as mentioned in instruction (iv-c).

If you are holding shares in demat form and had registered on to e-Voting system of LIPL: <https://instavote.linkintime.co.in>, and/or voted on an earlier voting of any company then you can use your existing password to login.

If Shareholders holding shares in Demat Form or Physical Form have forgotten password:

Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

Incase shareholder is having valid email address, Password will be sent to the shareholders registered e-mail address. Else, shareholder can set the password of his/her choice by providing the information about the particulars of the Security Question & Answer, PAN, DOB/ DOI, Dividend Bank Details etc. and confirm. (The password should contain minimum 8 characters, at least one special character, at least one numeral, at least one alphabet and at least one capital letter).

NOTE: The password is to be used by demat shareholders for voting on the resolutions placed by the company in which they are a shareholder and eligible to vote, provided that the company opts for e-voting platform of LIPL.

For shareholders holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

• Cast your vote electronically

7. After successful login, you will be able to see the notification for e-voting on the home page of INSTA Vote. Select/ View "Event No" of the company, you choose to vote.

8. On the voting page, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting. Cast your vote by selecting appropriate option i.e. Favour/Against as desired.

Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'. You may also choose the option 'Abstain' and the shares held will not be counted under 'Favour/Against'.

9. If you wish to view the entire Resolution details, click on the 'View Resolutions' File Link.

10. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "YES", else to change your vote, click on "NO" and accordingly modify your vote.

11. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

12. You can also take the printout of the votes cast by you by clicking on "Print" option on the Voting page.

General Guidelines for shareholders:

• Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to e-Voting system of LIPL: <https://instavote.linkintime.co.in> and register themselves as 'Custodian / Mutual Fund / Corporate Body'.

They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the 'Custodian / Mutual Fund / Corporate Body' login for the Scrutinizer to verify the same.

- During the voting period, shareholders can login any number of time till they have voted on the resolution(s) for a particular "Event".
- Shareholders holding multiple folios/demat account shall choose the voting process separately for each of the folios/demat account.
- In case the shareholders have any queries or issues regarding e-voting, please refer the Frequently Asked Questions ("FAQs") and Instavote e-Voting manual available at <https://instavote.linkintime.co.in>, under Help section or write an email to enotices@linkintime.co.in or Call us :- Tel : 022 - 49186000.

Instructions for Shareholders/Members to Attend the Annual General Meeting through InstaMeet:

Instructions for Shareholders/Members to attend the Annual General Meeting through InstaMeet (VC/OAVM) are as under:

1) Shareholders/Members are entitled to attend the Annual General Meeting through VC/OAVM provided by Link Intime by following the below mentioned process. Facility for joining the Annual General Meeting through VC/OAVM shall open 15 minutes before the time scheduled for the Annual General Meeting and will be available to the Members on first come first serve basis.

Shareholders/Members are requested to participate on first come first serve basis as participation through VC/ OAVM is limited. Shareholders/Members with >2% shareholding, Promoters, Institutional Investors, Directors, KMPs, Chair Persons of Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee and Auditors etc. may be allowed to the meeting without restrictions of first-come-first serve basis. Members can log in and join 15 (fifteen) minutes prior to the schedule time of the meeting and window for joining shall be kept open till the end of Meeting. Participation is restricted up to 1000 members only.

Shareholders/ Members will be provided with InstaMeet facility wherein Shareholders/ Member shall register their details and attend the Annual General Meeting as under:

1. Open the internet browser and launch the URL for InstaMeet <https://instameet.linkintime.co.in> and register with your following details:
 - a. Demat Account No. or Folio No.: Enter your 16 digit Demat Account No. or Folio Number registered with the Company
 - b. PAN: Enter your 10 digit Permanent Account Number (PAN)
 - c. Mobile No.
 - d. Email ID

2. Click "Go to Meeting"

Note:

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

In case the shareholders/members have any queries or issues regarding Instameet, you can write an email to instameet@linkintime.co.in or Call us: - Tel : (022-49186175).

Instructions for Shareholders/Members to register themselves as Speakers during Annual General Meeting:

Shareholders/ Members who would like to express their views/ ask questions during the meeting may register themselves as a speaker by sending their request mentioning their name, demat account number/folio number, email id, mobile number at investorrelations@snowman.in from 10th September, 2020 (9.00 a.m. IST) to 12th September, 2020 (5.00 p.m. IST).

Shareholders/ Members, who would like to ask questions, may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at investorrelations@snowman.in. The same will be replied by the company suitably.

Note:

Those shareholders/members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting. The Company reserves the right to restrict the number of speakers depending on the availability of time for the Annual General Meeting.

Shareholders/ Members should allow to use camera and are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Instructions for Shareholders/Members to Vote during the Annual General Meeting through InstaMeet:

Once the electronic voting is activated by the scrutiniser during the meeting, shareholders/ members who have not exercised their vote through the remote e-voting can cast the vote as under:

1. On the Shareholders VC page, click on the link for e-Voting "Cast your vote".
2. Enter Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMeet and click on 'Submit'.
3. After successful login, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.
4. Cast your vote by selecting appropriate option i.e. "Favour/ Against" as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'.
5. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on "Save". A confirmation box will be displayed. If you wish to confirm your vote, click on "Confirm", else to change your vote, click on "Back" and accordingly modify your vote.
6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note:

Shareholders/ Members, who will be present in the Annual General Meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting.

Shareholders/ Members who have voted through Remote e-Voting prior to the Annual General Meeting will be eligible to attend/participate in the Annual General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

In case the shareholders/members have any queries or issues regarding e-voting, you can write an email to instameet@linkintime.co.in or Call us: - Tel : (022-49186175)

Other Instructions

1. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and make, not later than 48 hours of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.
2. The result declared along with the Scrutinizer's Report shall be placed on the Company's website www.snowman.in and on the website of Link Intime India Pvt Ltd <https://instavote.linkintime.co.in/> immediately. The Company shall simultaneously forward the results to National Stock Exchange of India Limited and BSE Limited, where the shares of the Company are listed.

ANNEXURE TO NOTICE

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

Item No. 4: Appointment of Ms. Shukla Wassan, (DIN: 02770898) as a Non-Executive Independent Director of the Company:

Pursuant to the recommendation of the Nomination & Remuneration Committee, the Board of Directors of the Company vide resolution passed by Circulation on May 15, 2020, appointed Ms. Shukla Wassan as an Additional Director of the Company pursuant to Section 161(1) of the Companies Act, 2013, in the capacity of Non-Executive Independent Director for a term of two years with effect from May 15, 2020, subject to the approval of the Members of the Company.

The Company received a notice from a Member under Section 160 of the Companies Act, 2013, signifying his intention to propose the candidature of Ms. Shukla Wassan (DIN: 02770898) for the office of Independent Director of the Company.

Disclosure required under Regulation 36 (3) of SEBI (Listing Obligations and Disclosure Requirements), 2015

Date of Birth	18-December-1959
Date of Appointment	15-May-2020
A Brief Resume of the Director & Nature of her Expertise in Specific Functional Areas;	Ms. Shukla Wassan is a Law graduate, Fellow Member of Institute of Company Secretaries of India and Member of the Chartered Institute of Arbitrators, UK. During her rich and diverse career spanning over three decades, she has been a part of the Corporate Management Team of multinational companies - Hindustan Coca-Cola Beverages Pvt Ltd, Reckitt Benckiser Ltd, Xerox India Ltd & Max New York Life Insurance Co. Her wide-ranging areas of expertise includes Joint Venture, Refranchising, Strategic Alliances, Fund Structuring, Intellectual Property, Indirect Taxation, Competition Law, Arbitration, Corporate Governance, POSH and Corporate Social Responsibilities. She has served on the Boards of listed and unlisted companies for more than a decade. She has been a Member and Chairperson of the Board and Audit Committee of Companies in India, Nepal, Bangladesh and Sri Lanka. She is also a prominent speaker in seminars and international conferences. She has been a Committee Member of various industry forums including CII and FICCI with leadership roles in community organization.
Details of Remuneration	She is entitled for the sitting fees for attending the Board Meeting and the Committee Meeting if any where she is a member.
Disclosure of Relationships Between Directors and Key Managerial Personnel Inter-Se;	Nil
Names of other Listed Entities in which the person also holds the Directorship and the Membership / Chairmanship of Committees of the Board	Directorships Gateway Distriparks Limited India Glycols Limited Membership of Committees Nil Chairmanship of Committees Nil
No. of Shares held in the Company	Nil

The Director has given a declaration to the Board that she satisfies the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1) (b) of the Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015. In the opinion of the Board, the director fulfils the conditions specified in the Act and the Rules framed there under for appointment as an Independent Director and that the director is independent of the management.

A copy of draft Letter for the Appointment of Ms. Shukla Wassan setting out terms and conditions of appointment of the Director shall be open for inspection by the Members at the Registered Office of the Company during normal business hours on any working day.

Your Directors recommend the resolution proposed at Item No. 4 for the approval of shareholders by way of an Ordinary Resolution.

Item No. 5: Appointment of Mr. Samvid Gupta (DIN: 05320765) as a Non-Executive Director of the Company:

Pursuant to the recommendation of the Nomination & Remuneration Committee, the Board of Directors of the Company vide resolution passed by Circulation on May 15, 2020, appointed Mr. Samvid Gupta as an additional Director (Non-Executive) of the Company with effect from May 15, 2020, and who ceases to hold such office as per the provisions of Section 161 of the Companies Act, 2013 at this Annual General Meeting and in respect of whom the Company has received a notice from a Member in writing proposing his candidature for the office of Director.

Disclosure required under Regulation 36 (3) of SEBI (Listing Obligations and Disclosure Requirements), 2015

Date of Birth	30-September-1992
Date of Appointment	15-May-2020
A Brief Resume of the Director & Nature of his Expertise in Specific Functional Areas;	Mr. Samvid Gupta, aged 28 holds a bachelor's degree in Business Administration from Boston University. Samvid has over 6 years of experience, particularly involved in various aspects of business including Financial Planning, Sales, Projects, Business Analysis and Strategic Planning. He is also managing sales of newsprint and coated paper in Newsprint Trading & Sales Corporation as a partner.
Details of Remuneration	He is entitled for the sitting fees for attending the Board Meeting and the Committee Meeting if any where he is a member.
Disclosure of Relationships Between Directors and Key Managerial Personnel Inter-Se;	Mr. Samvid Gupta is son of Mr. Prem Kishan Dass Gupta and Mrs. Mamta Gupta and brother of Mr. Ishaan Gupta. None of the other Directors or Key Managerial Personnel or their relatives are interested or concerned in the above resolution except to the extent of their appointment.
Names of other Listed Entities in which the person also holds the Directorship and the Membership / Chairmanship of Committees of the Board	<p>Directorships</p> <p>Gateway Distriparks Limited</p> <p>Membership of Committees</p> <p>Nil</p> <p>Chairmanship of Committees</p> <p>Nil</p>
No. of Shares held in the Company	Nil

Your Directors recommend the resolution proposed at Item No. 5 for the approval of shareholders by way of an Ordinary Resolution.

Item No. 6: Appointment of Mr. Ishaan Gupta (DIN: 05298583) as a Non-Executive Director of the Company:

Pursuant to the recommendation of the Nomination & Remuneration Committee, the Board of Directors of the Company vide resolution passed by Circulation on May 15, 2020, appointed Mr. Ishaan Gupta as an additional Director (Non-Executive) of the Company with effect from May 15, 2020, and who ceases to hold such office as per the provisions of Section 161 of the Companies Act, 2013 at this Annual General Meeting and in respect of whom the Company has received a notice from a Member in writing proposing his candidature for the office of Director.

Disclosure required under Regulation 36 (3) of SEBI (Listing Obligations and Disclosure Requirements), 2015

Date of Birth	22-July-1988
Date of Appointment	15-May-2020
A Brief Resume of the Director & Nature of his Expertise in Specific Functional Areas;	Mr. Ishaan Gupta, aged 32, has 10 years of experience handling strategy, operations, sales, legal, information technology and human resources for the company which is involved in various activities such as rail transportation, container handling, warehousing, cold chain distribution and road transportation among others. Apart from that he is also involved in supply of imported newsprint and other publication paper as a partner in Newsprint Trading and Sales Corporation."
Details of Remuneration	He is entitled for the sitting fees for attending the Board Meeting and the Committee Meeting if any where he is a member.
Disclosure of Relationships Between Directors and Key Managerial Personnel Inter-Se;	Mr. Ishaan Gupta is son of Mr. Prem Kishan Dass Gupta and Mrs. Mamta Gupta and brother of Mr. Samvid Gupta. None of the other Directors or Key Managerial Personnel or their relatives are interested or concerned in the above resolution except to the extent of their appointment.
Names of other Listed Entities in which the person also holds the Directorship and the Membership / Chairmanship of Committees of the Board	Directorships Gateway Distriparks Limited Membership of Committees Gateway Distriparks Limited (Allotment Committee) Chairmanship of Committees Nil
No. of Shares held in the Company	35,000 (Thirty-five thousand) only.

*Directorships/Memberships/chairmanships held in other listed entities are included in the above table.

Your Directors recommend the resolution proposed at Item No. 6 for the approval of shareholders by way of an Ordinary Resolution.

Details of Directors seeking re-appointment at the Annual General Meeting**1) 1) Mr. Prem Kishan Dass Gupta****Disclosure required under Regulation 36 (3) of SEBI (Listing Obligations and Disclosure Requirements), 2015**

Date of Birth	22-February-1958
Date of Appointment	22-November-2006
A Brief Resume of the Director & Nature of his Expertise in Specific Functional Areas;	Mr. Prem Kishan Dass Gupta, aged 62 years, is Chairman and Director of Snowman Logistics Ltd. He is also the Chairman and Managing Director of Gateway Rail Freight Limited and Gateway Distriparks Limited. He holds a Bachelor's degree in Science from the University of Delhi. He also runs his newsprint business - Newsprint Trading & Sales Corporation since 1978 and represents internationally reputed newsprint manufacturers from USA, Canada and Europe with strong tie ups in South-East Asia and India. He controls his investments through the NBFC Prism International Ltd. He is also a member of the Parents Leadership Council of Boston University.
Details of Remuneration	He is entitled for the sitting fees for attending the Board Meeting and the Committee Meeting if any where he is a member.
Disclosure of Relationships Between Directors and Key Managerial Personnel Inter-Se;	Mr. Prem Kishan Dass Gupta is related to Mrs. Mamta Gupta, Mr. Samvid Gupta and Mr. Ishaan Gupta None of the other Directors or Key Managerial Personnel or their relatives are interested or concerned in the above resolution except to the extent of their appointment.
Names of other Listed Entities in which the person also holds the Directorship and the Membership / Chairmanship of Committees of the Board	<p>Directorships</p> <p>Gateway Distriparks Limited</p> <p>Membership of Committees</p> <p>Mr. Prem Kishan Dass Gupta is a member of Allotment Committee, CSR Committee, Audit Committee, Stakeholders Relationship Committee and Nomination & Remuneration committee of Gateway Distriparks Limited</p> <p>Chairmanship of Committees</p> <p>Nil</p>
No. of Shares held in the Company	4,40,000 (Four lakhs forty thousand) only.

*Directorships/Memberships/chairmanships held in other listed entities are included in the above table.

2) Mrs. Mamta Gupta

Disclosure required under Regulation 36 (3) of SEBI (Listing Obligations and Disclosure Requirements), 2015

Date of Birth	22-June-1967
Date of Appointment	05-November-2015
A Brief Resume of the Director & Nature of her Expertise in Specific Functional Areas;	Mrs. Mamta Gupta, aged 53 years, holds a degree in Bachelor of Commerce. Mrs. Mamta Gupta has been a member of the Board since 2015. She is the member of CSR Committee of the Board and involved in the CSR initiatives taken by the Company. She is a partner in the family business firm – Newsprint Trading and Sales Corporation and is actively involved in its business development.
Details of Remuneration	She is entitled for the sitting fees for attending the Board Meeting and the Committee Meeting if any where she is a member.
Disclosure of Relationships Between Directors and Key Managerial Personnel Inter-Se;	Mrs. Mamta Gupta is related to Mr. Prem Kishan Dass Gupta, Mr. Samvid Gupta and Mr. Ishaan Gupta None of the other Directors or Key Managerial Personnel or their relatives are interested or concerned in the above resolution except to the extent of their appointment.
Names of other Listed Entities in which the person also holds the Directorship and the Membership / Chairmanship of Committees of the Board	<p>Directorships</p> <p>Gateway Distriparks Limited</p> <p>Membership of Committees</p> <p>Nil</p> <p>Chairmanship of Committees</p> <p>Nil</p>
No. of Shares held in the Company	Nil

*Directorships/Memberships/chairmanships held in other listed entities are included in the above table.

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

**Place: Bangalore
Date: August 12, 2020**

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