SNOWMAN®
The Cold Chain Company

August 06, 2021

National Stock Exchange of India Limited **Exchange Plaza** **BandraKurla Complex** **Mumbai – 400 050** **Ph No: 2659 8452** **Fax No: 2659 8237/38** **Email: cmlist@nse.co.in** **Scrip Code: SNOWMAN**	**BSE Limited** **Department of Corporate Services** **PhirozeJeejeebhoy Towers** **Mumbai – 400 001** **Ph No: 22727 1233/34** **Fax: 2272 1072/ 2037/2061/ 41** **Email: corp.relations@bseindia.com** **Scrip Code: 538635**

Dear Sir/Madam,

Sub: Intimation of Annual General Meeting scheduled to be held on Friday, September 3, 2021.

With respect to the above captioned subject, we wish to inform the following:

1. The Twenty Eighth Annual General Meeting of the Company is scheduled on Friday, the 3rd Day of September 2021 at 11.30 a.m through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM"). Copy of the Notice convening the Twenty Eighth Annual General Meeting of the Company along with copy of the Annual Report are enclosed herewith in pursuance to Regulation 34(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015.

2. The Register of Members of the Company will remain Closed from Thursday, **August 26, 2021** to Friday, September 3, 2021 (both days inclusive).

3. Mr. Nagendra D. Rao, Practising Company Secretary has been appointed as the Scrutinizer for conducting the e-voting process in a fair and transparent manner.

4. The e-voting shall commence on Tuesday, August 31, 2021 (9:00 a.m. IST) and ends on Thursday, September 02, 2021 (5:00 p.m. IST, During this period, members of the company holding shares either in physical form or dematerialized form, as on the cut-off date Friday, 27th August, 2021 may cast their vote by remote e-voting. Any person, who acquires shares of the company after the dispatch of the notice and holding shares as on the cut-off date, may obtain the login-id and password for remote e-Voting by sending a request at rnt.helpdesk@linkintime.co.in, for casting their vote.

We request you to kindly take the aforesaid information on record and arrange to disseminate the information through your website and Oblige.

Thanking you,

Yours faithfully,

For Snowman Logistics Limited

Snowman Logistics Limited Bangalore

A. M Sundar
Chief Financial Officer, Company Secretary and Compliance Officer.

Encl: As above.

Corporate Office
Snowman Logistics Ltd.
No: 54, Old Madras Road, Virgo Nagar, Bangalore - 560 049, Karnataka
CIN: L15122KA1993PLC048636 T (080) 67693700 F (080) 67693700

Regd. Office : Plot No. M-8, Taloja Industrial Area, MIDC, Raigad, Navi Mumbai, Maharashtra-410208
CIN: L15122MH1993PLC285633 T+91 22 39272004 E info@snowman.in W www.snowman.in

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 28th Annual General Meeting of the Members of Snowman Logistics Limited will be held on Friday, September 03, 2021 at 11.30 a.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, 2021, 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. Re-appointment of Mr. Sunil Prabhakaran Nair (DIN: 03454719) as Chief Executive Officer and Whole-Time 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 196, 197, 203 and any other applicable provisions, if any, read along with Schedule V of the Companies Act, 2013 ('Act') and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, the consent of the Members be and is hereby accorded to the re-appointment of Mr. Sunil Prabhakaran Nair (DIN: 03454719) as Chief Executive Officer and Whole-Time Director **('CEO & WTD')** of the Company for a period of three years, with effect from February 13, 2021, not liable to retire by rotation, with liberty to the Board of Directors to alter and vary the terms and conditions of the said re-appointment as it may deem fit and in such manner as may be agreed to between the Board and CEO & WTD.

RESOLVED FURTHER THAT the Board be and is hereby authorized to alter and vary any of the terms and conditions relating to the remuneration payable to Mr. Sunil Prabhakaran Nair, within the limits specified under the provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT any one Director of the Board or the Company Secretary and Compliance Officer of the Company be and is hereby 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. Increase in remuneration of Mr. Sunil Prabhakaran Nair, CEO & Whole-Time Director of the Company.

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

'RESOLVED THAT pursuant to the provision of sections 196, 197, 198, 201 and other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including rules, notifications, any statutory modification, amendment or re-enactment thereof for the time being in force and as may be enacted from time to time) read with schedule V of the said Act and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company , approval of the Members be and is hereby accorded to the revision in the remuneration of Mr. Sunil Prabhakaran Nair, CEO & Whole-Time Director of the Company on the following terms & conditions;

Particulars	Annual Salary (INR)
Basic Salary	52,80,000
House Rent Allowance	21,12,000
Special Allowance	13,08,636
Gross Annual Salary	**87,00,636**
Provident Fund (Employer)	6,33,600
Office wear	1,20,000
Entertainment Allowance	1,80,000
Leave Travel Allowance	4,40,004
Performance Variable	25,20,996
Total Cost to Company	**1,25,95,236**

RESOLVED FURTHER THAT where in any financial year during the tenure of the said CEO & Whole-Time Director, the Company has no profits or profits are inadequate, the remuneration as set out in the explanatory statement or remuneration as may be approved by the Board of Directors of the Company from time to time shall be paid as minimum remuneration.

RESOLVED FURTHER THAT any one Director of the Board or the Company Secretary and Compliance Officer of the Company be and is hereby 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. Re-appointment of Mr. Bhaskar Avula Reddy (DIN: 06554896) as an Independent Director of the Company.

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

'RESOLVED THAT pursuant to provisions of section 149, 152 and any other applicable provisions of the Companies Act, 2013 (hereinafter referred to as the 'Act'), the Rules made thereunder read with Schedule IV to the Companies Act, 2013 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as the ' SEBI Listing Regulations') and amendments thereto (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, Mr. Bhaskar Avula Reddy (DIN: 06554896), who was appointed as an independent director of the Company for a term of five years up to 26 April 2021 and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act and who is eligible for re-appointment for the next term of five consecutive years as per the Act and SEBI Listing Regulations and in respect of whom the Company has received a notice in writing pursuant to section 160 of the Act from a member proposing his re-appointment to the office of Independent Director, be and is hereby re-appointed as an Independent Director of the Company, not subject to retirement by rotation, for a term of 5 (Five) consecutive years effective from 27 April 2021.

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."

7. Re-appointment of Mr. Arun Kumar Gupta (DIN: 06571270) as an Independent Director of the Company.

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

'RESOLVED THAT pursuant to provisions of section 149, 152 and any other applicable provisions of the Companies Act, 2013 (hereinafter referred to as the 'Act'), the Rules made thereunder read with Schedule IV to the Companies Act, 2013 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as the ' SEBI Listing Regulations') and amendments thereto (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, Mr. Arun Kumar Gupta (DIN: 06571270), who was appointed as an Independent Director of the Company for a term of five years up to 26 April 2021 and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act and who is eligible for re-appointment for the next term of five consecutive years as per the Act and SEBI Listing Regulations and in respect of whom the Company has received a notice in writing pursuant to section 160 of the Act from a member proposing his re-appointment to the office of Independent Director, be and is hereby re-appointed as an Independent Director of the Company, not subject to retirement by rotation, for a term of 5 (Five) consecutive years effective from 27 April 2021.

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."

8. Re-appointment of Mr. Anil Aggarwal (DIN: 01385684) as an Independent Director of the Company.

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

'RESOLVED THAT pursuant to provisions of section 149, 152 and any other applicable provisions of the Companies Act, 2013 (hereinafter referred to as the 'Act'), the Rules made thereunder read with Schedule IV to the Companies Act, 2013 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as the ' SEBI Listing Regulations') and amendments thereto (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, Mr. Anil Aggarwal (DIN: 01385684), who was appointed as an Independent Director of the Company for a term of three years up to 28 October 2021 and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act and who is eligible for re-appointment for the next term of five consecutive years as per the Act and SEBI Listing Regulations and in respect of whom the Company has received a notice in writing pursuant to section 160 of the Act from a member proposing his re-appointment to the office of Independent Director, be and is hereby re-appointed as an Independent Director of the Company, not subject to retirement by rotation, for a term of 5 (Five) consecutive years effective from 29 October 2021.

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

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

Place: Bangalore
Date: : July 27, 2021

Notes:

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its circular No.02/2021 dated 13th January 2021 read together with circulars No. 20/2020 dated May 5, 2020, circular No. 14/2020 dated April 8, 2020 and Circular No. 17/2020 dated April 13, 2020 (collectively referred to as "MCA Circulars") permitted convening 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 Email ID registered by contacting their respective Depository Participant.
- Members holding shares in the physical form can get their Email 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/CMD2/CIR/P/2021/11 dated January 15, 2021 read with SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, Notice of the AGM along with the Annual Report 2020-21 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 2020-21 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 Thursday, 26th August 2021 to Friday, 03 September 2021 (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 to 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.Batliboi 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.Batliboi 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 Tuesday, August 31, 2021 (9:00 a.m. IST) and ends on Thursday, September 02, 2021 (5:00 p.m. IST). During this period, Members holding shares either in physical form or in dematerialized form, as on Friday, August 27, 2021 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:

Remote e-Voting Instructions for Shareholders post change in the Login mechanism for Individual Shareholders holding securities in demat mode, pursuant to SEBI circular dated December 9, 2020:

Pursuant to SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual Shareholders holding securities in demat mode can vote through their demat account maintained with Depositories and Depository Participants only post 9th June, 2021.

Shareholders are advised to update their mobile number and email Id in their demat accounts to access e-Voting facility.

Login method for Individual Shareholders holding securities in demat mode/ physical mode is given below:

Type of Shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	• If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. • After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. • If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp • Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on Company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders holding securities in demat mode with CDSL	• Existing user of who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. • After successful login of Easi / Easiest the user will be also able to see the e Voting Menu. The menu will have links of e-Voting service provider i.e. NSDL, KARVY, LINK NTIME, CDSL. Click on e-Voting service provider name to cast your vote. • If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi./Registration/EasiRegistration • Alternatively, the user can directly access e-Voting page by providing demat account number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat account. After successful authentication, user will be provided links for the respective ESP where the e Voting is in progress.
Individual Shareholders (holding securities in demat mode) & login through their depository participants	• You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. • Once logged in, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on Company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Type of Shareholders	Login Method
Individual Shareholders holding securities in Physical mode & evoting service Provider is LINKINTIME.	1. Open the internet browser and launch the URL: https://instavote.linkintime.co.in > Click on "Sign Up" under 'SHARE HOLDER' tab and register with your following details: - A. User ID: Shareholders/ members holding shares in physical form shall provide Event No + Folio Number registered with the Company. B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable. C. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format) D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company. • Shareholders/ members holding shares in physical form but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above > Set the password of your choice (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). > Click "confirm" (Your password is now generated). 2. Click on 'Login' under **'SHARE HOLDER'** tab. 3. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on **'Submit'.** 4. After successful login, you will be able to see the notification for e-voting. Select **'View'** icon. 5. e-voting page will appear. 6. Refer the Resolution description and cast your vote by selecting your desired option **'Favour / Against'** (If you wish to view the entire Resolution details, click on the **'View Resolution'** file link). 7. After selecting the desired option i.e. Favour / Against, 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.

Institutional shareholders:

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e voting system of LIIPL at 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.

Individual Shareholders holding securities in Physical mode & e voting service Provider is LINKINTIME, have forgotten the password:
o Click on **'Login'** under **'SHARE HOLDER'** tab and further Click **'forgot password?'**
o Enter **User ID**, select **Mode** and Enter Image Verification (CAPTCHA) Code and Click on **'Submit'.**

• In case shareholders/ members is having valid email address, password will be sent to his / her registered e-mail address.
• Shareholders/ members can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above.
• 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.

Individual Shareholders holding securities in demat mode with NSDL/ CDSL have forgotten the password:

• Shareholders/ members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

> It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
> For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
> During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

Helpdesk for Individual Shareholders holding securities in demat mode:

In case shareholders/ members holding securities in demat mode have any technical issues related to login through Depository i.e. NSDL/ CDSL, they may contact the respective helpdesk given below:

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43.

Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional Shareholders & e voting service Provider is LINKINTIME.

In case shareholders/ members holding securities in physical mode/ Institutional Shareholders have any queries regarding e-voting, they may refer the Frequently Asked Questions ('FAQs') and InstaVote e-Voting manual available at https://instavote.linkintime.co.in, under Help section or send an email to enotices@linkintime.co.in or contact on: - Tel: 022 -4918 6000.

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:

> Select the "Company" and 'Event Date' and register with your following details: -

A. Demat Account No. or Folio No: Enter your 16 digit Demat Account No. or Folio No

• Shareholders/ members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID

• Shareholders/ members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID

• Shareholders/ members holding shares in physical form shall provide Folio Number registered with the Company

B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

C. Mobile No.: Enter your mobile number.

D. Email ID: Enter your email id, as recorded with your DP/Company.

> Click "Go to Meeting" (You are now registered for InstaMeet and your attendance is marked for the 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 31st August, 2021 (9.00 a.m. IST) to 2nd September, 2021 (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 at www.snowman.in and on the website of Link Intime India Pvt Ltd at 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: Re-appointment of Mr. Sunil Prabhakaran Nair (DIN: 03454719) as Chief Executive Officer and Whole-Time Director of the Company.

The members of the Company at the 25th Annual General Meeting held on July 30, 2018 approved the re-appointment of Mr. Sunil Prabhakaran Nair, as Chief Executive Officer and Whole-Time Director of the Company for a period of 3 years i.e. up to February 12, 2021.

Based on the recommendation of the Nomination and Remuneration Committee, the Board on January 18, 2021, re-appointed Mr. Sunil Prabhakaran Nair, as Chief Executive Officer and Whole-Time Director of the Company for a further period of three years effective February 13, 2021 till February 12, 2024, subject to approval of the Shareholders.

Mr. Sunil Prabhakaran Nair is functioning in a professional Capacity.

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

Date of Birth	05-March-1971
A Brief Resume of the Director & Nature of his Expertise in Specific Functional Areas;	Sunil Prabhakaran Nair, who holds postgraduate degree in commerce from Marathwada University and Master of Business Administration (Supply Chain Management) from the United Business Institute, Belgium. He has worked with various brands in the logistics sector, the most recent being ColdEX Logistics. He has led organizations with strategic initiatives and functional expertise. He has been at the CXO level for last 10 years of his career, and was engaged in building businesses from scratch, remodeling and transforming organizations.
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 / Chairman-ship of Committees of the Board	Nil
No. of Shares held in the Company	4020

The details of revised remuneration payable to Mr. Sunil Prabhakaran Nair and the terms and conditions of the re-appointment are given below:

Particulars	**Annual Salary (INR)**
Basic Salary	52,80,000
House Rent Allowance	21,12,000
Special Allowance	13,08,636
Gross Annual Salary	**87,00,636**
Provident Fund (Employer)	6,33,600
Office wear	1,20,000
Entertainment Allowance	1,80,000
Leave Travel Allowance	4,40,004
Performance Variable	25,20,996
Total Cost to Company	**1,25,95,236**

As per the Company policies, coverage benefits under Group Medical/ Life insurance Policy would be extended to him. In addition, he would be entitled to gratuity as per Company policy. Car, fuel and mobile expenses will be reimbursed as per actuals.

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

Item No. 5: Increase in remuneration of Mr. Sunil Prabhakaran Nair, CEO & Whole-Time Director of the Company:

Mr. Sunil Prabhakaran Nair, was re-appointed as Chief Executive Officer and Whole-Time Director of the Company by the Board of Directors at its meeting held on February 13, 2018 for a period of 3 years i.e. up to February 12, 2021. The same was subsequently approved by the members at the Annual General Meeting held on July 30, 2018.

Further, pursuant to the recommendation of the Nomination and Remuneration Committee, the Board at its meeting held on January 18, 2021, re-appointed Mr. Sunil Prabhakaran Nair, as Chief Executive Officer and Whole-Time Director of the Company for a further period of three years effective February 13, 2021 till February 12, 2024, subject to approval of the Shareholders.

Based on the recommendation of the Nomination and Remuneration Committee, Board of Directors also approved the revision in the remuneration of Mr. Sunil Prabhakaran Nair at its meeting held on April 26, 2021, with effect from April 01, 2021. The details of the remuneration is mentioned in the Resolution proposed.

Pursuant to section 197 read with Schedule V of the Companies Act, 2013, the revised remuneration of Mr. Sunil Prabhakaran Nair as decided by the Board is required to be approved by the Members at their meeting due to inadequacy of profits.

It is hereby confirmed that the Company has not committed any default in respect of any of its debt or interest payable thereon in the preceding financial year and in the current financial year.

Pursuant to Clause iv of section II of schedule V of Companies Act, 2013, the following statement is given:

<table>
<tr><td>I.</td><td>General Information</td><td></td></tr>
<tr><td>1.</td><td>Nature of Industry</td><td>The Company is engaged in the business of providing temperature-controlled logistics services.</td></tr>
<tr><td>2.</td><td>Date or expected date of commencement of commercial production</td><td>7th March, 1993</td></tr>
<tr><td>3.</td><td>In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus</td><td>N.A</td></tr>
<tr><td>4.</td><td>Financial performance based on given indicators</td><td>(Amount in Crores)
<table><tr><th>Particulars</th><th>2017-18</th><th>2018-19</th><th>2019-20</th></tr><tr><td>Gross Revenue</td><td>194.28</td><td>232.55</td><td>240.20</td></tr><tr><td>Profit After Tax</td><td>(3.56)</td><td>9.72</td><td>(15.01)</td></tr><tr><td>EPS</td><td>0.21</td><td>0.58</td><td>(0.90)</td></tr></table></td></tr>
<tr><td>5.</td><td>Foreign investments or collaborations, if any.</td><td>As on 31 March 2021, the Foreign Portfolio Investors (FPI) shareholding in the Company is 1.70% (As on 31 March 2020: 0.20%) and the NRI shareholding is 2.19% (As on March 2020: 1.73%)

Foreign Collaborations: Nil</td></tr>
</table>

<table>
<tr><td>II.</td><td colspan="2">Information about the appointee</td></tr>
<tr><td>1.</td><td>Background details</td><td>Mr. Sunil Prabhakaran Nair is an experienced professional with more than 27 years of experience in the industry</td></tr>
<tr><td>2.</td><td>Past Remuneration</td><td>The remuneration drawn by Mr. Sunil Prabhakaran Nair during the last two financial years i.e. 2019-20 & 2020-21 is as follows;
<table>
<tr><th>Particulars</th><th>Annual Salary (INR)</th></tr>
<tr><td>Basic Salary</td><td>49,20,000</td></tr>
<tr><td>House Rent Allowance</td><td>19,68,000</td></tr>
<tr><td>Special Allowance</td><td>1,27,396</td></tr>
<tr><td>Gross Annual Salary</td><td>70,15,396</td></tr>
<tr><td>Provident Fund (Employer)</td><td>5,90,400</td></tr>
<tr><td>Office wear</td><td>1,20,000</td></tr>
<tr><td>Entertainment Allowance</td><td>1,80,000</td></tr>
<tr><td>Leave Travel Allowance</td><td>4,10,004</td></tr>
<tr><td>Performance Variable</td><td>23,78,000</td></tr>
<tr><td>Special Company Variable</td><td>11,88,200</td></tr>
<tr><td>Total Cost to Company</td><td>1,18,82,000</td></tr>
</table></td></tr>
<tr><td>3.</td><td>Recognition or awards</td><td>N.A.</td></tr>
<tr><td>4.</td><td>Job profile and his suitability</td><td>Mr. Sunil Prabhakaran Nair is an experienced professional with more than 27 years of experience in the industry and he has led organizations with strategic initiatives and functional expertise.</td></tr>
<tr><td>5.</td><td>Remuneration proposed</td><td>
<table>
<tr><th>Particulars</th><th>Annual Salary (INR)</th></tr>
<tr><td>Basic Salary</td><td>52,80,000</td></tr>
<tr><td>House Rent Allowance</td><td>21,12,000</td></tr>
<tr><td>Special Allowance</td><td>13,08,636</td></tr>
<tr><td>Gross Annual Salary</td><td>87,00,636</td></tr>
<tr><td>Provident Fund (Employer)</td><td>6,33,600</td></tr>
<tr><td>Office wear</td><td>1,20,000</td></tr>
<tr><td>Entertainment Allowance</td><td>1,80,000</td></tr>
<tr><td>Leave Travel Allowance</td><td>4,40,004</td></tr>
<tr><td>Performance Variable</td><td>25,20,996</td></tr>
<tr><td>Total Cost to Company</td><td>1,25,95,236</td></tr>
</table></td></tr>
<tr><td>6.</td><td>Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)</td><td>Considering the responsibility shouldered by him of the enhanced business activities, proposed remuneration is commensurate with Industry standards.</td></tr>
</table>

7.	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	N.A

III	**Other Information**	
1.	Reasons of loss or inadequate profits	The outburst of pandemic in the form of COVID-19 has caused wide disruption in economic progress all over the globe. During the FY 2020-21, there was overall revenue drop by 1% as compared to previous FY 2019-20, which was mainly due to revenue drop in the transport vertical due to vehicle movement restrictions during the initial lockdown period.
2.	Steps taken or proposed to be taken for improvement	We have successfully implemented a new service vertical for managing the backend for e-commerce fulfilment centres. Furthermore, we have created a new pharma vertical and have started handling distribution of COVID vaccines in some regions, with plans for Pan-India storage and distribution for which we are in advanced talks with all relevant stakeholders. Our new projects at Siliguri & Coimbatore are under construction, along with expansion in the existing facilities of Mumbai & Krishnapatnam due to high demand
3.	Expected increase in productivity and profits in measurable terms	The above steps taken/ proposed to be taken by the Company are expected to enhance the overall profitability of the Company.

Except Mr. Sunil Prabhakaran Nair, none of the promoters, directors, key managerial personnel and their relatives is considered to be concerned or interested financially or otherwise, in the Resolution.

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

Item No. 6: Re-appointment of Mr. Bhaskar Avula Reddy (DIN: 06554896) as an Independent Director of the Company.

Based on the recommendations of Nomination and Remuneration Committee, the Board of Directors at its meeting held on 26 April 2016, appointed Mr. Bhaskar Avula Reddy as Independent Director of the Company for the first term of consecutive period of 5 years with effect from 26 April 2016. His appointment was also approved by the shareholders at 23rd Annual General Meeting of the Company held on 22 September 2016.

Since the first term as independent director has expired on 26 April 2021, based on the recommendation of the Nomination and Remuneration Committee and considering his skills, experience & knowledge he possesses, the Board at its meeting held on 26 April 2021 recommended for the approval of the members, the re-appointment of Mr. Bhaskar Avula Reddy for a second term of five consecutive years with effect from April 27, 2021 in terms of section 149 read with Schedule IV to the Act and Listing Regulations or any amendment thereto or modification thereof.

In accordance with section 149(10) and (11) of the Act, an independent director shall hold office for a term up to five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report. Mr. Bhaskar Avula Reddy fulfils the requirement of an independent director as laid down under section 149(6) of the Act and regulation 16 of the Listing Regulations.

In respect of the said appointment, a notice in writing in the prescribed manner as required by section 160 of the Act, as amended and rules made thereunder, has been received by the Company, regarding his candidature for the office of the director.

Mr. Bhaskar Avula Reddy has given his consent for the said re-appointment and has also submitted the declaration of independence, as required pursuant to section 149(7) of the Act, stating that he meets the criteria of independence as provided in section 149(6) and regulation 16 of the Listing Regulations and is not disqualified from being appointed as a director in terms of section 164 of the Act.

A copy of draft Letter of Appointment for Independent Director 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, excluding Saturday.

The Board is of the opinion that Mr. Bhaskar Avula Reddy possesses requisite skills, experience and knowledge relevant to the Company's business and it would be of immense benefit to the Company to continue to have his association with the Company as independent Director of the Company.

According to section 152 of the Act, read with Schedule IV to the Act, in the opinion of the Board, the proposed re-appointment fulfils the conditions specified in the Act and the rules made thereunder as also the applicable provisions of Listing Regulations and is independent of the Management.

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

Date of Birth	12-February-1953
Date of Re-appointment	27-April-2021
A Brief Resume of the Director & Nature of his Expertise in Specific Functional Areas;	Bhaskar Aluva Reddy, who holds a master's degree in Science (Chemistry) from Osmania University and a law degree from Osmania University. He has served the Government of India in Indian Revenue Service (Income Tax). He has held key assignments as Commissioner of Income Tax, Director in Cabinet Secretariat, New Delhi, First Secretary in Indian Embassy, Yangon (Myanmar) and as Adjudicating Authority under Foreign Exchange Regulation Act, 1973. He was awarded a Certificate of Merit and a Certificate of Appreciation by the Central Board of Direct Taxes. He has attended a Senior Management Programme at York University Business School, Toronto, Canada.
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;	None of the directors or key managerial personnel or their relatives, except Mr. Bhaskar Aluva Reddy, is directly or indirectly concerned or interested, financially or otherwise, except to the extent of his re-appointment.
Names of other Listed Entities in which the person also holds the Directorship and the Membership / Chairmanship of Committees of the Board as on 31 March 2021	**Directorships** Gateway Distriparks Limited **Membership of Committees** Audit Committee, CSR Committee and Allotment Committee of Gateway Distriparks Limited **Chairmanship of Committees** Stakeholders Relationship Committee and Nomination & Remuneration Committee of Gateway Distriparks Limited
No. of Shares held in the Company	Nil

*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 a Special Resolution.

Item No. 7: Re-appointment of Mr. Arun Kumar Gupta (DIN: 06571270) as an Independent Director of the Company.

Based on the recommendations of Nomination and Remuneration Committee, the Board of Directors at its meeting held on 26 April 2016, appointed Mr. Arun Kumar Gupta as Independent Director of the Company for the first term of consecutive period of 5 years with effect from 26 April 2016. His appointment was also approved by the shareholders at 23rd Annual General Meeting of the Company held on 22 September 2016.

Since the first term as Independent Director has expired on 26 April 2021, based on the recommendation of the Nomination and Remuneration Committee and considering his skills, experience & knowledge he possesses, the Board at its meeting held on 26 April 2021 recommended for the approval of the members, the re-appointment of Mr. Arun Kumar Gupta for a second term of five consecutive years with effect from April 27, 2021 in terms of section 149 read with Schedule IV to the Act and Listing Regulations or any amendment thereto or modification thereof.

In accordance with section 149(10) and (11) of the Act, an Independent Director shall hold office for a term up to five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report. Mr. Arun Kumar Gupta fulfils the requirement of an Independent Director as laid down under section 149(6) of the Act and regulation 16 of the Listing Regulations.

In respect of the said appointment, a notice in writing in the prescribed manner as required by section 160 of the Act, as amended and rules made thereunder, has been received by the Company, regarding his candidature for the office of the Director.

Mr. Arun Kumar Gupta has given his consent for the said re-appointment and has also submitted the declaration of independence, as required pursuant to section 149(7) of the Act, stating that he meets the criteria of independence as provided in section 149(6) and regulation 16 of the Listing Regulations and is not disqualified from being appointed as a director in terms of section 164 of the Act.

A copy of draft Letter of Appointment for independent director 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, excluding Saturday.

The Board is of the opinion that Mr. Arun Kumar Gupta possesses requisite skills, experience and knowledge relevant to the Company's business and it would be of immense benefit to the Company to continue to have his association with the Company as independent director of the Company.

According to section 152 of the Act, read with Schedule IV to the Act, in the opinion of the Board, the proposed re-appointment fulfils the conditions specified in the Act and the rules made thereunder as also the applicable provisions of Listing Regulations and is independent of the Management.

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

Date of Birth	24-March-1961
Date of Re-appointment	27-April-2021
A Brief Resume of the Director & Nature of his Expertise in Specific Functional Areas;	Mr. Arun Kumar Gupta, who holds a graduate of mechanical engineering from Delhi College of Engineering and a Master of Business Administration from Faculty Management Studies (FMS), Delhi. He was certified as Project Management Professional (PMP) in February 1999 by PMI, USA. He successfully qualified the proficiency self-assessment examination for Independent Directors conducted by Indian Institute of Corporate Affairs (IICA) in April 2020. He has had significant management experience at various organizations such as Saxo Bank, CSC, Syntel, Sapient, NIIT, and Tata Consultancy Services. He also serves as an Independent Director on the Board of a leading ITES C ompany, and two logistics companies.
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;	None of the directors or key managerial personnel or their relatives, except Mr. Arun Kumar Gupta, is directly or indirectly concerned or interested, financially or otherwise, except to the extent of his re-appointment..
Names of other Listed Entities in which the person also holds the Directorship and the Membership / Chairmanship of Committees of the Board as on 31 March 2021	**Directorships** Gateway Distriparks Limited **Membership of Committees** Audit Committee, Stakeholders Relationship Committee, Nomination & Remuneration Committee, Fund Raising Committee, Restructuring Committee and Allotment Committee of Gateway Distriparks Limited **Chairmanship of Committees** Nil
No. of Shares held in the Company	Nil

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

Your Directors recommend the resolution proposed at Item No. 7 for the approval of shareholders by way of a Special Resolution.

Item No. 8: Re-appointment of Mr. Anil Aggarwal (DIN: 01385684) as an Independent Director of the Company.

Based on the recommendations of Nomination and Remuneration Committee, the Board of Directors at its meeting held on 29 October 2018, appointed Mr. Anil Aggarwal as independent director of the Company for the first term of 3 years with effect from 29 October 2018. His appointment was also approved by the shareholders at 26th annual general meeting of the Company held on 13 August 2019.

Since the first term as Independent Director expires on 28 October 2021, based on the recommendation of the Nomination and Remuneration Committee and considering his skills, experience & knowledge he possesses, the Board at its meeting held on 27 July 2021 recommended for the approval of the members, the re-appointment of Mr. Anil Aggarwal for a second term of five consecutive years with effect from October 29, 2021 in terms of section 149 read with Schedule IV to the Act and Listing Regulations or any amendment thereto or modification thereof.

In accordance with section 149(10) and (11) of the Act, an Independent Director shall hold office for a term up to five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report. Mr. Anil Aggarwal fulfils the requirement of an Independent Director as laid down under section 149(6) of the Act and regulation 16 of the Listing Regulations.

In respect of the said appointment, a notice in writing in the prescribed manner as required by section 160 of the Act, as amended and rules made thereunder, has been received by the Company, regarding his candidature for the office of the director.

Mr. Anil Aggarwal has given his consent for the said re-appointment and has also submitted the declaration of independence, as required pursuant to section 149(7) of the Act, stating that he meets the criteria of independence as provided in section 149(6) and regulation 16 of the Listing Regulations and is not disqualified from being appointed as a director in terms of section 164 of the Act.

A copy of draft Letter of Appointment for Independent Director 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, excluding Saturday.

The Board is of the opinion that Mr. Anil Aggarwal possesses requisite skills, experience and knowledge relevant to the Company's business and it would be of immense benefit to the Company to continue to have his association with the Company as Independent Director of the Company.

According to section 152 of the Act, read with Schedule IV to the Act, in the opinion of the Board, the proposed re-appointment fulfils the conditions specified in the Act and the rules made thereunder as also the applicable provisions of Listing Regulations and is independent of the Management.

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

Date of Birth	20-May-1958
Date of Re-appointment	29-October-2021
A Brief Resume of the Director & Nature of his Expertise in Specific Functional Areas;	Anil Aggarwal, who is a Chartered Accountant and holds a master's degree in Business Administration from Faculty of Management Studies (FMS), University of Delhi. He has work experience in various fields such as accounting, risk management, treasury, private equity fund management and M&A. Since 2013, he has been engaged in various non-executive roles, such as an independent director, as an advisor and as an interim professional in areas of corporate finance, turnaround management, strategic advisory, structured borrowing and transaction advisory.
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;	None of the directors or key managerial personnel or their relatives, except Mr. Anil Aggarwal, is directly or indirectly concerned or interested, financially or otherwise, except to the extent of his re-appointment.
Names of other Listed Entities in which the person also holds the Directorship and the Membership / Chairmanship of Committees of the Board as on 31 March 2021	**Directorships** Nil **Membership of Committees** Nil **Chairmanship of Committees** Nil
No. of Shares held in the Company	Nil

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

Your Directors recommend the resolution proposed at Item No. 8 for the approval of shareholders by way of a Special Resolution.

Details of Directors seeking re-appointment at the Annual General Meeting

Date of Birth	22-February-1958
Date of original Appointment	22-November-2006
A Brief Resume of the Director & Nature of his Expertise in Specific Functional Areas;	Mr. Prem Kishan Dass Gupta, aged 63 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 his appointment.
Names of other Listed Entities in which the person also holds the Directorship and the Membership / Chairmanship of Committees of the Board as on 31 March 2021	**Directorships** Gateway Distriparks Limited **Membership of Committees** Mr. Prem Kishan Dass Gupta is a member of Allotment Committee, CSR Committee, Audit Committee, Stakeholders Relationship Committee, Fund Raining Committee and Nomination & Remuneration committee of Gateway Distriparks Limited **Chairmanship of Committees** Nil
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) Ms. Mamta Gupta

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 54 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 her appointment.
Names of other Listed Entities in which the person also holds the Directorship and the Membership / Chairmanship of Committees of the Board as on 31 March 2021	**Directorships** Gateway Distriparks Limited **Membership of Committees** Nil. **Chairmanship of Committees** Gateway Distriparks Limited (CSR Committee)
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: July 27, 2021

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