



**Nagendra D. Rao**, B.Com., LL.B., F.C.S.  
Practising Company Secretary

## Secretarial Compliance Report

of

**Snowman Logistics Limited for the year ended 31<sup>st</sup> March, 2021.**

I have examined:

(a) all the documents and records made available to us and explanation provided by **Snowman Logistics Limited** having Corporate Identification Number L15122MH1993PLC285633 ("the listed entity"),

(b) the filings/ submissions made by the listed entity to the stock exchanges,

(c) website of the listed entity,

(d) any other document/ filing, as may be relevant, which has been relied upon to make this certification, for the year ended 31<sup>st</sup> March, 2021 ("Review Period") in respect of compliance with the provisions of:

(a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and

(b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

(a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

(b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 **[Not Applicable as the Listed Entity has not raised any share capital by issue of shares during the financial year under review]**;

(c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

(d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 **[Not Applicable as the Listed Entity has not bought back any securities during the financial year under review]**;

(e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 **[Not Applicable to the Listed Entity during the financial year under review]**;



(f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 **[Not Applicable as the Listed Entity has not raised any funds by issue of debentures during the financial year under review]**;

(g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013 **[Not Applicable as the Listed Entity has not raised any capital by issue of Non-Convertible and Redeemable Preference shares during the financial year under review]**;

(h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; and circulars/ guidelines issued thereunder;

and based on the above examination, I hereby report that, during the Review Period:

(a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

Sr. No.	Compliance Requirement (Regulations/ Circulars/ guidelines including specific clause)	Deviations	Observations / Remarks of the Practicing Company Secretary
1.	Regulation 17(1)(a) of SEBI (LODR) Regulations, 2015.	Delay in appointment of independent woman director.	The Board of directors of the top 1000 listed entities shall have at least one independent woman director by April 1, 2020. The Company falls under the Top 1000 Listed Entities based on the Market Capitalisation as on March 31, 2020.  The Company appointed Independent woman director on May 15, 2020.
2.	Regulation 23(9) of SEBI (LODR) Regulations, 2015.	Non-filing of Consolidated Report of Related Party Transactions.	The Company has filed waiver application before the National Stock Exchange of India Limited ('NSE') and BSE Limited ('BSE') with regards to the said non-compliance.  As per the information and explanations provided by the Company, the said Regulation does not apply to the Company. Further, BSE Limited has waived the penalty amount on the said.

(b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my examination of those records.



(c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No.	Action taken by	Detailsof Violation	Details of action taken e.g. fines, warning letter, debarment, etc	Observations/Remarks of the Practising Company Secretary, if any
1.	NSE and BSE	Regulation 17(1)(a) of SEBI (LODR) Regulations, 2015.  Delay in appointment of independent woman director.	Fine of Rs. 2,20,000/- (Two Lakh Twenty Thousand) Only was levied each by BSE and NSE.	The Company appointed independent woman director on May 15, 2020.  The Company has paid the said fine and filed waiver application before NSE and BSE.
2.	NSE and BSE	Regulation 23(9) of SEBI (LODR) Regulations, 2015.  Non-filing of Consolidated Report of Related Party Transactions.	Fine of Rs. 2,45,000/- (Two Lakh Forty-five Thousand) Only was levied each by BSE and NSE.	The Company has paid the said fine and filed waiver application before the NSE and BSE with regards to the said non-compliance.  As per the information and explanations provided by the Company, the said Regulation does not apply to the Company. Further, BSE Limited has waived the above penalty amount.

(d) The listed entity has taken the following actions to comply with the observations made in previous reports:



Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended:	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
1.	The Listed entity shall disclose to the exchange (s) within 30 minutes of the closure of the meeting. However, the Listed Entity had delayed in intimation of the Outcome of the Board meeting dated 29th October, 2018. However, the Listed Entity has complied with the provision later on.	31 <sup>st</sup> March, 2019	The listed entity had filed the outcome of board meeting on the same day.	The Listed Entity had delayed in intimation of the Outcome of the Board meeting dated 29th October, 2018. However, the Listed Entity has complied with the provision on the same day.
2.	The listed entities which were not identified as large corporates were required to submit a confirmation of not being a Large Entity to the Exchange. There has been delay in submitting the confirmation. However, the Listed Entity has complied with the provision later on.	31 <sup>st</sup> March, 2019	The Listed entity has complied with the said circular.	There has been delay in submitting the confirmation. However, the Listed Entity has complied with the provision.
3.	The Listed entity shall disclose to the exchange (s) within 30 minutes of the closure of the meeting.	31 <sup>st</sup> March, 2020	The listed entity had filed the outcome of board meeting on the same day.	The Listed Entity has complied with the provision.



	<p>The Listed Entity had delayed in intimation of the Outcome of the Board meeting dated 13<sup>th</sup> August, 2019 with BSE due to network issue caused due to heavy rains in Mumbai.</p> <p>However, the listed entity has complied with the provision with a delay.</p> <p>The listed entity had filed the same with the National Stock Exchange of India Limited within the prescribed limit of 30 minutes.</p>			
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Nagendra D. Rao  
Practising Company Secretary  
Membership No. FCS – 5553  
Certificate of Practice – 7731  
UDIN: F005553C000180090

No. 543/A, 7th Main,  
3rd Cross, S.L.Bhyrappa Road,  
Hanumanthanagar,  
Bengaluru – 560019.

Place : Bengaluru.  
Date : April 26, 2021.