



SNOWMAN LOGISTICS LIMITED

M-55, Taloja Industrial Area, MIDC, Navi Mumbai, Maharashtra - 410206

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NOTICE

NOTICE is hereby given that the 29th Annual General Meeting of the Members of Snowman Logistics Limited will be held on Tuesday, September 20, 2022 at 11.00 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, 2022, 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. Samvid Gupta (DIN: 05320765), who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Mr. Ishaan Gupta (DIN: 05298583), who retires by rotation and being eligible, offers himself for re-appointment.
4. Re-appointment of Statutory Auditors of the Company

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, as amended from time to time and pursuant to the recommendation of the Audit Committee and the Board of Directors of the Company, M/s. S.R.Batliboi and Co.LLP (Firm Registration No. 301003E/E300005) be and is hereby re-appointed as Statutory Auditors of the Company to hold office for a term of five consecutive years from the conclusion of this Annual General Meeting ("AGM") until the conclusion of the thirty-fourth AGM of the Company to be held in the year 2027, at such remuneration, as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors."

SPECIAL BUSINESS:

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	60,00,000
House Rent Allowance	24,00,000
Special Allowance	19,19,520
Gross Annual Salary	1,03,19,520
Provident Fund (Employer)	7,20,000
Office wear	1,20,000
Entertainment Allowance	1,80,000
Leave Travel Allowance	5,00,004
Performance Variable	29,59,884
Total Cost to Company	1,47,99,408

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.

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

**Place: New Delhi
Date: August 01, 2022**

**Sunil Prabhakaran Nair
CEO & Whole-Time Director**

Notes:

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its Circular No. 14/2020 dated 08 April, 2020, Circular No.17/2020 dated 13 April, 2020 followed by Circular No. 20/2020 dated 05 May, 2020, Circular No. 02/2021 dated 13 January, 2021, Circular no. 21/2021 dated 14 December, 2021 and Circular No.2/2022 dated 05 May, 2022 and all other relevant circulars (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. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") setting out material facts concerning the business under Item No. 4 & 5 of the Notice, is annexed hereto. Further, the relevant details with respect to Item No. 2 & 3, pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking re-appointment at this AGM are also annexed.
3. 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.
4. 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.
5. 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.
6. 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 2021-22 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 2021-22 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.
7. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
8. The Register of Members and Share Transfer Register of the Company will remain closed from Monday, 12th September 2022 to Tuesday, 20 September 2022 (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. Kiran George, Company Secretary and Compliance Officer, at the Company's registered office.
11. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Companies Act, 2013 and the relevant documents referred to in the accompanying Notice and the Explanatory Statement will be made available electronically for inspection by members of the Company, up to the date of the AGM. Members seeking to inspect such documents can send an email at investorrelations@snowman.in.
12. 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
13. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
14. **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 17, 2022(9:00 a.m. IST) and ends on Monday, September 19, 2022 (5:00 p.m. IST). During this period, Members holding shares either in physical form or in dematerialized form, as on Tuesday, September 13, 2022 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:

As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

Login method for Individual shareholders holding securities in demat mode is given below:

1. Individual Shareholders holding securities in demat mode with NSDL
 1. Existing IDeAS user can visit the e-Services website of NSDL viz. <https://eservices.nsdl.com> either on a personal computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added 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 i.e. LINK INTIME and you will be re-directed to "InstaVote" website for casting your vote during the remote e-Voting period.
 2. If you are 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>
 3. Visit the e-Voting 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-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 i.e. LINK INTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.
2. Individual Shareholders holding securities in demat mode with CDSL
 1. Existing users who have opted for Easi / Easiest, 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.
 2. After successful login of Easi/Easiest the user will be able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. LINK INTIME. Click on LINK INTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.
 3. If the user is not registered for Easi/Easiest, option to register is available at <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>.
 4. 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 i.e. LINK INTIME. Click on LINK INTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.
 5. 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. Upon logging in, you will be able to see e-Voting option. 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 i.e. LINK INTIME and you will be redirected to “InstaVote” website for casting your vote during the remote e-Voting period.

Login method for Individual shareholders holding securities in physical form is given below:

Individual Shareholders of the company, holding shares in physical form as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

1. Open the internet browser and launch the URL: <https://instavote.Link Intime.co.in>
2. Click on “**Sign Up**” under ‘**SHARE HOLDER**’ tab and register with your following details: -
 - A. User ID:** Shareholders 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) (Shareholders 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).
3. Click on ‘Login’ under ‘**SHARE HOLDER**’ tab.
4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘**Submit**’.

Cast your vote electronically:

1. After successful login, you will be able to see the notification for e-voting. Select ‘**View**’ icon.
2. E-voting page will appear.
3. 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).
4. 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.

Guidelines for Institutional shareholders:

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.Link Intime.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.

Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders:

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at enotices@Link Intime.co.in or contact on: - Tel: 022 – 4918 6000.

Helpdesk for Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e. NSDL and CDSL.

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 22- 23058542-43.

Individual Shareholders holding securities in Physical mode has forgotten the password:

If an Individual Shareholders holding securities in Physical mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on the e-Voting website of Link Intime: <https://instavote.Link Intime.co.in>

- o Click on ‘Login’ under ‘SHARE HOLDER’ tab and further Click ‘forgot password?’
- o Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on “SUBMIT”.

In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders 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.*

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company

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

Shareholders 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”.

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 and you will receive an OTP if you have not done remote e-voting).

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 16th September, 2022 (9.00 a.m. IST) to 18th September, 2022 (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 your 16 digit 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 two working days of conclusion of its 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

As required by Section 102 of the Companies Act, 2013 (“Act”), the following explanatory statement sets out all material facts relating to the business mentioned under Item Nos. 4 and 5 of the accompanying Notice:

Item No. 4: Re-appointment of Statutory Auditors of the Company

This explanatory statement is in terms of Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), however, the same is strictly not required as per Section 102 of the Act.

The Members at the twenty-fourth Annual General Meeting (“AGM”) of the Company held on August 02, 2017, had approved the appointment of M/s. S.R.Batlboi and Co.LLP, Chartered Accountants (Firm Registration No. 301003E/E300005), as Statutory Auditors of the Company, to hold office from the conclusion of the twenty-fourth AGM till the conclusion of the twenty-ninth AGM of the Company to be held in the year 2022.

Based on the recommendation of the Audit Committee, the Board of Directors has, at its meeting held on 25th April 2022, proposed the re-appointment of M/s. S.R.Batlboi and Co. LLP, Chartered Accountants (Firm Registration No. 301003E/E300005), as the statutory auditors of the Company for the second term of five consecutive years to hold office from the conclusion of this AGM till the conclusion of the thirty-fourth AGM of the Company to be held in the year 2027.

M/s. S.R. Batlboi and Co. LLP, Chartered Accountants, have consented to the said re-appointment and confirmed that their re-appointment, if made, would be within the limits specified under Section 141(3)(g) of the Act. They have also furnished a declaration in terms of Section 141 of the Act that they are eligible to be re-appointed as auditors of the Company and that they have not incurred any disqualification under the Act.

The Board recommends the resolution as set out at Item No. 4 of the accompanying Notice for the approval by the Members of the Company by way of an Ordinary Resolution.

None of the promoters, Directors, Key Managerial Personnel or their respective relatives are concerned or interested in the Resolution mentioned at Item No. 4 of the Notice.

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 and the same was subsequently approved by the members at the Annual General Meeting held on September 03, 2021.

Based on the recommendation of the Nomination and Remuneration Committee, Board of Directors approved the revision in the remuneration of Mr. Sunil Prabhakaran Nair at its meeting held on April 25, 2022, with effect from April 01, 2022, subject to the approval of the Members of the Company. 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:

I. General Information																							
1.	Nature of Industry: The Company is engaged in the business of providing temperature-controlled logistics services.																						
2.	Date or expected date of commencement of commercial production 7th March, 1993																						
3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus N.A.																						
4.	Financial performance based on given indicators																						
(Amount in Crores)																							
	<table border="1"> <thead> <tr> <th>Particulars</th> <th>2018-19</th> <th>2019-20</th> <th>2020-21</th> </tr> </thead> <tbody> <tr> <td>Gross Revenue</td> <td>232.55</td> <td>240.20</td> <td>237.10</td> </tr> <tr> <td>Profit/Loss After Tax</td> <td>9.72</td> <td>(15.01)</td> <td>0.06</td> </tr> <tr> <td>EPS</td> <td>0.58</td> <td>(0.90)</td> <td>0.00</td> </tr> </tbody> </table>	Particulars	2018-19	2019-20	2020-21	Gross Revenue	232.55	240.20	237.10	Profit/Loss After Tax	9.72	(15.01)	0.06	EPS	0.58	(0.90)	0.00						
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5.	Foreign investments or collaborations, if any. As on 31 March 2022, the Foreign Portfolio Investors (FPI) shareholding in the Company is 1.74% (As on 31 March 2021: 1.70%), Foreign Companies shareholding is 0.71% (As on 31 March 2021: 0.71%) and the NRI shareholding is 2.36% (As on March 2021: 2.19%), Foreign Collaborations: Nil																						
II Information about the appointee																							
1.	Background details Mr. Sunil Prabhakaran Nair is an experienced professional with more than 28 years of experience in the industry																						
2.	Past Remuneration The remuneration drawn by Mr. Sunil Prabhakaran Nair during the financial years 2021-22 is as follows;																						
	<table border="1"> <thead> <tr> <th colspan="2" style="text-align: right;">Annual Salary (INR)</th> </tr> </thead> <tbody> <tr> <td>Basic Salary</td> <td style="text-align: right;">52, 80, 000</td> </tr> <tr> <td>House Rent Allowance</td> <td style="text-align: right;">21, 12, 000</td> </tr> <tr> <td>Special Allowance</td> <td style="text-align: right;">13, 08, 636</td> </tr> <tr> <td>Gross Annual Salary</td> <td style="text-align: right;">87, 00, 636</td> </tr> <tr> <td>Provident Fund (Employer)</td> <td style="text-align: right;">6, 33, 600</td> </tr> <tr> <td>Office wear</td> <td style="text-align: right;">1, 20, 000</td> </tr> <tr> <td>Entertainment Allowance</td> <td style="text-align: right;">1, 80, 000</td> </tr> <tr> <td>Leave Travel Allowance</td> <td style="text-align: right;">4, 40, 004</td> </tr> <tr> <td>Performance Variable</td> <td style="text-align: right;">25, 20, 996</td> </tr> <tr> <td>Total Cost to Company</td> <td style="text-align: right;">1, 25, 95, 236</td> </tr> </tbody> </table>	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
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3.	Recognition or awards N.A.																						
4.	Job profile and his suitability Mr. Sunil Prabhakaran Nair is an experienced professional with more than 28 years of experience in the industry and He has led organizations with strategic initiatives and functional expertise.																						

5.	Remuneration proposed	Particulars	Annual Salary (INR)
		Basic Salary	60,00,000
		House Rent Allowance	24,00,000
		Special Allowance	19,19,520
		Gross Annual Salary	1,03,19,520
		Provident Fund (Employer)	7,20,000
		Office wear	1,20,000
		Entertainment Allowance	1,80,000
		Leave Travel Allowance	5,00,004
		Performance Variable	29,59,884
		Total Cost to Company	1,47,99,408
6.	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)	Considering the responsibility shouldered by him of the enhanced business activities, proposed remuneration is commensurate with Industry standards.	
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	During the financial year ended March 31, 2022, the Company undertook many capex projects to expand their infrastructure and geographical footprint. This resulted in profit not commensurating with the income generated. The benefits of these capex projects will be seen in the mid to long term horizon. Though the remuneration payable to Mr. Sunil Prabhakaran Nair, CEO & Whole-Time Director would exceed the limits prescribed, we are confident of the future business prospects arising out of the capex investments. Hence this proposal is in accordance with the applicable provisions of Schedule V of the Companies Act, 2013.	
2.	Steps taken or proposed to be taken for improvement	During FY2022, we have been able to achieve better warehouse utilization of both the existing and new warehouses. The Company expects to see substantial growth potential in its new transport aggregation tech-platform Viz. SnowLink. The Company also foresees business opportunities in both the dry and chilled/frozen segments because of high demand for quality service providers. We will be looking at acquiring dedicated warehouses to meet this business needs.	
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.

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

1) Mr. Samvid Gupta

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

Date of Birth	30-September-1992
Date of original Appointment	15-May-2020
A Brief Resume of the Director & Nature of his Expertise in Specific Functional Areas;	Mr. Samvid Gupta, Director, having 7 years of experience, he has done his graduation from the Boston University, he is also a Director in Gateway Distriparks Limited, which is the market leader of container-based logistics through container freight stations next to ports, inland container depots, and transportation through own fleet of trains and trailers. He has experience in various fields such as strategy, sales and finance. 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. Samvid Gupta is related to Mr. Prem Kishan Dass 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 2022	<p>Directorships Gateway Distriparks Limited (Formerly Gateway Rail Freight Ltd)</p> <p>Membership of Committees Mr. Samvid Gupta is a member of Audit Committee and Stakeholders Relationship Committee</p> <p>Chairmanship of Committees Mr. Samvid Gupta is chairman of Risk Management committee of Gateway Distriparks Limited (Formerly Gateway Rail Freight Ltd)</p>
No. of Shares held in the Company	Nil.

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

2) Mr. Ishaan Gupta

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

Date of Birth	22-July-1988
Date of original Appointment	15-May-2020
A Brief Resume of the Director & Nature of his Expertise in Specific Functional Areas;	Mr. Ishaan Gupta, Director, having 11 years of experience and done Bachelor of Science in Business Administration from Boston University. He is also the Joint MD in Gateway Distriparks Limited (Formerly Gateway Rail Freight Limited) which is the market leader of container-based logistics through container freight stations next to ports, inland container depots, and transportation through own fleet of trains and trailers. He has experience in various fields such as strategy, sales, legal and information technology. He is also involved in supply of imported newsprint and other publication paper as a partner in Newsprint Trading and Sales Corporation. He is also a member of the Boston University India Leadership Council.

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 related to Mr. Prem Kishan Dass Gupta and 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 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 2022	<p>Directorships</p> <p>Gateway Distriparks Limited (Formerly Gateway Rail Freight Ltd)</p> <p>Membership of Committees</p> <p>Mr. Ishaan Gupta is a member of Risk Management committee of Gateway Distriparks Limited (Formerly Gateway Rail Freight Ltd)</p> <p>Chairmanship of Committees</p> <p>Mr. Ishaan Gupta is Chairman of Corporate Social Responsibility committee of Gateway Distriparks Limited (Formerly Gateway Rail Freight Ltd)</p>
No. of Shares held in the Company	35000

*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: New Delhi
Date: August 01, 2022**

**Sunil Prabhakaran Nair
CEO & Whole-Time Director**