

December 23, 2020

National Stock Exchange of India Limited Exchange Plaza BandraKurla Complex Mumbai – 400 050 Ph No: 2659 8452 Fax No: 2659 8237/38 Email: cmist@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
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Dear Sir/Madam,

Sub: Postal Ballot Notice- Disclosure under Regulation 30 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 ("SEBI LODR")

Pursuant to Regulation 30 of the SEBI LODR, please find enclosed a copy of the postal ballot notice dated December 21, 2020 ("Postal Ballot Notice"), seeking approval of the members for increase in the authorized share capital and the associated amendments to the Memorandum of Association of Snowman Logistics Limited ("Company") and raising of funds by way of qualified institutions placement ("QIP").

The Postal Ballot Notice, together with explanatory statement and postal ballot form, is being sent to the members whose names appear on the register of members/list of beneficial owners received from the Registrar and Share Transfer Agent, National Securities Depository Limited and the Central Depository Services (India) Limited as on December 18, 2020.

The Company has engaged the services of Link Intime India Pvt Ltd for providing e-voting facility to all its Members. The voting through postal ballot and e-voting will commence at 09.00 hours (IST) on Friday, December 25, 2020 and shall end at 17:00 hours on Saturday, January 23, 2021. The results of postal ballot will be declared on or before Monday, January 25, 2021.

The Postal Ballot Notice, together with explanatory statement and postal ballot form are available on our website, www.snowman.in.

Kindly take the aforesaid information on record for the purpose of dissemination through your website and oblige.

Thanking You,

For Snowman Logistics Limited


A. M. Sundar
Chief Financial Officer, Company Secretary & 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, Talaja 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

POSTAL BALLOT NOTICE

PURSUANT TO SECTION 110 OF THE COMPANIES ACT 2013, READ WITH RULE 20 AND 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014 AND REGULATION 44 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

Dear Members,

NOTICE is hereby given pursuant to the provisions of Section 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 and other applicable provisions, if any, and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification or re-enactment thereof for the time being in force), and pursuant to other applicable laws and regulations, that Snowman Logistics Limited, hereinafter referred to as "**Company**", is proposing to its members to pass the resolution(s) as set out below, by means of postal ballot or electronic voting ("**e-voting**").

An Explanatory Statement pursuant to Section 102(2) of the Companies Act, 2013, setting out the material facts and the reasons for the resolutions, is also appended herewith and is being sent to you along with a postal ballot form (the "**Postal Ballot Form**" for such purpose) for your consideration. The Company has appointed Mr. Nagendra D Rao, Practicing Company Secretary (Membership No. 5553, COP No.7731), as the scrutinizer for conducting the postal ballot process in a fair and transparent manner.

You are requested to carefully read the instructions printed on the Postal Ballot Form and return the Postal Ballot Form duly completed in the enclosed self-addressed, postage pre-paid envelope so as to reach the Scrutinizer on or before the close of working hours on January 23, 2021. Postal Ballot Forms received after this date will be considered as invalid.

E-Voting Option

We are pleased to offer e-voting facility also as an alternate for our members, which would enable you to cast your votes electronically, instead of the physical Postal Ballot form. For this purpose, the Company has entered into an agreement with Link Intime India Pvt. Ltd for facilitating e-voting to enable the shareholders to cast their votes electronically instead of dispatching a Postal Ballot Form. Please carefully read and follow the instructions on e-voting printed in this Notice.

The Scrutinizer will submit his report to the Chairman of the Company or a person authorised by him in writing, upon the completion of scrutiny of postal ballots in a fair and transparent manner and voting through e-voting platform and the results will be announced on January 25, 2021 at 3 p.m. at the Corporate Office of the Company. The result of the Postal ballot will also be displayed at the notice board at Registered Office of the company and posted on the Company's website, besides communicating the same to the National Stock Exchange of India Limited and BSE Limited. The result of the postal ballot shall also be announced through newspaper advertisement.

Items of business requiring approval of shareholders through Postal Ballot:

ITEM NO. 1

SPECIAL BUSINESS

To approve increase in Authorized Share Capital and consequent amendment to the Memorandum of Association of the Company

To consider, and if thought fit, to pass the following resolution(s) as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 13, 61(1)(a), 64 and all other applicable provisions, if any, of the Companies Act, 2013, read with rules made thereunder, (each including any amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force) and in accordance with the applicable provisions of the Articles of Association of the Company, the approval of the Member of the Company be and is hereby accorded to renumber Clause C(i) as "Clause IV - the Liability Clause" and Clause C(j) as "Clause V- the Capital Clause" of the Memorandum of Association and to increase the Authorized Share Capital of the Company from existing ₹2,00,00,00,000/- (Rupees Two Hundred Crores) divided into 20,00,00,000 (Twenty crores) equity shares of ₹10/- (Rupees Ten) each to ₹2,50,00,00,000 /- (Rupees Two Hundred Fifty Crores) comprising 25,00,00,000 (Twenty Five Crores) equity shares of ₹10/- (Rupees Ten) each.

RESOLVED FURTHER THAT pursuant to the provisions of Section 13 and all other applicable provisions of the Companies Act, 2013 and the relevant rules framed thereunder, the Capital Clause (Clause C(j)) of the Memorandum of Association of the Company is substituted with the following "Clause V – Capital Clause".

"V. The Authorized Share Capital of the Company is ₹2,50,00,00,000 /- (Rupees Two Hundred Fifty Crores) divided into 25,00,00,000/- (Twenty Five Crores) equity shares of ₹10/- (Rupees Ten) each with the rights, privileges, and conditions attached thereto as are provided by the Articles of Association of the Company for the time being, provided that, the Company shall always have the power to issue shares at a premium, to increase or to reduce its capital and to divide the shares in the capital for the time being, into several classes and attach thereto respectively such preferential qualified or special rights, privileges or conditions as may be permissible by law and as may be determined by or in accordance with the Articles of Association of the Company for the time being in force and to vary, modify or abrogate any such rights, privileges, or conditions in such manner as may be permitted by law and/or as may be provided in the Articles of Association of the Company for the time being in force."

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board of Directors of the Company (hereinafter referred to as the "**Board**", which term shall deem to include any of its duly constituted Committee) or any officer/ executive/representative and/or any other person so authorized by the Board, be and is hereby authorized severally, on behalf of the Company, to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required to give effect to this resolution, including to settle any questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the Members of the Company but not limited to settle any questions or resolve difficulties that may arise in this regard."

ITEM NO. 2.

SPECIAL BUSINESS

To approve raising of funds in one or more tranches, by issuance of equity shares and/or other eligible securities by way of a Qualified Institutions Placement(s) (QIP) for an amount not exceeding ₹250 crores.

To consider, and if thought fit, to pass the following resolution(s) as a **Special Resolution**:

"RESOLVED THAT pursuant to and in accordance with the applicable provisions of Sections 23, 42, 62, 179 and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder, including the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, including any amendment(s) thereto or re-enactment(s) thereof for the time being in force (collectively, the "**Companies Act**"), all other applicable laws, rules and regulations, the Foreign Exchange Management Act, 1999, and the rules and regulations made thereunder, including the Foreign Exchange Management (Non-Debt Instruments) Rules, 2019, each as amended from time to time (collectively, "**FEMA**"), the relevant provisions of the Memorandum and Articles of Association of the Company, regulations for qualified institutions placement contained in Chapter VI and other applicable provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (hereinafter referred to as "**SEBI ICDR Regulations**"), the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, as amended, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the listing agreements entered into by the Company with the BSE Limited ("**BSE**"), National Stock Exchange of India Limited ("**NSE**", and together with BSE, the "**Stock Exchanges**") where the equity shares of the Company of face value of ₹10 each ("**Equity Shares**") are listed and such other statutes, clarifications, rules, regulations, circulars, notifications, guidelines, if any, as may be applicable, as amended from time to time issued by the Government of India ("**Government of India**"), the Ministry of Corporate Affairs ("**MCA**"), the Reserve Bank of India ("**RBI**"), BSE, NSE, Registrar of Companies, Maharashtra at Mumbai ("**RoC**"), the Securities and Exchange Board of India ("**SEBI**") and any other appropriate governmental or regulatory authority and subject to all other approval(s), consent(s), permission(s) and / or sanction(s) as may be required from various regulatory and statutory authorities, including the Government of India, the RBI, SEBI, MCA, RoC and the Stock Exchanges (hereinafter referred to as "**Appropriate Authorities**"), and subject to such terms, conditions and modifications as may be prescribed by any of the Appropriate Authorities while granting such approval(s), consent(s), permission(s) and/ or sanction(s), which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "**Board**", which term shall be deemed to mean and include any duly constituted committee thereof for the time being exercising the powers conferred by the Board), the approval of the Member of the Company be and is hereby accorded to create, offer, issue and allot (including with provisions on firm and/or competitive basis, or such part of issue and for such categories of persons as may be permitted) such number of Eligible Securities (as defined hereinafter), for cash, for an aggregate amount up to ₹250 crores (Rupees Two Fifty Crores), inclusive of such premium as maybe fixed on the Eligible Securities, by way of private placement through one or more qualified institutions placement ("**QIP**") in accordance with Chapter VI of the SEBI ICDR Regulations, to eligible "**qualified institutional buyers**" as defined in Regulation 2(1)(ss) of the SEBI ICDR Regulations ("**QIBs**"), by way of one or more issuances of Equity Shares or non-convertible debt instruments along with warrants or convertible securities other than warrants or any combination thereof (instruments listed above collectively with the Equity Shares to be hereinafter collectively referred to as the "**Eligible Securities**") or any combination of Securities with or without premium, through placement documents, private placement offer cum application letters and/or such other documents/writings/circulars/ memoranda, on such terms and conditions considering the prevailing market conditions and other relevant factors wherever necessary, including securities premium, at such price or prices, (whether at prevailing market price(s) or at permissible discount or premium to market price(s) in terms of applicable regulations) and on such terms and conditions as the Board may determine in consultation with the book running lead manager(s) to be appointed for the QIP ("**Lead Manager(s)**"), including, without limitation, the total number of Securities to be issued, face value, rights attached to the warrants, period of conversion, fixing book closure terms if any, as the Board may in its absolute discretion decide, in each case subject to applicable law and on such terms and conditions as may be determined and deemed fit and appropriate by the Board, at the time of such issue and allotment considering the prevailing market conditions and other relevant factors in consultation with the Lead Manager(s) so as to enable the Company to list the Securities issued, on the Stock Exchanges.

RESOLVED FURTHER THAT the issue and allotment of Eligible Securities by way of QIP(s) in terms of Chapter VI of the SEBI ICDR Regulations shall be subject to the following:

1. the Eligible Securities to be so created, offered, issued and allotted, shall be subject to the provisions of the memorandum and articles of association of the Company;

2. The allotment of the Eligible Securities, or any combination of the Eligible Securities as may be decided by the Board and subject to applicable laws, shall be completed within 365 days from the date of passing of the special resolution of the shareholders of the Company or such other time as may be allowed under the SEBI ICDR Regulations;

3. Equity Shares, including any Equity Shares issued upon conversion of any eligible convertible securities in terms of Regulation 171 of the SEBI ICDR Regulations ("**Eligible Convertible Securities**"), that may be issued through a QIP shall rank pari passu in all respects with the existing Equity Shares of the Company, in all respects including with respect to entitlement to dividend;

4. The number and/or price of the Eligible Securities or the underlying Equity Shares issued on conversion of Eligible Convertible Securities shall be appropriately adjusted for corporate actions such as bonus issue, rights issue, stock split, subdivision, merger, demerger, transfer of undertaking, sale of division or any such capital or corporate restructuring;

5. In the event Equity Shares are issued through a QIP, the "**relevant date**" for the purpose of pricing of the Equity Shares to be issued, shall be the date of the meeting in which the Board or the committee of directors authorized by the Board decides to open the proposed QIP of Equity Shares;

6. In the event that Eligible Convertible Securities are issued through a QIP, the relevant date for the purpose of pricing of the Eligible Convertible Securities, shall be, either the date of the meeting which the Board or a committee of directors authorised by the Board decides to open the proposed QIP or the date on which the holders of such Eligible Convertible Securities become entitled to apply for Equity Shares, as decided by the Board and at such price being not less than the price determined in accordance with the pricing formula provided under Chapter VI of the SEBI ICDR Regulations;

7. The Eligible Securities shall be allotted as fully paid up (subject to allottees having the option to pay either full or part consideration for warrants, in case of allotment of warrants along with non-convertible debentures), with the balance consideration being payable at or by the time of exercise of such warrants), where, subject to other applicable laws (including, without limitation, FEMA) the tenure of the convertible or exchangeable Eligible Securities issued through a QIP shall not exceed sixty months from the date of allotment in accordance with Regulation 177 of the SEBI ICDR Regulations;

8. No single allottee shall be allotted more than 50% of the size of a QIP and the minimum number of allottees shall be in accordance with the SEBI ICDR Regulations;

9. Any issue of Eligible Securities made by way of a QIP in terms of Chapter VI of the SEBI ICDR Regulations shall be at such price which is not less than the price determined in accordance with the pricing formula provided under Regulation 176(1) of Chapter VI of the SEBI ICDR Regulations (the "**QIP Floor Price**"), with the authority to the Board may offer a discount of not more than 5% (five percent) on the QIP Floor Price or such other discount as may be permitted under SEBI ICDR Regulations to the QIP Floor Price; and

10. The Eligible Securities allotted in a QIP shall not be eligible for sale by the respective allottees, for a period of one year from the date of allotment, except on a recognized stock exchange or except as may be permitted from time to time by the SEBI ICDR Regulations.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, the Board or a committee thereof be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things including but not limited to finalization and approval of preliminary placement documents and placement documents, determining the form and manner of the QIP(s), including the number of Securities to be allotted, issue price, date of the opening and closing of the QIP(s), face value or execution of various transaction documents, as the Board may in its absolute discretion deem fit and to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of Eligible Securities and utilization of the proceeds as it may in its absolute discretion deem fit.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board, or a duly authorized committee, in consultation with the Lead Manager(s), advisors and/or other intermediaries as may be appointed in relation to the issue of Eligible Securities, is authorized to take all actions and do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient for the issue and allotment of Eligible Securities (including upon conversion of any Eligible Convertible Securities) and listing thereof with the Stock Exchanges or otherwise as may be required in relation to the issue and to resolve and settle all questions and difficulties that may arise in the issue, offer and allotment of the Eligible Securities, including finalization of the number of Eligible Securities to be issued in each tranche thereof, form, terms and timing of the issue of Eligible Securities including for each tranche of such issue of Eligible Securities, identification of the eligible QIBs to whom Eligible Securities are to be offered, utilization of the proceeds, to enter into and execute (and amend from time to time, as may be deemed appropriate by the Board in its sole discretion (subject to the conditions set forth in the resolutions herein)), all such arrangements/ agreements with any Lead Managers, placement agents, managers, underwriters, lawyers, advisors, guarantors, depositories, custodians, registrars and all such agencies and intermediaries as may be involved or concerned in the QIP(s), including any amendments or supplements thereto, as necessary or appropriate and to remunerate all such agencies including by way of payment of commissions, brokerage, fees or the like and also to reimburse them out of pocket expenses incurred by them, and to finalize, approve and issue any document(s) or agreements including, but not limited, to placement documents, and filing such documents (in draft or final form) with any Indian or foreign regulatory authority or Stock Exchanges, sign all deeds, documents and writings, settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of the Eligible Securities and other related, incidental or ancillary matters as the Board may deem fit at its absolute discretion, to make such other applications to concerned statutory or regulatory authorities as may be required in relation to the issue of Securities and to agree to such conditions or modifications that may be imposed by any relevant authority or that may otherwise be deemed fit or proper by the Board or the QIP Committee and to do all acts, deeds, matters and things in connection therewith and incidental thereto as the Board or the QIP Committee in its absolute discretion deems fit and to settle any questions, difficulties or doubts that may arise in relation to the any of the aforesaid or otherwise in relation to the issue of Securities.

RESOLVED FURTHER THAT in respect of the offering, the Board and the QIP Committee be and is hereby authorised to do all such acts, deeds, matters and things as it may in its sole and absolute discretion consider necessary, desirable or appropriate, including submitting the relevant application to the Stock Exchange(s) for obtaining in-principle approval, listing of Securities, filing of requisite documents/making declarations with the MCA, RoC, RBI, SEBI and any other statutory/regulatory authority(ies), and any other deed(s), document(s), declaration(s) as may be required under the applicable laws.

RESOLVED FURTHER THAT the Board or a duly authorised Committee thereof be and is hereby authorised to delegate all or any of the powers herein conferred to any Director(s) or Officer(s) of the Company and to generally do all such acts, deeds, matters and things as may be required in connection with the aforesaid resolutions, including making necessary filings with the Stock Exchange(s) and statutory / regulatory authorities and execution of any deeds and documents for and on behalf of the Company and to represent the Company before any governmental authorities, to give effect to this resolution.”

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

Sd/-

A M Sundar

CFO, Company Secretary & Compliance Officer

Place: Bangalore

Date: 21-December-2020

NOTES:

- 1) The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 stating all material facts and the reasons in respect of the proposed Special Resolution is annexed hereto. Notice of Postal Ballot shall also be available on the website of the Company at www.snowman.in under Investor Relations section.
- 2) The Postal Ballot Notice along with Postal Ballot Form is being sent to all the Members of the Company, whose names appear in the Register of Members/List of Beneficial Owners as received from National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) as on December 18, 2020 (cut-off date) and the voting rights shall also be reckoned on the paid-up value of shares registered in the name of the Member(s) as on the said cut-off date.
- 3) The Postal Ballot Notice is being sent by e-mail to those members who have registered their e-mail addresses with their depository participants (in case of shares held in demat form) or with the Company's Registrar & Share Transfer Agent (in case of shares held in physical form) unless any Member has requested for a physical copy of the same. For members, whose e-mail IDs are not registered, physical copies of Postal Ballot Notice are being sent by permitted mode along with a postage-prepaid self-addressed Business Reply Envelope. Members may note that this Notice will be available on the Company's website www.snowman.in under Investor Relations Section, Link Intime's website www.linkintime.com and also on Stock Exchanges website (www.bseindia.com and www.nseindia.com).
- 4) The completion of dispatch of the postal ballot notice and explanatory statement will be announced through an advertisement in an English and a vernacular newspaper and will be updated on the website of the Company at www.snowman.in under Investor Relations section and also on Stock Exchanges' websites (www.bseindia.com and www.nseindia.com).
- 5) Only a Member holding shares as on the cut-off date is entitled to exercise his vote through e-voting/postal Ballot and send it to the Scrutinizer at the address as mentioned in the self-addressed postage pre-paid envelopes.
- 6) In case a Member is desirous of obtaining a Postal Ballot Form or a duplicate, he/she may send an e-mail to investorrelations@snowman.in or write to the Company at its registered office, Plot No. M-8, Taloja Industrial Area, MIDC, Raigad, Navi Mumbai Mumbai Raigarh MH 410206 IN or download the Postal Ballot Form from the Company's website www.snowman.in under Investor Relations section or from the website of Link Intime India Pvt Ltd www.linkintime.com.
- 7) The Board of Directors on December 21, 2020 has appointed Mr. Nagendra D. Rao, Practicing Company Secretary (Membership No. 5553, COP No.7731), as Scrutinizer to receive and scrutinize the Postal Ballot Forms received from the Members and for conducting the Postal Ballot process in accordance with law and in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the said purpose.
- 8) The Postal Ballot Form and the self-addressed postage pre-paid envelopes are enclosed for use by the Member(s).
- 9) Pursuant to the provisions of Section 108 and 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide to its members facility to exercise their rights to vote on resolutions proposed to be passed by way of electronic means ("**e-voting**"). The Company has engaged the services of Link Intime India Pvt Ltd ("Link Intime") to provide e-voting facilities and for security and enabling the members to cast their vote in a secure manner. The procedure and instructions for the shareholders for e-voting forms part of this Notice. Members may contact Mr. A M Sundar, Company Secretary and Compliance Officer for any grievances connected with electronic means / e-voting at investorrelations@snowman.in.
- 10) Members can cast their vote online from December 25, 2020 (9.00 am onwards) till January 23, 2021 (up to 5.00 pm) as the e-voting module shall be disabled for voting by Link Intime India Pvt Ltd thereafter. No voting shall be allowed beyond 5.00 pm on Saturday, January 23, 2021. If you are voting through Postal Ballot Form (i.e., Physical Ballot), you are requested to carefully read the instructions printed on the form enclosed herewith and return it, duly completed and signed along with your assent (FOR) or dissent (AGAINST) in the attached self-addressed postage pre-paid business reply envelope (BRE), so as to reach the Scrutinizer on or before the close of working hours i.e., 5.00 pm on January 23, 2021. However, envelopes containing Postal Ballot Form, if sent by the courier or registered/speed post at the expense of the Members will also be accepted. Please note that if any Postal Ballot Form(s) is received after 5.00pm on January 23, 2021, it will be considered that no reply from member has been received. Additionally, please note that the Postal Ballot Forms shall be considered invalid if (i) it is not possible to determine without any doubt the assent or dissent of the Member, and/ or (ii) a competent authority has given directions in writing to the Company to freeze the voting rights of the Member, and/ or (iii) it is defaced or mutilated in such a way that its identity as a genuine form cannot be established; and/ or (iv) the Member has made any amendment to the resolution set out herein or imposed any condition while exercising his vote.
- 11) It may be noted that e-voting is optional. If a Shareholder has voted through e-voting facility, he is not required to send the Postal Ballot Form. If a Shareholder votes through e-voting facility as well as cast their vote through the Postal Ballot Form, the votes cast through e-voting shall only be considered by the Scrutinizer and voting done by Postal Ballot will be treated as invalid.
- 12) Institutional shareholder (i.e., other than individuals, HUF, NRI, etc.) are requested to send the duly completed Ballot Form accompanied with scanned copy (PDF/JPG Format) of the Board Resolution together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail at nagendradrao@gmail.com with a copy marked to investorrelations@snowman.in.
- 13) A member cannot exercise his vote by proxy on postal ballot.
- 14) There will be one Postal Ballot Form/e-voting for every DP ID- Client ID/ Folio No., irrespective of the number of joint holders.
- 15) The Scrutinizer's decision on validity of the postal ballot shall be final.
- 16) Resolutions passed by the members through postal ballot are deemed to have been passed as if they have been passed at a general meeting of the members.

17) The Scrutinizer, after completion of scrutiny, will submit his report to the Chairman of the Company or a person authorised by him in writing, on or before 3.00 pm on January 25, 2021. The result of the Postal Ballot will be announced by the Chairman or any other person as authorized by the Chairman on January 25, 2021 by 4.00 p.m at the Company's corporate office at No. 54, Old Madras Road, Virgonagar, Bangalore 560049. In addition to the results being communicated to Stock Exchanges (www.bseindia.com and www.nseindia.com), the results along with Scrutinizer's report will also be placed on Company's website i.e., www.snowman.in under Investor Relations section and on the website of Link Intime India Pvt Ltd i.e., www.linkintime.com. The results along with the Scrutinizer's report shall also be displayed on the notice board at the Company's Registered office. If the proposed resolution is assented by requisite majority, it shall be deemed to have been duly passed on January 23, 2021 i.e., being the last date of receiving Postal Ballot Forms and e-voting.

18) All the documents related to the above-mentioned resolutions are open for inspection at the Registered Office of the Company on all working days (except Saturdays, Sundays and National Holidays) from 11:00 am to 1:00 pm till January 23, 2021.

19) In case of any queries, you may contact Mr. A M Sundar, Company Secretary and Compliance Officer at investorrelations@snowman.in.

20) For e-voting, please read carefully the "Procedure/instructions for e-voting" enumerated herein:

PROCEDURE/INSTRUCTIONS FOR E-VOTING:

The procedure and instructions for the shareholders for e-voting are as under:

1. Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>

Those who are first time users of Link Intime's e-voting platform or holding shares in physical mode have to mandatorily generate their own password, as under:

► Click on "**Sign Up**" under '**SHARE HOLDER**' tab and register with your following details: -

A. **User ID:** Enter your User ID

- 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** 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 **CDSL demat account shall provide either 'C' or 'D', above**
- Shareholders/ members holding shares in **NSDL demat account shall provide 'D', above**
- 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).

NOTE: If Shareholders/ members are holding shares in demat form and have registered on to e-Voting system of LIPL: <https://instavote.linkintime.co.in>, and/or voted on an earlier event of any company then they can use their existing password to login.

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.

8. 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.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.

If you 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.
- 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".

Shareholders/ members holding multiple folios/demat account shall choose the voting process separately for each of the folios/demat account.

In case shareholders/ members 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.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

As required by Section 102 of the Companies Act, 2013, the following explanatory statement sets out all the material facts relating to the business mentioned.

Item No. 1

The existing Authorized Share Capital of the Company is ₹2,00,00,00,000/- (Rupees Two Hundred Crores) divided into 20,00,00,000 (Twenty crores) equity shares of ₹10/- (Rupees Ten) each.

In order to undertake a capital raising activity in the future and for other business requirements that arise from time to time, it is proposed to increase the Authorized Share Capital from ₹2,00,00,00,000/- (Rupees Two Hundred Crores) divided into 20,00,00,000 (Twenty crores) equity shares of ₹10/- (Rupees Ten) each to ₹2,50,00,00,000 /- (Rupees Two Hundred Fifty Crores) divided into 25,00,00,000 (Twenty Five Crores) equity shares of ₹10/- (Rupees Ten) each.

Further, there is a need to renumber the Liability Clause (Clause 3(i)) and the Capital Clause (Clause 3(j)) of the Memorandum of Association to distinct them with the other clauses, and accordingly, it is proposed to renumber the Liability Clause as Clause IV and the Capital Clause as Clause V.

The aforesaid increase in the Authorized Share Capital by way of creating additional equity share capital and the renumbering of the Liability and Capital Clauses, will also require consequential amendment to the Memorandum of Association of the Company. Pursuant to Section 13 and 61(1)(a) of the Act, the alteration of Memorandum of Association requires approval of the Members of the Company by way of passing a special resolution to that effect.

Accordingly, the approval of the Members is sought to renumber Clause C(i) as "Clause IV - the Liability Clause" and Clause C(j) as "Clause V- the Capital Clause" of the Memorandum of Association and to increase the Authorized Share Capital, create additional equity share capital as well as to consequently alter the Capital Clause of the Memorandum of Association of the Company. A draft copy of the modified Memorandum of Association is available for inspection by the Members of the Company at its Registered Office during the normal business hours on any working day of the Company.

The Board recommends the Special Resolution set forth at Item No. 1 of the Notice for approval of the Members.

None of the Directors and/or Key Managerial Personnel of the Company and/or their respective relatives are concerned or interested in the Resolution mentioned in Item No. 1 of the Notice.

Item No. 2

The Company with a view to capitalize on available growth opportunities, continues to evaluate avenues for organic and inorganic growth. The Company proposes to raise capital for the purposes of funding some of these growth opportunities, general corporate requirements, pre-payment and / or repayment of outstanding borrowings, and / or any other purposes, as may be permissible under the applicable law and approved by the board of directors of the Company or its duly constituted committee ("**Board**").

In line with the above, the Company proposes to raise funds through the issuance of equity shares of face value of ₹10/- each of the Company ("**Equity Shares**") or non-convertible debt instruments along with warrants or convertible securities other than warrants or any combination thereof or any other eligible security (instruments listed above collectively with the Equity Shares to be hereinafter referred to as the "**Eligible Securities**") for an aggregate consideration of up to ₹250 crores only (Rupees Two Hundred Fifty Crores) to qualified institutional buyers (as defined under Regulation 2(1)(ss) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("**SEBI ICDR Regulations**")), whether they are holders or not, for cash, in one or more tranches by way of private placement being one or more qualified institutions placements ("**QIP**"), in terms of (a) the SEBI ICDR Regulations; (b) applicable provisions of the Companies Act, 2013 and the applicable rules made thereunder (including the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014), each including any amendment(s), statutory modification(s), or re-enactment(s) thereof ("**Companies Act**"); and (c) other applicable law including the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, as amended. Accordingly, the Board, at its meeting held on December 21, 2020, subject to the approval of the members of the Company, approved the issuance of Securities at such price and on such terms and conditions as may be deemed appropriate by the Board or the QIP committee, taking into consideration market conditions and other relevant factors and wherever necessary, in consultation with the book running lead manager and/or other advisor(s) appointed in relation to the QIP, in accordance with applicable laws, and subject to regulatory approvals (as necessary). The securities allotted will be listed and traded on stock exchange(s) where equity shares of the company are currently listed, subject to obtaining necessary approvals. The offer, issue, allotment of the Eligible Securities, shall be subject to obtaining of regulatory approvals, if any by the Company.

Pursuant to Sections 23, 42 and 62 of the Companies Act, 2013, as amended read with applicable rules notified thereunder, including Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended and the SEBI ICDR Regulations, a company offering or making an invitation to subscribe Eligible Securities is required to obtain prior approval of the shareholders by way of a special resolution.

In terms of Section 62(1)(c) of the Companies Act, 2013, shares may be issued to persons who are not the existing shareholders of a company, if the Company is authorised by a special resolution passed by its members. Therefore, consent of the members is being sought for passing the special resolution, pursuant to applicable provisions of the Companies Act and other applicable law. The Eligible Securities offered, issued, and allotted by the Company pursuant to the QIP in terms of the resolution would be subject to the provisions of the memorandum of association and articles of association of the Company and any Equity Shares that may be created, offered, issued and allotted by the Company shall rank, in all respects, pari-passu with the existing Equity Shares of the Company.

The pricing of the Eligible Securities shall be determined in accordance with the relevant provisions of the SEBI ICDR Regulations, the Companies Act, and any other applicable law. The resolution enables the Board or its duly constituted committee, in accordance with applicable law and in consultation with the Lead Managers/ placement agents/ underwriters or any such other intermediary, to offer a discount of not more than 5% or such percentage as may be permitted under applicable law on the floor price determined in accordance with the SEBI ICDR Regulations.

The 'relevant date' for the purpose of the pricing of the Eligible Securities to be issued and allotted in the proposed QIP shall be decided in accordance with the applicable provisions of the SEBI ICDR Regulations, which shall be either the date of the meeting in which the Board / its duly constituted committee decides to open the QIP, or the date on which the holders of such eligible convertible securities become entitled to apply for Equity Shares, as decided by the Board, which shall be subsequent to receipt of members' approval in terms of provisions of Companies Act, 2013 and other applicable laws, rules, regulations and guidelines in relation to the proposed issue of the Equity Shares.

As and when the Board does take a decision on matters on which it has discretion (subject to the compliance with the conditions set forth herein), necessary disclosures will be made to the stock exchanges as may be required under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.

The resolution proposed is an enabling resolution and the exact price, proportion and timing of the issue of the Eligible Securities in one or more tranches and the remaining detailed terms and conditions for the QIP will be decided by the Board or its duly constituted committee, in accordance with the SEBI ICDR Regulations, in consultation with book running lead manager and / or other advisor(s) appointed in relation to the QIP and such other authorities and agencies as may be required to be consulted by the Company.

Further, the Company is yet to identify the investor(s) and decide the quantum of Eligible Securities to be issued to them. Hence, the details of the proposed allottees, percentage of their post - QIP shareholding and the shareholding pattern of the Company are not provided. The proposal, therefore, seeks to confer upon the Board or its duly constituted committee the absolute discretion and adequate flexibility to determine the terms of the QIP, including but not limited to the identification of the proposed investors in the QIP and quantum of Eligible Securities to be issued and allotted to each such investor, in accordance with the provisions of the SEBI ICDR Regulations, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the Companies Act, 2013, the Foreign Exchange Management Act, 1999 and the regulations made thereunder, including the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, the Consolidated FDI Policy issued by the Department for Promotion of Industry & Internal Trade, Ministry of Commerce and Industry, Government of India from time to time, each as amended, and other applicable law.

The approval of the members is being sought to enable the Board or its duly constituted committee, to decide on the issuance of Eligible Securities, to the extent and in the manner stated in the special resolution, as set out in item no. 2 of this notice, without the need for any fresh approval from the members of the Company in this regard.

If approved by shareholders, allotment of Eligible Securities pursuant to the QIP shall be completed within 365 days from the date of passing of such special resolution. Equity Shares, proposed to be issued, shall in all respects, rank pari passu with the existing Equity Shares of the Company.

None of the directors or key managerial personnel of the Company, or their respective relatives, is concerned or interested, financially or otherwise, except their shareholding, if any, in the Company, in the resolution set out at Item No. 2 of the Notice.

The proposed QIP is in the interest of the Company and the Board recommends the resolution set out at item no. 2 of the notice for the approval of the members as a special resolution.

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

**Place: Bangalore
Date: 21-December-2020**

**Sd/-
A M Sundar
CFO, Company Secretary & Compliance Officer**