



**August 28, 2023**

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

**Sub: Notice of Annual General Meeting of the Company for the Year Ended 31st March, 2023**

With regard to the captioned matter and in compliance with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), we are enclosing herewith a copy of Notice of 30<sup>th</sup> Annual General Meeting of the Company scheduled to be held on **Wednesday, 20<sup>th</sup> September, 2023 at 11:00 A.M (IST) through Video Conferencing (VC) / Other Audio Visual Means (OAVM)** for the year ended 31st March, 2023.

Pursuant to Section 91 of the Companies Act, 2013 and Regulation 42 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Register of Members and Share Transfer books will remain closed from **Tuesday, September 12, 2023 to Wednesday, September 20, 2023 (both days inclusive)** for the purpose of the AGM.

Pursuant to relevant provision of Companies Act, 2013 read with rules made thereunder and applicable provisions of SEBI Listing Regulations, the Company is providing facility to its Members to attend the 30th AGM through VC/ OVAM and to exercise their right to vote in respect of the business to be transacted at the 30th AGM by electronic means (remote e-voting / e-voting at the AGM). **The e-voting shall commence on Sunday, September 17, 2023(9:00 a.m. IST) and ends on Tuesday, September 19, 2023 (5:00 p.m. IST)**, During this period, members of the company holding shares either in physical form or dematerialized form, **as on the cut-off date Wednesday, September 13, 2023** may cast their vote by remote e-voting. Any person, who acquires shares of the company after the dispatch of the notice and holding shares as on the cut-off date, may obtain the login-id and password for remote e-Voting by sending a request at [rant.helpdesk@linkintime.co.in](mailto:rant.helpdesk@linkintime.co.in), for casting their vote.

**Corporate office**

**Snowman Logistics Ltd.**

No. 54, Old Madras Road, Virgo Nagar, Bangalore, India - 560 049 , Karnataka

CIN: L15122MH1993PLC285633 T (080) 67693700

Regd. Office: Plot No. M-8, Talaja Industrial Area, MIDC, Raigad, Navi Mumbai, Maharashtra -410206

CIN: L15122MH1993PLC285633 T +91 22 39272004 E [info@snowman.in](mailto:info@snowman.in) W [www.snowman.in](http://www.snowman.in)







## SNOWMAN LOGISTICS LIMITED

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

Tel: +91 80 67693700 | Fax: +91 80 39939500

Investorrelations@snowman.in | www.snowman.in

### NOTICE OF THE 30<sup>TH</sup> ANNUAL GENERAL MEETING

**Notice** is hereby given that the 30<sup>th</sup> Annual General Meeting of the Members of Snowman Logistics Limited will be held on Wednesday, September 20, 2023 at 11.00 a.m. (IST) 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, 2023, the Statement of Profit & Loss for the financial year ended as on that date and the Cash Flow Statement together with the Reports of the Board of Directors and the Statutory Auditors thereon.
2. To appoint a Director in place of Mr. Prem Kishan Dass Gupta (DIN: 00011670), who retires by rotation and being eligible, offers himself for re-appointment.
3. To confirm the payment of interim dividend of Re.0.75/- per equity share of face value of Rs.10 each for the financial year 2022-23.

**"RESOLVED THAT** an interim dividend of Re. 0.75/- per equity share of face value of Rs. 10/- each paid to the shareholders for the financial year 2022-2023, as approved by the Board of Directors at their meeting held on August 01, 2022 be and is hereby noted and confirmed."

#### SPECIAL BUSINESS:

4. 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, 203 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 for increase in the remuneration of Mr. Sunil Prabhakaran Nair (DIN: 03454719), CEO & Whole-Time Director of the Company up to Rs. 1,80,00,000/- per annum w.e.f 1<sup>st</sup> April 2023

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

**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, 2023**

**Kiran George  
Company Secretary & Compliance Officer**

**Notes:**

1. The Ministry of Corporate Affairs (“MCA”) has vide its General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, in relation to “Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by Covid -19”, General Circular Nos. 20/2020 dated May 5, 2020, and subsequent circulars issued in this regard, the latest being Circular No. 10/2022 dated December 28, 2022 in relation to “Clarification on holding of annual general meeting (AGM) through Video Conferencing (VC) or Other Audio Visual Means (OAVM)”, (collectively referred to as “MCA Circulars”) permitted the holding of the Annual General Meeting (“AGM”) through VC/OAVM, without the physical presence of the Members at a common venue. In compliance with the MCA Circulars, the AGM of the Company is being held through VC /OAVM. The registered office of the Company shall be deemed to be the venue for the AGM.
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 of the Notice, is annexed hereto. Further, the relevant details with respect to Item No. 2 , 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](mailto:investorrelations@snowman.in) with a copy marked to the scrutinizer at [nagendradrao@gmail.com](mailto: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](http://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 Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 read with Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 issued by Securities Exchange Board of India (collectively referred to as “SEBI Circulars”), Notice of the AGM along with the Annual Report 2022-23 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 2022-23 will also be available on the Company’s website [www.snowman.in](http://www.snowman.in), websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, and on the website of Link Intime India Pvt Ltd at [www.linkintime.co.in](http://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 Tuesday, 12<sup>th</sup> September 2023 to Wednesday, 20 September 2023 (both days inclusive).
9. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the Listed Companies to issue securities in dematerialized form only while processing the request. 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](http://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](mailto:investorrelations@snowman.in).
12. Members are requested to notify promptly any change in address to the Registrar 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 and in terms of SEBI Circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 in relation to "e-voting Facility Provided by Listed Entities", 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 Sunday, September 17, 2023(9:00 a.m. IST) and ends on Tuesday, September 19, 2023 (5:00 p.m. IST). During this period, Members holding shares either in physical form or in dematerialized form, as on Wednesday, September 13, 2023 i.e. cut-off date, may cast their vote electronically. The e-voting module shall be disabled by Link Intime India Pvt Ltd for voting thereafter. Those Members, who will be present in the AGM through VC / OAVM facility and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM.

- iii. The Board of Directors has appointed Mr. Nagendra D Rao, Practicing Company Secretary (Membership No. 5553, COP No. 7731) as the Scrutinizer to scrutinize the voting during the AGM and remote e-voting process in a fair and transparent manner.
- iv. The Members who have cast their vote by remote e-voting prior to the AGM may also attend/ participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again.
- v. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.
- vi. Any person, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at [rnt.helpdesk@linkintime.co.in](mailto: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.nsd.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. LINKINTIME 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.nsd.com> Select «Register Online for IDeAS Portal" or click at <https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp>
  3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsd.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. LINKINTIME 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. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. The option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website [www.cdslindia.com](http://www.cdslindia.com) and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.
  2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by the company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider i.e. LINKINTIME for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.

3. If the user is not registered for Easi/Easiest, the option to register is available at CDSL website [www.cdslindia.com](http://www.cdslindia.com) and click on login & New System Myeasi Tab and then click on registration option.
  4. Alternatively, the user can directly access the e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on [www.cdslindia.com](http://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, the user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
3. 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. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on the company name or e-Voting service provider name i.e. LinkIntime and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

**Login method for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode is given below:**

Individual Shareholders of the company, holding shares in physical form / Non-Individual Shareholders holding securities in demat mode 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.linkintime.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. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.
  - 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 holding shares in **physical form** but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above*

*\*Shareholders holding shares in **NSDL form**, shall provide ‘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.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.

**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@linkintime.co.in](mailto:enotices@linkintime.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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at : 022 - 4886 7000 and 022 - 2499 7000
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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

**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.linkintime.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:

### Process and manner for attending the Annual General Meeting through InstaMeet:

1. Open the internet browser and launch the URL: <https://instameet.linkintime.co.in> & Click on “Login”.
  - 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).

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

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](mailto:investorrelations@snowman.in) from 16<sup>th</sup> September, 2023 (9.00 a.m. IST) to 18<sup>th</sup> September, 2023 (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](mailto: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 scrutinizer 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.

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 shareholders/ members have any queries regarding login/ e-voting, they may send an email to [instameet@linkintime.co.in](mailto:instameet@linkintime.co.in) or contact on: - 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](http://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.

## EXPLANATORY STATEMENT

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 No. 4 of the accompanying Notice:

### Item No. 4: 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 increase in the remuneration of Mr. Sunil Prabhakaran Nair at its meeting held on May 26, 2023, with effect from April 01, 2023, 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	17 <sup>th</sup> 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	<b>(Amount in Crores)</b>																
	<table border="1"> <thead> <tr> <th>Particulars</th> <th>2019-20</th> <th>2020-21</th> <th>2021-22</th> </tr> </thead> <tbody> <tr> <td>Gross Revenue</td> <td>240.20</td> <td>237.10</td> <td>286.17</td> </tr> <tr> <td>Profit/Loss After Tax</td> <td>(15.01)</td> <td>0.06</td> <td>1.68</td> </tr> <tr> <td>EPS</td> <td>(0.90)</td> <td>0.00</td> <td>0.10</td> </tr> </tbody> </table>	Particulars	2019-20	2020-21	2021-22	Gross Revenue	240.20	237.10	286.17	Profit/Loss After Tax	(15.01)	0.06	1.68	EPS	(0.90)	0.00	0.10
	Particulars	2019-20	2020-21	2021-22													
	Gross Revenue	240.20	237.10	286.17													
Profit/Loss After Tax	(15.01)	0.06	1.68														
EPS	(0.90)	0.00	0.10														

5.	Foreign investments or collaborations, if any.	As on 31 March 2023, the Foreign Portfolio Investors (FPI) shareholding in the Company is 1.93% (As on 31 March 2022: 1.74%), Foreign Companies shareholding is 0.71% (As on 31 March 2022: 0.71%) and the NRI shareholding is 2.28% (As on March 2022: 2.36%),  Foreign Collaborations: Nil
<b>II Information about the appointee</b>		
1.	Background details	Mr. Sunil Prabhakaran Nair is an experienced professional with more than 30 years of experience in the industry
2.	Past Remuneration	The remuneration drawn by Mr. Sunil Prabhakaran Nair during the financial year 2022-23.  Total Remuneration: Rs. 1,47,99,408/-
3.	Recognition or awards	N.A.
4.	Job profile and his suitability	Mr. Sunil Prabhakaran Nair is an experienced professional with more than 30 years of experience in the industry and He has led organizations with strategic initiatives and functional expertise.
5.	Remuneration proposed	Remuneration up to Rs. 1,80,00,000/- per annum
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.
<b>III. Other Information</b>		
1.	Reasons of loss or inadequate profits	FY2023 has been a remarkable one for Company as our financial performance has not only recovered but surpassed the pre-Covid level. The Company recorded its highest revenue during FY'23. With the launch of 5PL Services, we expect to keep the momentum going. Further, Company is committed to continue expanding its cold storage capacities to further solidify market leader position as the preferred provider of reliable solutions for our customers with a large network offering. 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 new initiatives and 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 FY2023, Company has taken significant measures to improve operations and capitalize on emerging business opportunities. One key area of focus has been optimizing warehouse utilization, both in existing facilities and new additions. By maximizing efficiency in warehousing operations, Company has increased capacity to meet growing client demands. Additionally, Company has identified promising prospects in the dry and chilled/frozen segments, where there is a high demand for quality service providers. To cater to this demand, Company has started a new initiative known as 5PL, or fifth-party logistics. This initiative allows Company to enhance end-to-end supply chain management capabilities, providing comprehensive solutions for clients. In addition, we are seeing strong demand in the dry warehousing segment as well, which we will be growing using an asset-light model by creating a network of warehousing space at new leased locations across the country. These steps highlight Company' commitment to continuous improvement, technological advancement, and meeting evolving client needs in a dynamic business landscape.
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. 4 for the approval of shareholders by way of a Special Resolution.

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

##### 1) Mr. Prem Kishan Dass Gupta (DIN: 00011670)

#### Disclosure in pursuance of Regulation 36 (3) of SEBI (Listing Obligations and Disclosure Requirements), 2015 and Secretarial Standard-2 on General Meetings

<b>Date of Birth and Age</b>	22-February -1958 (65 years)
<b>Date of original Appointment</b>	22 November 2006
<b>Qualification</b>	Bachelor's degree in Science from the University of Delhi
<b>A Brief Resume of the Director &amp; Nature of Expertise in Specific Functional Areas;</b>	Mr. Prem Kishan Dass Gupta, is Chairman and Non-Executive Director of Snowman Logistics Ltd. He is also the Chairman and Managing Director of Gateway Distriparks Limited He holds a Bachelor's degree in Science from the University of Delhi. He also runs his newsprint business - Newsprint Trading & Sales Corporation since 1978 and represents internationally reputed newsprint manufacturers from various regions including the United States of America, Canada, and Europe..
<b>Details of Remuneration</b>	He is entitled for the sitting fees for attending the Board Meeting.
<b>Number of Board meeting attended during the year (Financial Year 2022-23)</b>	5 (Five)

<b>Disclosure of Relationships Between Directors and Key Managerial Personnel Inter-Se;</b>	Mr. Prem Kishan Dass Gupta is related to Mr. Samvid Gupta and Mr. Ishaan Gupta. None of the other Directors or Key Managerial Personnel or their relatives are interested or concerned in the above resolution except to the extent of his appointment.
<b>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 2023</b>	<p><b>Directorships</b> Gateway Distriparks Limited (Formerly Gateway Rail Freight Ltd)</p> <p><b>Membership of Committees</b> Mr. Prem Kishan Dass Gupta is a member in Nomination and Remuneration Committee and Corporate Social responsibility committee of Gateway Distriparks Limited (Formerly Gateway Rail Freight Ltd)</p> <p><b>Chairmanship of Committees</b> Nil</p>
<b>Listed Entities from which he/she has resigned as Director in past 3 years</b>	Nil
<b>No. of Shares held in the Company</b>	4, 40,000

\*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, 2023

**Kiran George  
Company Secretary & Compliance Officer**