

August 19, 2020

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

**Sub: Submission of Annual Report of the Company for the Financial Year 2019-20 pursuant to Regulation 34 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations).**

In terms of Regulation 34(1) of the Listing Regulations, please find enclosed the Annual Report for the financial year 2019-20 along with the Notice of the Annual General Meeting being dispatched to shareholders of the Company through electronic mode whose e-mail addresses are registered with the Company / Depository Participants / Registrar and Transfer Agent.

The 27th Annual General Meeting ('AGM') of the Company will be held on Tuesday, September 15, 2020 at 3.00 p.m. (IST) through Video Conference / Other Audio Visual Means, in accordance with the General Circular issued by Ministry of Corporate Affairs dated May 5, 2020 read with General Circulars dated April 8, 2020 and April 13, 2020 and SEBI Circular dated May 12, 2020.

The Annual Report of the Company is also available on the website of the Company at [www.snowman.in](http://www.snowman.in).

Kindly take the aforesaid information on record in compliance of SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015.

Thanking you,

Yours faithfully,

**For Snowman Logistics Limited**



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



Encl: As above.



Corporate Office

**Snowman Logistics Ltd.**

No: 54, Old Madras Road, Virgo Nagar, Bangalore - 560 049, Karnataka  
CIN: L15122KA1993PLC048636 T (080) 67693700 F (080) 67693700

Regd. Office : Plot No. M-8, Talaja Industrial Area, MIDC, Raigad, Navi Mumbai, Maharashtra-410208  
CIN: L15122MH1993PLC285633 T+91 22 39272004 E [info@snowman.in](mailto:info@snowman.in) W [www.snowman.in](http://www.snowman.in)

# ANNUAL REPORT

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2019-2020

**SNOWMAN  
LOGISTICS  
LIMITED**

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## About The Group

Gateway Distriparks Limited (GDL) is a leading integrated inter-modal logistics facilitator in India. GDL is promoted by Mr. Prem Kishan Dass Gupta and his family, personally and through his wholly owned company, Prism International Private Limited. Gateway Rail Freight Limited, a subsidiary of GDL, provides inter-modal logistics and operates rail-linked Inland Container Depots.

## Company Profile

- Established in 1993, Gateway acquired majority shareholding of Snowman in 2006
- Promoted by Gateway Distriparks Limited, one of India's largest logistic solutions provider

## Presence

- Corporate office in Bengaluru
- 31 temperature controlled warehouses in 15 cities, having a capacity of 1,05,228 pallets
- Listed and traded actively on NSE and BSE as 'Snowman'

## Clients

The Company's clientele comprises prominent brands from diverse industries like pharmaceuticals, meat and poultry, seafood, fruits & vegetables, ice cream, confectionery, dairy products, quick service restaurants, ready-to-eat, processed foods, and industrial products, among others.

## Certifications & Affiliations

- ISO 22000 for Food safety Management
- ISO 14001 for Environment Management
- BRC Certification
- All warehouses comply with FSSAI norms
- Global Cold Chain Alliance

## Competencies

- Integrated warehousing, primary & secondary distribution services
- ERP-based inventory management & control
- Real-time temperature monitoring
- Value added services, customised for all locations

# INFRASTRUCTURE

## Warehousing

- 1,05,228 pallet capacity in 31 warehouses
- Multi-facility use of environment-friendly refrigerants
- Chambers designed to accommodate products in the temperature range of +25 to -25°C.
- 100% power backup with multi-generator
- State-of-the-art equipment
- Fully palletised; zero product damage
- Blast freezer with a refrigerant temperature of -40°C

## Distribution

- Part cargo consolidation and movement
- Point-to-point (full truck load) service
- Customised milk run and door pickup /delivery 289 reefer vehicles
- Last mile distribution, multi-mode for air shipment
- Plugin facility at each warehouse
- Real-time vehicle tracking and temperature monitoring via GPS
- Trained drivers ensure safe and timely delivery



OUR  
**PERFORMANCE**

Revenue(₹ Crore)  
**240.20**

EBITDA(₹ Crore)  
**63.38**

PAT(₹ Crore)  
**-15.01**

Cash Profit(₹ Crore)  
**42.51**

EBITDA Margin (%)  
**26**

Debt Equity Ratio  
**0.13**

Networth(₹ Crore)  
**419.69**

Pallet Capacity  
**1,05,228**

No. of Vehicles  
**289**

No. of Warehouses  
**31**

# CHAIRMAN'S STATEMENT



Dear Shareholders,

I am pleased to present the Annual Report to you, for the financial year ending 31st March 2020.

In FY 2019-20, the Revenue of the Company was Rs. 240.20 crores as against Rs. 232.55 crores in the previous year. EBITDA increased to Rs. 63.38 crores from Rs. 62.24 crores, PBT decreased to Rs.(6.31) Crores from a profit of Rs. 10.86 crores and PAT decreased to Rs. (15.01) crores from a profit of Rs.9.72 crores in the previous year.

During the year, the Company focused on improving operational efficiencies and widening its customer base to reduce dependency on any single product.

With changes in the consumption pattern of consumers, newer opportunities have emerged. Online shopping is fast gaining momentum and will be a major segment in the coming times. With our tie-up with one of the leading players in this space, we are well-positioned to take advantage of this new development. Further, industries like sea-food which had a tough year in FY 2019-20 due to two cyclones, are already showing signs of a reversal, and we are confident that the prospects for the coming year will be very positive. After a brief phase of consolidation, we feel the time is now ripe for further expansion of our capacities. The choice of locations for the next phase of expansion is driven by customer demand and we are confident that after commissioning the new facilities, the performance of the Company will see a marked improvement.

## Note of Thanks

I wish to thank all our stakeholders – shareholders, investors, bankers, customers, vendors and employees for their continued support.

Regards,

**Prem Kishan Dass Gupta**  
**Chairman**



# BOARD OF DIRECTORS



**Mr. Prem Kishan  
Dass Gupta**  
*Chairman*



**Mr. Shabbir  
Hakimuddin  
Hassanbhai**  
*Independent Director*



**Mr. Bhaskar Avula  
Reddy**  
*Independent Director*



**Mr. Arun Kumar Gupta**  
*Independent Director*



**Mr. Anil Aggarwal**  
*Independent Director*



**Mrs. Mamta Gupta**  
*Director*



**Ms. Shukla Wassan**  
*Independent Director*



**Mr. Samvid Gupta**  
*Director*



**Mr. Ishaan Gupta**  
*Director*



**Mr. Sunil Prabhakaran  
Nair**  
*CEO & Whole Time  
Director*

# COMMITTEES OF THE BOARD

## Audit Committee

Mr. Shabbir Hakimuddin Hassanbhai  
*Chairman*  
Mr. Prem Kishan Dass Gupta  
*Member*  
Mr. Bhaskar Avula Reddy  
*Member*

## Corporate Social Responsibility Committee

Mr. Prem Kishan Dass Gupta  
*Chairman*  
Mrs. Mamta Gupta  
*Member*  
Mr. Arun Kumar Gupta  
*Member*

## Nomination And Remuneration Committee

Mr. Shabbir Hakimuddin Hassanbhai  
*Chairman*  
Mr. Prem Kishan Dass Gupta  
*Member*  
Mr. Bhaskar Avula Reddy  
*Member*  
Mr. Arun Kumar Gupta  
*Member*  
Mr. Anil Aggarwal  
*Member*

## Stakeholders Relationship Committee

Mr. Prem Kishan Dass Gupta  
*Chairman*  
Mr. Arun Kumar Gupta  
*Member*  
Mr. Anil Aggarwal  
*Member*

# OTHER CORPORATE INFORMATION

## Bankers

HDFC Bank Limited  
Yes Bank Limited  
State Bank of India  
IndusInd Bank

## Internal Auditors

**M/s S.P. Chopra & Co.**  
*Chartered Accountants*

## Secretarial Auditor

*Mr. Nagendra D. Rao*  
*Practicing Company Secretary*

## Registered Office

**SNOWMAN LOGISTICS LIMITED**  
Plot No.M-8, Taloja Industrial Area,  
MIDC, Raigad, Navi Mumbai,  
Maharashtra - 410 206.  
Tel: +91 22 39272010

## Corporate Office

**SNOWMAN LOGISTICS LIMITED**  
No.54, Old Madras Road,  
Virgo Nagar, Bangalore, Karnataka  
India - 560 049

**Email:** investorrelations@snowman.in

**Website:** www.snowman.in

**CIN:** L15122MH1993PLC285633

## Auditors

**S.R.Batliboi and Co.LLP**  
*Chartered Accountants*

## Registrar and Transfer Agents

**Link Intime India Private Limited**



# DIRECTORS' REPORT

To  
The Members,

The Board of Directors are pleased to present the Annual Report of the Company together with the Audited Statements of Account for the financial year ended 31 March 2020.

The growth in revenue over the previous year, even though marginal, is a reflection of its resilience. The first half of the year was dominated by a series of cyclones which impacted the sea food business at various warehouses of the Company. The company was able to mitigate this risk by changing the product mix in sea-food dependent locations. During the year the Company further improved its customer base, introduced several measures to improve operational efficiency. Making a foray into e-commerce space by providing back-end support to one of the largest players in this space has been a big positive in these trying times. The Company is back into an expansion mode and has chalked out plans for new facilities at multiple locations in the coming year.

## Financial Performance

Particulars	2019-20 (Rs.In Lakhs)	2018-19 (Rs.In Lakhs)	Growth
Pallet Capacity	1,05,228	1,04,343	1%
Fleet Strength	289	293	(1%)
<b>Revenue From Operations</b>	<b>24,020</b>	<b>23,255</b>	<b>3%</b>
Other Income	319	325	<b>(2%)</b>
<b>Total Income</b>	<b>24,339</b>	<b>23,580</b>	<b>3%</b>
EBITDA	6,338	6,224	<b>2%</b>
EBITDA%	26%	27%	
PBT	(631)	1,086	(158%)
PBT%	(3%)	5%	
<b>PAT</b>	<b>(1,501)</b>	<b>972</b>	(254%)
<b>PAT%</b>	(6%)	4%	

### Management Discussion & Analysis

During the year, the Company recorded sales of Rs. 24,020 lakhs as compared to Rs. 23,255 lakhs, an increase of 3% and EBITDA of Rs. 6,338 lakhs as against Rs. 6,224 lakhs, which is an increase of 2%. EBITDA of FY 20 Includes positive impact of Rs.1,358 lakhs due to newly adopted Lease Accounting (Ind As 116) and the corresponding EBITDA% impact is 5.7%.

PBT decreased to Rs. (631) lakhs from a profit of Rs. 1,086 lakhs in the previous year. PBT was negatively impacted by Rs.849 lakhs on account of Ind AS 116 adoption in the current year. PAT decreased to Rs. (1,501) lakhs from a profit of Rs.972 Lakhs in the previous year. The Company has reversed deferred tax assets by Rs.895 lakhs on account of new income tax rate applicable for companies having turnover below Rs. 40,000 lakhs, due to which the tax expense was recognized to such extent. The total impact on PAT due to Onetime Deferred tax reversal of Rs. (895 Lakhs) and Ind AS 116 adoption Rs.(849 Lakhs) is Rs.1,744 lakhs.

### Operations

Restructuring of the customer industry mix has helped us in better cost optimization. Our focus towards offering end-to-end solution and allied value-added services has helped us to optimize overhead costs. Our initiatives in process improvements and Information Technology have been well-appreciated by our customers. We are happy that we have gained a lot of customer confidence and thus improved utilizations.

### Outlook

We are very positive about the outlook for the Company. Being an essential service, new opportunities have emerged in terms of consumers preference to do online shopping. With our tie-up with one of the leading players in this space, we are well-positioned to take advantage of this new development. Further, industries like seafood, which were affected by two cyclones last year, are already showing signs of a reversal and we are confident that the prospects for the coming year will be very positive. The Company has demonstrated its preparedness to handle the COVID-19 pandemic in terms of safety and hygiene measures adopted and this has won the appreciation of all customers and employees. The choice of locations for the next phase of expansion is driven by customer demand and we are confident that once the new facilities are set up, the performance of the Company will see a marked improvement.

### Competition

The leadership position of the Company in the industry is undisputed, both in terms of capacity and quality of infrastructure. With the recent developments on the pandemic front, there is a lot of awareness about the need for safety and hygiene in the supply chain of all edibles. Due to this, the industry is already giving a preference to organised players like us as compared to the unorganised sector. We foresee a shift in customer preference and due to the high quality standards at Snowman, we are geared up for an increase in our customer base in the coming year.

### Cautionary Statement

Statements made in this report, particularly those which relate to Management Discussion and Analysis, describing the Company's objectives, projections, estimates and expectations may constitute "forward looking statements" within the meaning of applicable laws and regulations. Actual results might vary materially from those either expressed or implied.

### Share Capital

The paid-up share capital of the company is 167,087,995 equity shares of Rs.10/- each. There were no changes during the year.

### Dividend

Keeping in mind the Company's growth plans and hence the need to conserve cash, the Board of Directors have not recommended any dividend for the year.

### Board of Directors

As of date, the Board of Directors of the Company comprises 10 (ten) Directors, of which five are Non-Executive Independent Directors in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 149(6) of the Companies Act, 2013. Mr. Mamoru Yokoo, Non-executive Director ceased to be Director w.e.f May 11, 2020. Mr. Samvid Gupta & Ishaan Gupta were appointed on the Board as Additional Directors (Non-Executive) w.e.f May 15, 2020 and Ms. Shukla Wassan was appointed as additional Director (Non-Executive Independent Woman Director) w.e.f May 15, 2020

All Independent Directors have given declarations stating that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The information related to remuneration of director as required under Section 197(12) of the Act is given at the end of the report.

### Nomination, Remuneration and Board Evaluation Policy

The Nomination, Remuneration and Board Evaluation Policy contains the criteria for determining qualifications, positive attributes and independence of a director and policy relating to the remuneration for the directors, key managerial personnel and other employees of the Company. The Nomination and Remuneration Policy forms part of this report as "Annexure C" and are also available on the website of the Company.

### Board Evaluation

Pursuant to the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board has carried out an annual evaluation of its own performance, the Directors individually, as well as the evaluation of the working of its Audit, Nomination & Remuneration Committee. The manner in which the evaluation has been carried out has been explained in the Corporate Governance Report.

### Meetings

During the year, 5 (Five) Board Meetings and 4 (Four) Audit Committee Meetings were convened and held, the details of which are given in the Corporate Governance Report. The intervening gap between the Meetings was within the period stipulated under the Companies Act, 2013.

### Directors' Responsibility Statement

In terms of Section 134(3)(c) of the Companies Act, 2013, with respect to Directors' Responsibility Statement, it is hereby confirmed that:

(a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;

(b) the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;

(c) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company, and for preventing and detecting fraud and other irregularities;

(d) the directors had prepared the annual accounts on a going concern basis; and

(e) the directors, had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.

(f) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

#### **Corporate Governance**

As per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a detailed report on corporate governance practices followed by the Company together with the certificate from the Company's Statutory Auditor confirming compliance forms part of this report as "Annexure A"

#### **Business Responsibility Report**

Pursuant to Regulation 34(2)(f) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD/10/2015 dated 4 November 2015, the 'Business Responsibility Report' (BRR) of the Company for FY 2019-20 is forming part of the Annual Report. The report is annexed herewith as "Annexure L"

#### **Auditors**

##### **Statutory auditors**

Pursuant to Provisions of Section 139 of the Companies Act, 2013 and the rules framed thereunder, M/s S.R. Batliboi & Co.LLP (Firm Registration number 301003E/E300005), Chartered accountants were appointed as statutory Auditors of the Company from the Conclusion of the 24th Annual General Meeting of the company held on 2nd August, 2017 for a term of five Consecutive Years subject to ratification of their appointment at every annual general Meeting.

Pursuant to Companies Amendment Act, 2017 read with the Companies (Audit and Auditors) Second Amendment Rules, 2018, with effect from 7th May, 2018, the requirement for placing the matter relating to Appointment of Statutory Auditors for ratification by members at every annual general meeting, during the term of their appointment, has been done away with. In view of the above M/s. S.R.Batliboi & Co. LLP (Firm Registration No. 301003E/E300005), continuous to be the statutory auditors of the Company, till the conclusion of the 29th AGM to be held in the calendar year 2022.

##### **Secretarial Audit**

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed Mr. Nagendra D Rao, Practicing Company Secretary to undertake the Secretarial Audit of the Company. The report is annexed herewith as "Annexure B"

##### **Secretarial Compliance Report**

Pursuant to Regulation 24(A) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other provisions as may be applicable, the Company has obtained the Secretarial Compliance Report from Mr. Nagendra D Rao, Practicing Company Secretary .The report is annexed herewith as "Annexure J"

#### **Insider Trading Regulations**

Based on the requirements under SEBI (Prohibition of Insider Trading) Regulations, 1992, as amended from time to time, the code of conduct for prohibition of insider trading, as approved by the Board is in force by the Company. The Company also adopts the concept of Trading Window Closure, to prevent its Directors, Officers, designated employees and other employees from trading in the securities of the Company at the time when there is unpublished price sensitive information. The Board has appointed Mr. A. M. Sundar, Chief Financial Officer and Company Secretary as the Compliance Officer under the Code.

#### **Corporate Social Responsibility**

While the Company spent an aggregate amount of Rs 58.53 Lakhs during Financial Year 2014-15, 2015-16 and 2018-19 towards CSR activities, the losses accumulated in the current financial year has prompted the company to defer any spend on CSR activities. However with the prospectus looking good, we are sure that the Company will resume its CSR activities in the coming years as per the prescribed limits.

The Annual Report on CSR activities is annexed herewith as "Annexure D".

#### **Internal Control and Internal Audit**

The Company has in place adequate systems of Internal Control to ensure compliance with policies and procedures. The Company has a system of carrying out internal audit, covering all business processes to review the internal control systems. The internal control system and mechanism is reviewed periodically by the Audit Committee to make it robust so as to meet the challenges of the business.

#### **Vigil Mechanism**

The Company has a vigil mechanism in place, named as Whistle Blower Policy to report concerns to the management about unethical behavior, actual or suspected fraud or violation of the codes of conduct. The details of the Whistle Blower Policy is explained in the Corporate Governance Report and also posted on the website of the Company.

#### **Related Party Transactions**

The related party transactions as per the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 during the financial year ended March 31, 2020 are given below. Suitable disclosure as required by the Indian Accounting Standards has been made in the notes to the Financial Statements.

The Company has paid a rental amount of Rs. 6.60 Lakhs to Gateway Distriparks Ltd during the financial year as part of the rental agreement entered into with Gateway Distriparks Limited on September 11, 2017 at Krishnapatnam in the ordinary course of business. The above transaction has been approved vide Board resolution dated August 10, 2017 and conducted at arm's length basis.

#### **Particulars of Loans Given, Investments Made, Guarantees Given or Security Provided by the Company**

The Company has not given any loan or any guarantee or security.

**Particulars of Contracts or arrangements with related parties**

Particulars of contracts or arrangements with related parties referred to in section 188 (1) of the Companies Act, 2013 are given in form AOC-2, which is annexed to this report as annexure I. Details of policy determining material subsidiaries and the policy for dealing with related party transactions can be accessed by clicking on the Company's website [www.snowman.in](http://www.snowman.in).

**Extract of Annual Return**

The details forming part of the extract of the Annual Return in form MGT 9 is annexed herewith as "Annexure E".

**Employee Stock Option Scheme**

The details of stock options as on 31 March 2020 under the Snowman ESOP Scheme 2012 is set out in the "Annexure F" to the Directors' Report.

**Human Resources**

The Company is committed to provide a healthy environment to all employees and thus does not tolerate any discrimination and/or harassment in any form. The Company has in place a Prevention of Sexual Harassment (POSH) policy in line with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. No complaints were received by the Company during the period under review.

The total number of employees as on 31 March 2020 was 411 as against 399 as on 31 March 2019.

**Particulars of Employees**

Information in accordance with Section 197 of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of the employees of the Company is annexed herewith as "Annexure G"

**Subsidiaries/Associates**

Information about Subsidiaries/Associate/Joint Ventures are given in Form AOC-1, which is annexed as Annexure H to this report.

**Disclosure under Section 134 (3) (m)****Conservation of Energy**

The Company continues to give the highest priority for conservation of energy by using a mix of technology changes, process optimization methods and other conventional methods, on an on-going basis.

**Technology Absorption**

The Company continues to lay emphasis on the development and innovation of in-house technological and technical skills to meet the specific customer requirements. Efforts are also being made to upgrade the existing standards and to keep pace with the advances in technological innovations.

**Foreign Exchange Earnings and Outgoing**

- i) Expenditure in foreign currency : Nil
- ii) Earnings in foreign currency : Nil

**Acknowledgements**

The Board of Directors thank all the stakeholders of the Company including its customers, shareholders, bankers, vendors for their continued support and assistance and look forward to having the same support in our future endeavors. The Directors also place on record, their sincere appreciation for significant contributions made by the employees towards the success and growth of the Company

**For and on behalf of the Board of Directors  
For Snowman Logistics Limited**

**Place: New Delhi**

**Prem Kishan Dass Gupta**

**Date: June 05, 2020**

**Chairman**

## Annexure G

# Remuneration of Director

Details of Ratio of Remuneration of Director [Section 197(12) and Rule 5 of Companies (Appointment and Remuneration of Managerial Personnel), Rules, 2014]

i. The ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year

Sl. No	Name of Director	Remuneration of Director for financial year 2019-20	Ratio of remuneration of each Director/ to median remuneration of employees
1.	Mr. Sunil Prabhakaran Nair CEO & Whole time Director	1,18,82,004	36.96

ii. The percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year

Sl. No	Name of Director	Remuneration of Director for financial year 2019-20	% increase in Remuneration in the Financial Year 2019-20
1.	Mr. Sunil Prabhakaran Nair CEO & Whole Time Director	1,18,82,004	10%
2.	Mr. A. M.Sundar Chief Financial Officer & Company Secretary	76,73,239	7%

iii. The percentage increase in the median remuneration of employees in the financial year is 7.43%.

iv. There were 411 permanent employees on the rolls of Company as on 31 March 2020.

v. Relationship between average increase in remuneration and company performance:

The increase in company revenue for the Financial Year 2019-20 over 2018-20, was 3% and the average increase given to employees was 8%. The average increase in remuneration is based on many other factors, such as overall budgetary impact within the Company.

vi. Comparison of the remuneration of the Key Managerial Personnel against the performance of the Company

The remuneration of the Key managerial Personnel was 0.81% of the revenue from operations.

vii. A) Variations in the market capitalization of the company:

The market capitalization as on March 31, 2020 was Rs.528.83 crores and Rs. 550.55 crores as on 31 March 2019.

B) Price Earnings ratio of the Company was 35.26 as at March 31, 2020 and was 56.81 as at March 31, 2019

C) The net worth of the company as at the close of the current financial year was Rs.419.69 cores and previous financial year was Rs. 435.05 crores.

viii. Average % increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the % increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration

The average % increase was 8% for all employees who went through the review cycle in the year. The average % increase for the key managerial team was 10.01%.

ix. Comparison of the each remuneration of the Key Managerial Personnel against the performance of the company

<b>Name of the WTD/KMP</b>	<b>% of revenue from operations</b>	<b>% of PAT</b>
Mr. Sunil Prabhakaran Nair	0.49%	(7.92)%
Mr. A.M. Sundar	0.32%	(5.12)%

x. The key parameters for any variable component of remuneration availed by the directors are considered by the Board of Directors based on the recommendation of the Nomination and Remuneration Committee.

There are no variable component of remuneration availed by the directors.

xi. The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year –Not Applicable; and

xii. It is hereby affirmed that the remuneration paid is as per the as per the Remuneration Policy of the Company.

## Annexure A

# REPORT ON CORPORATE GOVERNANCE

### PHILOSOPHY OF CORPORATE GOVERNANCE

The Board of Directors are committed to maintaining the highest standards of corporate governance practices in their management of the Company's affairs and accountability to their shareholders. The Board of Directors believe in maximizing long-term shareholder value without compromising on regulatory compliances and encompassing good corporate governance practices and standards. The Company aims to achieve transparency and accountability across all facets of operation and in all interaction with the stakeholders.

### BOARD OF DIRECTORS

As on date, the Board of Directors of the Company comprises of Ten (10) directors. Apart from the Whole time Director, all the Directors are Non-Executive Directors of which Five (5) are Independent Directors. All the Independent Directors have confirmed that they meet the criteria as mentioned under regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 149 of the Companies Act, 2013. The Directors bring in considerable professional expertise and experience. The composition of the Board of Directors satisfies the requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Companies Act, 2013.

### Relationship between the Directors inter-se

No Director is related to each other except Mrs. Mamta Gupta who is wife of Mr. Prem Kishan Dass Gupta and Mr. Samvid Gupta & Mr. Ishaan Gupta, who are related to each other as brothers and who are son of Mr. Prem Kishan Dass Gupta and Mrs. Mamta Gupta.

### DIRECTORS APPOINTED/RESIGNED DURING THE YEAR

There has been no change in the Board of Directors of the Company during the FY 2019-20.

### Board Meetings Held During the Year 2019-20

Date of Board Meeting	Total strength of the Board	No. of Directors present
May 13, 2019	8	8
August 13, 2019	8	8
November 13, 2019	8	7
December 27, 2019	8	6
January 21, 2020	8	8

**No. of Meetings attended by the Board of Directors during the financial year 2019-20**

Name of the Director	Category of Directorship	Board Meeting					Annual General Meeting	No. of Board Meetings attended	No. of General Meetings attended
		13-05-19	13-08-19	13-11-19	27-12-19	21-01-20	13-08-19		
Mr. Prem Kishan Dass Gupta	Chairman & Non-Executive	Present	Present	Present	Present	Present	Present	5	1
Mr. Sunil Prabhakaran Nair	Executive	Present	Present	Present	Absent	Present	Present	4	1
Mrs. Mamta Gupta	Non-Executive	Present	Present	Present	Present	Present	Present	5	1
Mr. Mamoru Yokoo*	Non-Executive	Present	Present	Absent	Absent	Present	Present	3	1
Mr. Shabbir H Hassanbhai	Independent	Present	Present	Present	Present	Present	Present	5	1
Mr. Bhaskar Avula Reddy	Independent	Present	Present	Present	Present	Present	Present	5	1
Mr. Arun Kumar Gupta	Independent	Present	Present	Present	Present	Present	Present	5	1
Mr. Anil Aggarwal	Independent	Present	Present	Present	Present	Present	Present	5	1
Mr. Samvid Gupta**	Non-Executive	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Mr. Ishaan Gupta***	Non-Executive	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Ms. Shukla Wassan****	Independent	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.

\*Ceased to be Director w.e.f May 11, 2020

\*\*Appointed as Additional Director (Non-Executive) w.e.f May 15, 2020

\*\*\* Appointed as Additional Director (Non-Executive)w.e.f May 15, 2020

\*\*\*\* Appointed as Additional Director (Non-Executive & Independent)w.e.f May 15, 2020

None of the Directors are Director in more than 10 Public Limited Companies or act as an Independent Director in more than 7 Listed Companies. Further, none of the Directors on the Board is a member of more than 10 Committees and chairman of more than 5 Committees as specified in regulation 26(1) of the Listing Regulations across all the listed companies in which he/she is a Director. The necessary disclosure regarding Directorship and Committee positions have been made by the Directors who are on the Board of the Company as on March 31, 2020 are as under;



Name of the Director	Date of Appointment	Directorships	Committee Memberships	Chairmanship Of Committees
Mr. Prem Kishan Dass Gupta	November 22, 2006	4	3	1
Mr. Shabbir H Hassanbhai	November 22, 2006	3	1	3
Mrs. Mamta Gupta	November 5, 2015	3	-	-
Mr. Bhaskar Avula Reddy	April 26, 2016	3	3	1
Mr. Arun Kumar Gupta	April 26, 2016	3	4	-
Mr. Sunil Prabhakaran Nair	December 1, 2016	1	-	-
Mr. Anil Aggarwal	October 29, 2018	1	-	-
Mr. Mamoru Yokoo*	March 01, 2019	1	1	-
Mr. Samvid Gupta**	May 15, 2020	N.A.	N.A.	N.A.
Mr. Ishaan Gupta***	May 15, 2020	N.A.	N.A.	N.A.
Ms. Shukla Wassan****	May 15, 2020	N.A.	N.A.	N.A.

\*Ceased to be Director w.e.f May 11, 2020

\*\*Appointed as Additional Director (Non-Executive) w.e.f May 15, 2020

\*\*\* Appointed as Additional Director (Non-Executive)w.e.f May 15, 2020

\*\*\*\* Appointed as Additional Director (Non-Executive & Independent)w.e.f May 15, 2020

**Note:** a) For the Purpose of considering the limit of the number of directorship and chairman/member of committees, Private Limited Companies, Foreign Companies and Companies under section 8 of the Companies Act, 2013 are excluded which is in line with the requirement of relevant conditions of Regulation 26 of the Listing Regulations .

b) For the purpose of determination of limit of committees, Only Audit Committee and Stakeholders' Relationship Committee have been considered as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**Details of name of other listed entities where Directors of the Company are Directors as on June 05,2020 and the category of Directorship are as under**

Name of the Director	Name of the Company	Category of Directorship
Mr. Prem Kishan Dass Gupta	Gateway Distriparks Limited	Managing Director
Mr. Shabbir H Hassanbhai	Gateway Distriparks Limited	Independent Director
Mrs. Mamta Gupta	Gateway Distriparks Limited	Director
Mr. Bhaskar Avula Reddy	Gateway Distriparks Limited	Independent Director
Mr. Arun Kumar Gupta	Gateway Distriparks Limited	Independent Director
Mr. Sunil Prabhakaran Nair	Nil	
Mr. Anil Aggarwal	Nil	
Mr. Samvid Gupta*	Gateway Distriparks Limited	Director
Mr. Ishaan Gupta**	Gateway Distriparks Limited	Joint Managing Director
Ms. Shukla Wassan***	Gateway Distriparks Limited India Glycols Ltd.	Independent Director Independent Director

\*Appointed as Additional Director (Non-Executive) w.e.f May 15, 2020

\*\*Appointed as Additional Director (Non-Executive)w.e.f May 15, 2020

\*\*\* Appointed as Additional Director (Non-Executive & Independent)w.e.f May 15, 2020

**Board Induction and Training**

At the time of appointing a Director, a formal letter of appointment is given to him, which inter alia explains the role, function, duties and responsibilities expected of him as a Director of the Company. The Director is also explained in detail the compliances required from him under the Companies Act 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other relevant regulations and his affirmation on the Code of Conduct is taken with respect to the same. The Chairman also has a one-to-one discussion with the newly appointed Director. The above initiatives help the Director to understand the Company, its business and the regulatory framework in which the Company operates and equips him/her to effectively fulfill his/her role as a Director of the Company.

The detailed Policy of the Company is available on our website [www.snowman.in](http://www.snowman.in).

#### Familiarization Programme for Independent Directors

The Company has a structured Familiarization Programme through various reports/codes/policies wherein he / she is familiarized with the Company, their roles, rights and responsibilities in the Company, the code of conduct to be adhered. Company's Familiarization Programme also includes various business review presentations at the Board Meeting where Company's performance, strategy, initiatives etc are discussed.

The details of such familiarization programs can be accessed on the Company's website: [www.snowman.in](http://www.snowman.in)

#### Skills/Expertise/Competence of the Board of Directors of the Company;

The Board has identified the following skills / expertise / competencies fundamental for the effective functioning of the Company, which are currently available with the Board:

Understanding of the Industry & Operations	Experience and knowledge of the functioning, operations, growth drivers, industry and business environment and changing trends in the Logistics, supply chain and Temperature Controlled warehousing operations
Strategy and Planning	Appreciation of long-term trends, strategic choices and experience in guiding and leading management teams to make decisions.
Financial Expertise	Expertise in accounting and financial control functions.
Legal & Compliances	Knowledge of the existing laws and other policies applicable to the Company thereby ensuring proper legal and statutory compliances and appropriate application of policies to the advantage of the Company.
Technology & Innovation	Understanding of emerging trends in technology and innovation that may have an impact on the business and have the ability to guide necessary interventions that can be utilised in making the business more competitive and sustainable.

The specific areas of focus or expertise of individual Board members have been highlighted in the below table. However, the absence of a mark against a member's name does not necessarily mean the member does not possess the corresponding skills/expertise/competencies.

Name of the Director	Understanding of Industry & Operations	Strategy and Planning	Financial Expertise	Legal & Compliances	Technology & Innovation
Mr. Prem Kishan Dass Gupta	✓	✓	-	-	✓
Mr. Shabbir H Hassanbhai	-	-	✓	✓	-
Mrs. Mamta Gupta	-	✓	-	-	✓
Mr. Bhaskar Avula Reddy	-	-	✓	✓	-
Mr. Arun Kumar Gupta	-	-	-	✓	✓
Mr. Sunil Prabhakaran Nair	✓	✓	-	-	✓
Mr. Anil Aggarwal	-	-	✓	✓	✓
Mr. Samvid Gupta*	✓	✓	-	-	✓
Mr. Ishaan Gupta**	✓	✓	-	-	✓
Ms. Shukla Wassan***	-	-	✓	✓	✓

\*Appointed as Additional Director (Non-Executive) w.e.f May 15, 2020

\*\*Appointed as Additional Director (Non-Executive)w.e.f May 15, 2020

\*\*\* Appointed as Additional Director (Non-Executive & Independent)w.e.f May 15, 2020

## Board Evaluation Mechanism

Pursuant to provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Board has carried out its own performance evaluation. The Nomination and Remuneration Committee assessed and discussed the performance of the Board.

The Independent Directors of the Company at their meeting held on January 21, 2020 (without the presence of Non-Independent Directors and members of Management), reviewed the performance of the Board as a whole and the Board Committees and also evaluated the performance of the Non-Independent Directors and the Chairman of the Company taking into account the views of Executive Directors and Non-Executive Directors and based on attendance record and intensity of participation at meetings, Quality of interventions, Special contributions and Inter-personal relationships with other Directors and management.

The Nomination and Remuneration Committee evaluated the performance of the independent directors based on attendance record, intensity of participation at meetings, quality of interventions, special contributions and inter-personal relationships with other Directors and management.

## Audit Committee

The committee comprises of 3 (three) Directors, of which 2 (two) are Independent Directors.

The members of the Audit Committee are:

1. Mr. Shabbir H Hassanbhai - Chairman of the Committee - Independent Director;
2. Mr. Prem Kishan Dass Gupta - Member-Non Executive Director
3. Mr. Bhaskar Avula Reddy - Member-Independent Director

4 (Four) Audit Committee Meetings were held during the financial year ended March 31, 2020. The dates on which the Audit Committee Meetings were held are as follows: May 13, 2019, August 13, 2019, November 13, 2019 and January 21, 2020.

## Attendance of the Audit Committee members at the meetings held during the financial year 2019-20 is as below:

Sr.No	Name of the Member	No. of Meetings Attended
1	Mr. Shabbir H Hassanbhai	4
2	Mr. Prem Kishan Dass Gupta	4
3	Mr. Bhaskar Avula Reddy	4

The representatives of the Statutory Auditors and Internal Auditors also attended the meeting. The Company Secretary of the Company acts as the Secretary to the Audit Committee. Necessary quorum was present at the above meetings.

Audit Committee is governed by terms of reference which is in accordance with the regulatory requirements mandated under Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The terms of reference are as follows:

- a. Oversee our Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
- b. Discuss with the statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
- c. Review and monitor the auditor's independence and performance, and effectiveness of audit process.
- d. Regular review of accounts, changes in accounting policies and reasons for the same etc.
- e. Review of the major accounting entries, based on exercise of judgment by management
- f. Review of significant adjustments arising out of audit.
- g. Review of qualifications in the draft audit report.
- h. Examination of the financial statements and auditors report thereon.
- i. Establishing and reviewing the scope of the independent audit including the observations of the auditors and review of the quarterly, half-yearly and annual financial statements before submission to the Board.
- j. Review with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.) the statement of funds utilized for purposes other than those stated in the offer document / prospectus/ notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter.
- k. The Committee shall have post audit discussions with the Independent auditors to ascertain any area of concern.
- l. Establish the scope and frequency of internal audit, reviewing the findings of the internal auditors and ensuring the adequacy of internal control systems, evaluation of internal financial controls and risk management systems. The Board has approved a policy for Risk Management Policy which has been uploaded on the Company's website.
- m. Review the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department and reporting structure coverage.
- n. Look into the matters pertaining to the Director's Responsibility Statement with respect to compliance with Accounting Standards and accounting policies.
- o. Review, with the management, prior to submission to the board for approval, disclosure of any related party transactions, or any subsequent modification of transactions of our Company with related parties.
- p. Scrutiny of inter-corporate loans and investments.
- q. Valuation of undertakings or assets of our Company, wherever it is necessary.
- r. Compliance with Stock Exchange and other legal requirements concerning financial statements, to the extent applicable.

- s. Review, with the management, performance of statutory and internal auditors.
- t. Recommending to the Board the Appointment, terms of appointment, reappointment, replacement or removal and fixing of audit fees of statutory auditors and internal auditors.
- u. Approval of payment to the statutory auditors for any other services rendered by them.
- v. Look into the reasons for substantial defaults in the payment to the depositories, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.
- w. Approval of appointment of Chief Financial Officer (i.e. the Whole time Finance Director of any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate.
- x. Look into the functioning of the Whistle Blower mechanism.
- y. Monitoring the end use of funds raised through public offers and related matters.
- z. Such other matters as may from time to time be required by any statutory, contractual or other regulatory requirements to be attended to by the Audit Committee.

#### Nomination and Remuneration Committee

The Nomination and Remuneration Committee comprises of 5 (Five) Directors of which four are Independent Directors.

The members of the Nomination and Remuneration Committee are:

1. Mr. Shabbir H Hassanbhai - Chairman of the Committee - Independent Director;
2. Mr. Prem Kishan Dass Gupta - Member-Non Executive Director
3. Mr. Bhaskar Avula Reddy- Member-Independent Director
4. Mr. Arun Kumar Gupta\*- Member-Independent Director
5. Mr. Anil Aggarwal\*\* - Member-Independent Director

\* Committee Membership w.e.f March 05, 2020

\*\* Committee Membership w.e.f March 05, 2020

3 (Three) Nomination and Remuneration Committee Meetings were held during the financial year ended March 31, 2020. The date on which the Nomination and Remuneration Committee Meeting was held are as follows: May 13, 2019, December 27, 2019 and January 21, 2020.

**Attendance of the Nomination and Remuneration Committee members at the meetings held during the financial year 2019-20 is as below:**

Sr.No	Name of the Member	No. of Meetings Attended
1	Mr. Shabbir H Hassanbhai	3
2	Mr. Prem Kishan Dass Gupta	3
3	Mr. Bhaskar Avula Reddy	3
4	Mr. Arun Kumar Gupta*	-
5	Mr. Anil Aggarwal**	-

\* Committee Membership w.e.f March 05, 2020

\*\* Committee Membership w.e.f March 05, 2020

Presently, the Company does not pay any remuneration to any Non-Executive Director other than sitting fees for attending Board meeting. Details of remuneration paid to the executive and non-executive directors for the year April 1, 2019 to March 31, 2020 is as under.

Name of the Director	Salary	Sitting Fees(In Rs.)	Term of Appointment
Mr. Prem Kishan Dass Gupta	-	5,00,000	-
Mr. Shabbir H Hassanbhai	-	5,00,000	5 years w.e.f August 14, 2016
Mrs. Mamta Gupta	-	5,00,000	-
Mr. Mamoru Yokoo*	-	3,00,000	
Mr. Bhaskar Avula Reddy	-	5,00,000	5 years w.e.f April 26, 2016
Mr. Arun Kumar Gupta	-	5,00,000	5 years w.e.f April 26, 2016
Mr. Sunil Prabhakaran Nair	1,18,82,004	4,00,000	3 years w.e.f February 13, 2018
Mr. Anil Aggarwal		5,00,000	3 Years w.e.f October 29,2018

\*ceased to be Director w.e.f May 11, 2020

Nomination and Remuneration Committee is governed by terms of reference which is in accordance with the regulatory requirements mandated under Companies Act, 2013. The terms of reference are as follows:

- a) Formulate criteria to determine and evaluate qualifications, positive attributes and independence of a Director and recommend to Board policy relating to remuneration to Directors, Key Managerial personnel and other employees. The policy should ensure that the remuneration is reasonable and sufficient to attract, retain and motivate directors of a quality required to run the company successfully, the remuneration and performance are suitably benchmarked and the remuneration is a balance of fixed pay and incentives required to achieve the periodic performance objectives.
- b) Identify persons qualified to be Directors / Senior Management as per the criteria and recommend their appointment / removal to Board and evaluate every Director's performance (including Independent Directors).
- c) Devising policy on Board diversification
- d) Remuneration / commission payable to directors
- e) Managerial remuneration
- f) Grant of stock options under the Employees Stock Option Scheme
- g) Frame policies to attract, motivate & retain personnel
- h) Other functions of a Nomination, Remuneration & ESOP Committee as required / recommended in the Listing Agreement

**The Policy of the Company on Directors appointment and remuneration, including the criteria for determining qualifications, independence of a director and other matters, as required under section 178(3) of the Companies Act, 2013, is available on our website [www.snowman.in](http://www.snowman.in). There has been no change in the Policy since last financial year.**

### Stakeholders Relationship Committee

As on March 31, 2020, The Stakeholders Relationship Committee comprises of following 3 (three) directors.

1. Mr. Prem Kishan Dass Gupta - Chairman of the Committee - Chairman and Director;
2. Mr. Arun Kumar Gupta - Member-Independent Director;
3. Mr. Mamoru Yokoo - Member- Non-Executive Director (Ceased to be member w.e.f May 11, 2020)

Mr. Anil Aggarwal, Independent Director has been appointed as member in the Stakeholders Relationship Committee with effect from June 5, 2020.

The present constitution of the Stakeholders Relationship Committee are:

1. Mr. Prem Kishan Dass Gupta - Chairman of the Committee - Chairman and Director;
2. Mr. Arun Kumar Gupta - Member-Independent Director;
3. Mr. Anil Aggarwal- Member- Independent Director

4 (four) Stakeholders Relationship Committee Meetings were held during the financial year ended March 31, 2020. The dates on which the Stakeholders Relationship Committee Meetings were held are as follows: May 13, 2019, August 13, 2019, November 13, 2019 and January 21, 2020.

### Attendance of the Stakeholders Relationship Committee members at the meetings was as below:

Sr.No	Name of the Member	No. of Meetings Attended
1	Mr. Prem Kishan Dass Gupta	4
2	Mr. Arun Kumar Gupta	4
3	Mr. Mamoru Yokoo*	3
4	Mr. Anil Aggarwal**	N.A.

\*Ceased to be member w.e.f May 11, 2020

\*\* Committee Membership w.e.f June 5, 2020

Stakeholders Relationship Committee is governed by the terms of reference to cover matters specified under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Companies Act, 2013.

### Corporate Social Responsibility Committee

The Corporate Social Responsibility Committee of the Board of Directors was constituted on April 30, 2014. The Committee is entrusted with the responsibility of formulating and monitoring the Corporate Social Responsibility policy of the Company. The role and terms of reference of the Committee are in consonance with the requirements mandated under Section 135 of the Companies Act, 2013 and relevant rules made thereunder.

The Corporate Social Responsibility Committee comprises of 3 (three) directors.

The members of the Corporate Social Responsibility Committee are:

1. Mr. Prem Kishan Dass Gupta - Chairman of the Committee - Chairman and Director;
2. Mrs. Mamta Gupta - Member-Non-Executive Director;
3. Mr. Arun Kumar Gupta- Member- independent Director

1 (One) Corporate Social Responsibility Committee Meeting was held during the financial year ended March 31, 2020. The date on which the Corporate Social Responsibility Committee Meetings was held is as follows: May 13, 2019

#### Attendance of the Corporate Social Responsibility Committee members at the meetings was as below:

Sr.No	Name of the Member	No. of Meetings Attended
1	Mr. Prem Kishan Dass Gupta	1
2	Mrs. Mamta Gupta	1
3	Mr. Arun Kumar Gupta	1

The Policy of the Company on Corporate Social Responsibility is available on our website [www.snowman.in](http://www.snowman.in).

#### Compliance Officer

Mr. A. M. Sundar, Chief Financial Officer and Company Secretary is the Compliance Officer of the Company.

#### Investor Grievances

The Company has designated an exclusive e-mail id viz. [investorrelations@snowman.in](mailto:investorrelations@snowman.in) to enable investors to register their complaints, if any. The Company strives to reply to the complaints within a period of 3 working days.

#### Complaints

During the year no complaints were received from investors, which were replied/resolved to the satisfaction of the investors and none of the complaints is pending as on date. There were no Share Transfers pending as on March 31, 2020.

#### General Body Meetings

Details of Annual General Meetings held during the last 3 years are as follows:

Financial Year	Name of Meeting	Day, Date & Time	Venue	Special Resolutions passed
2018-19	26th AGM	Tuesday, August 13, 2019 at 10.00 AM	Silver Jubilee Hall, Second Floor, Navi Mumbai Sports Association	Not Applicable
2017-18	25th AGM	Monday, July 30, 2018 at 10.30 AM	Silver Jubilee Hall, Second Floor, Navi Mumbai Sports Association	Appointment of Mr. Sunil Prabhakaran Nair as CEO & Whole- time Director of the Company
2016-17	24th AGM	Wednesday, August 02, 2017 at 10.30 AM	Silver Jubilee Hall, Second Floor, Navi Mumbai Sports Association	Appointment of Mr. Sunil Prabhakaran Nair as CEO & Whole- time Director of the Company

### Extra-Ordinary General Meetings

Details of Extra-Ordinary General Meetings held during the last 3 years are as follows:

Financial Year	Day, Date & Time	Venue	Special Resolutions
2018-19	Not Applicable		
2017-18	Not Applicable		
2016-17	Not Applicable		

### Postal Ballots

The company has not passed any resolution through Postal Ballot during last three financial years i.e 2017-18, 2018-19 and 2019-20.

### Code of Conduct

The Company has a well-defined and approved Code of Conduct applicable to all Board Members and Senior Management of the Company. The Board of Directors and Senior Management have affirmed compliance with the Code during the financial year 2019-20. The Code of Conduct is displayed in the Company's website ([www.snowman.in](http://www.snowman.in)).

### Declaration of the Chairman on code of conduct is given below

To The Shareholders of Snowman Logistics Limited

Sub: Compliance with Code of Conduct

I hereby declare that all the Board Members and Senior Management Personnel have affirmed compliance with the Code of Conduct as adopted by the Board of Directors.

Date : June 5, 2020  
Place : New Delhi

Prem Kishan Dass Gupta  
Chairman

### Related Party Transactions

The related party transactions as per the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 during the financial year ended March 31, 2020 are given below. Suitable disclosure as required by the Indian Accounting Standards has been made in the notes to the Financial Statements.

The company has paid rental amount of Rs. 6.60 Lakhs during the year as part of the rental agreement entered into with Gateway Distriparks Limited on September 11, 2017 at Krishnapatnam in the ordinary course of business. The above transaction has been conducted at arm's length basis.

The Company has availed the services of Gateway Rail Freight Limited for reefer container movement from Viramgam to Ballabgarh. The value of transaction was Rs. 70.70 Lakhs.

The Board has approved a policy for related party transactions which has been uploaded on the Company's website.

### The Policy of the Company on Related Party Transaction is available at our website [www.snowman.in](http://www.snowman.in).

As per regulation 26(6) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, No employee including key managerial personnel or director or promoter of the Company has entered into any agreement for himself or on behalf of any other person, with any shareholder or any other third party with regard to compensation or profit sharing in connection with dealings in the securities of such listed entity, unless prior approval for the same has been obtained from the Board of Directors as well as public shareholders by way of an ordinary resolution.

### Compliances and Disclosures

The Company has complied with all the requirements, to the best of its knowledge and understanding of the regulations issued by the Securities and Exchange Board of India (SEBI). The Stock Exchanges, SEBI or any other statutory authority have not imposed any penalties relating to capital market transaction since listing of the equity shares.

### Vigil Mechanism/Whistle Blower Policy

The Company has a Whistle Blower Policy to deal with any complaint relating to fraud and other financial irregularities and no personnel has been denied access to the Audit Committee to report on any issues. The policy is placed on the Company's website [www.snowman.in](http://www.snowman.in) and can be downloaded.

**During the year under review, there are no instances of fraud committed against the Company by its Officers or employees which have been reported to the Audit Committee. Hence there is no requirement for the company to mention the same in the Board's report.**

### Policy for Prevention, Prohibition & Redressal Sexual Harassment of Women at Workplace

Pursuant to the requirements of Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013, the Company has a policy and framework for employees to report sexual harassment cases at workplace and our process ensures complete anonymity and confidentiality of information.

During the financial year 2019-20, no complaints were received under the Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013.

### Credit Rating

The Company has obtained credit rating from India Ratings and Research (Ind RA), which has placed Snowman Logistics Limited's Long-Term Issuer Rating of 'IND A' on Rating Watch Evolving (RWE) from Rating Watch Positive (RWP).

### Disclosures regarding the Web Link of the Company

Policy for determining material subsidiaries and RPT Policy on materiality and dealing with related party of the Company are posted on the Company's website ([www.snowman.in](http://www.snowman.in)).

### Details of compliance with mandatory requirements of SEBI (Listing Obligations & Disclosures Requirements) Regulations, 2015 and adoption of the non-mandatory requirements of Regulation 27 (1) of the Listing Regulations.

The Company is in compliance with all the mandatory provisions related to Corporate Governance pursuant to the requirement of the Listing Regulations read with other applicable provisions, if any.

The status of compliance with non-mandatory requirements of Regulation 27(1) read with Part E of schedule II of the Listing Regulations are as under;

**a) Non-Executive Chairman's office:** A Non-executive Chairman may be entitled to maintain a Chairman's office at the company's expense and also allowed reimbursement of expenses incurred in performance of his duties. The Company is having non-executive Chairman, The Company does not incur expenses for maintaining Chairman's office.

**b) Shareholders Rights:** As the half yearly (including quarterly) financial performance are published in the newspapers and are also posted on Company's website, the Company also used to report significant events to the stock exchanges from time to time, Hence, the same are not being sent to the shareholders.

**c) Audit Qualifications:** During the period under review, there is no audit qualifications in the Company's financial statements. Snowman Continues to adopt best practices to ensure a regime of unqualified financial statements.



**d) Separate post of Chairman and CEO:** The Chairman of the Board is a non-executive Director and his position is separate from that of the Managing Director/CEO of the Company. The Company is in compliance of the requirement, Mr. Prem Kishan Daas Gupta is Non-executive Chairman and Mr. Sunil Prabhakaran Nair is CEO of the Company. However as per the SEBI (LODR) (Amendments) Regulations, 2018, this clause has been omitted w.e.f April 01, 2020.

**e) Reporting of Internal Auditor:** The Company is having Independent Internal Auditor (Separate from the employees) for all the division. The Internal Auditor used to send their reports to the CFO/person authorized for this purpose and in turn the reports were circulated to the members of the Audit Committee for their perusal.

**Details of utilization of funds raised through preferential allotment or qualified institutional placement (QIP) as specified under Regulation 32(7A).**

This clause is not applicable to the Company as the Company has not raised any funds through preferential allotment and /or QIP.

**Certificate from a Company Secretary in practice that none of the directors on the board of the Company have been debarred or disqualified from being appointed or continuing as directors of the Company by the Board/Ministry of Corporate Affairs or any such statutory authority.**

The Company has obtained a certificate from Mr. Nagendra D. Rao, Practicing Company Secretary (Membership No FCS 5553, CP No. 7731), secretarial auditor of the Company, regarding confirmation that none of the directors on the board of the Company have been debarred or disqualified from being appointed or continuing as directors of the Company by the Board/Ministry of Corporate Affairs or any such statutory authority. The requisite certificate from Mr. Nagendra D. Rao, secretarial auditor of the Company is herewith annexed as "Annexure K"

**Secretarial Compliance Report**

Pursuant to Regulation 24(A) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other provisions as may be applicable, the Company has obtained the Secretarial Compliance Report from Mr. Nagendra D Rao, Practicing Company Secretary (Membership No FCS 5553, CP No. 7731).The report is annexed herewith as "Annexure J"

**Total Fees for all the services paid by Snowman Logistics Limited to S.R Batliboi & Co.LLP, Statutory Auditor, is included in the financial statement of the Company for the year ended March 31, 2020, is as follows;**

Particulars	Amount (In Lakhs)
Fees for audit and related services paid to S.R. Batliboi & Affiliates firms and to entities of the network of which the statutory auditor is a part	16.50
Other fees paid to S.R. Batliboi & Affiliates firms and to entities of the network of which the statutory auditor is a part	1.42
<b>Total Fees</b>	<b>17.92</b>

**The Disclosures of the Compliance with Corporate governance requirements specified in regulations 17 to 27 and clause (b) to (i) of sub-regulation (2) of Regulation 46 of the SEBI (LODR) Regulations, 2015.**

The Company is in compliance with corporate governance requirements specified in Regulations 17 to 27 and clause (b) to (i) of sub-regulation (2) of Regulation 46 of the SEBI (LODR) Regulations, 2015.

**Code of Conduct to Regulate, Monitor and Report Trading by Insiders**

In compliance with the SEBI regulation on prevention of Insider Trading, the Company has placed a code of conduct for its directors, designated employees of the Company and their immediate relatives. The Code lays down guidelines, which advises them on procedures to be followed and disclosures to be made, while dealing with shares of the Company and cautioning them of the consequences of violations. Subsequently, the Company has its code in line with the requirement of SEBI (prohibition of Insider Trading) Regulations, 2015 and subsequent amendments. The Code of conduct to regulate, monitor and report trading by insiders is posted on the website of the Company ([www.snowman.in](http://www.snowman.in)).

Pursuant to regulation 3 (5) of SEBI (Prohibition Of Insider Trading) (Amendment) Regulations, 2018, a structured digital database is being maintained containing the names of such persons or entities as the case may be with whom information is shared under this regulation along with the Permanent Account Number or any other identifier authorized by law where Permanent Account Number is not available.

**Other Disclosures**

a) There were no materially significant Related Party Transactions and pecuniary transactions that may have potential conflict with the interest of the Company at large. The details of Related Party Transactions are disclosed in financial section of this Annual Report.

The Company has developed a policy on materiality of Related Party Transactions and also on dealing with Related Party Transactions.

The Company has developed a Related Party Transaction Policy which is uploaded on the website of the Company ([www.snowman.in](http://www.snowman.in)).

b) In the preparation of the financial statements, the Company has followed the accounting policies and practices as prescribed in the Accounting Standards.

c) The Company has complied with all the requirements of the Stock Exchanges as well as the regulations and guidelines prescribed by the Securities and Exchange Board of India (SEBI). There were no penalties or strictures imposed on the Company by Stock Exchanges or SEBI or any statutory authority on any matter related to capital markets during the last three years.

d) The Chief Executive Officer and the Chief Financial Officer have furnished a Certificate to the Board for the year ended on March 31, 2020 in compliance with Regulation 17(8) of Listing Regulations. They have also provided quarterly certificate on financial results while placing the same before the Board pursuant to Regulation 33 of Listing Regulations.

e) The Company has adopted Material Events Policy which is uploaded on the website of the Company ([www.snowman.in](http://www.snowman.in)).

f) The Company complies with all applicable secretarial standards.

g) Independent Director Confirmation: In terms of Schedule V(C)(i) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as per the declaration of independence received from the Independent Directors of the Company, we are of the opinion that the Independent Directors of the Company fulfills the conditions specified under Regulation 16(b) of Listing Regulations and are independent of Management

#### Functional website of the Company as per Regulation 46 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

Pursuant to the requirement of Regulation 46 of the Listing Regulations, the Company maintains a functional website of the Company and website address of the Company is [www.snowman.in](http://www.snowman.in). The Website of the Company provides basic information about the Company e.g, details of its business, financial informations, various policies, shareholding pattern & other details relevant to the shareholders and the Company is regularly updating the information provided on its website.

#### Share Capital & Reconciliation of share capital Audit

Mr. Nagendra D Rao, Practicing Company Secretary has carried out Audit every quarter to reconcile the total admitted capital with National Securities Depositories Limited(NSDL) and Central Depositories Services (India) Limited (CDSL) and the total issued and listed capital. The Audit Confirms the total issued/ Paid up capital is in agreement with the aggregate total number of shares in physical form and the total number of dematerialised shares held with NSDL and CDSL.

#### Means of Communication

During the year, the quarterly/half-yearly results have been published in leading newspapers such as Business Standard and in one of the local daily i.e. in the vernacular newspaper, which is in public domain. Hence they are not separately sent to the shareholders. Further, the financial results are sent to BSE Limited (BSE) and The National Stock Exchange of India Limited (NSE) where the Company's securities are listed, immediately after these are approved by the Board. The results are thereafter given by way of a Press Release to various news agencies/analysts and are published within forty eight hours in leading English and Marathi daily newspapers. The audited financial statements form a part of the Annual Report which is sent to the Members well in advance of the Annual General Meeting.

#### PUBLICATION OF UNAUDITED QUARTERLY/HALF YEARLY RESULTS AND RELATED MATTERS

sl No	Particulars		Quarter-I	Quarter-II	Quarter-III	Quarter-IV	Financial Year ended March 31,2020 (Audited)
1	English News Paper in which quarterly results were published/ to be published	Business standard (Mumbai Edition)	14-Aug-19	14-Nov-19	22-Jan-2020	Financial advertisement was not published due to relaxation given by SEBI vide circular no. SEBI/HO/CFD/CMD1-CIR/P/2020/48 dated March 26, 2020 and SEBI/HO/CFD/CMD1-CIR/P/2020/79 dated May 12, 2020	Financial advertisement was not published due to relaxation given by SEBI vide circular no. SEBI/HO/CFD/CMD1-CIR/P/2020/48 dated March 26, 2020 and SEBI/HO/CFD/CMD1-CIR/P/2020/79 dated May 12, 2020
2	Vernacular News Paper in which quarterly results were published/ to be published	Sakal (Marathi-Mumbai Edition)	14-Aug-19	14-Nov-19	22-Jan-2020	Financial advertisement was not published due to relaxation given by SEBI vide circular no. SEBI/HO/CFD/CMD1-CIR/P/2020/48 dated March 26, 2020 and SEBI/HO/CFD/CMD1-CIR/P/2020/79 dated May 12, 2020	Financial advertisement was not published due to relaxation given by SEBI vide circular no. SEBI/HO/CFD/CMD1-CIR/P/2020/48 dated March 26, 2020 and SEBI/HO/CFD/CMD1-CIR/P/2020/79 dated May 12, 2020

3	website address of the Company on which financial results are posted	www.snowman.in					
4	website address of the stock exchanges on which financial results are posted		<b>Quarter-I</b>	<b>Quarter-II</b>	<b>Quarter-III</b>	<b>Quarter-IV</b>	<b>Financial Year ended March 31, 2020(Audited)</b>
	<b>National Stock Exchange of India Ltd (NSE)</b>	<b>website address</b>	<b>Date of filing of Results</b>				
	National Stock Exchange of India Ltd(NSE)	www.nseindia.com	13-Aug-19	13-Nov-19	21-Jan-2020	5-Jun-20	5-Jun-20
	BSE Limited (BSE)	www.nseindia.com	13-Aug-19	13-Nov-19	21-Jan-2020	5-Jun-20	5-Jun-20
5	Presentation made to Institutional Investors or to the analysts	During the year under review, Conference call were facilitated on May 16,2019, August 16, 2019, November 14, 2019 and January 22,2020					

The Annual Report of the Company, the quarterly / half yearly and the annual results and the press releases of the Company are also placed on the Company's website: [www.snowman.in](http://www.snowman.in) and can be downloaded.

## General Shareholders Information

### i. Financial Calendar

#### Financial Year - 1 April to 31 March

Particulars	2019-20	2020-21 (Tentative)
Financial Results for First Quarter	August 13, 2019	Last week of July 2020
Financial Results for Second Quarter	November 13, 2019	First week of November 2020
Financial Results for Third Quarter	January 21, 2020	First week of February 2021
Annual Financial Results	June 5, 2020	Second week of May 2021

### ii. Listing and Stock Code

The Company's shares are listed on the following stock exchanges and the Annual Listing Fees have been paid to the exchanges:

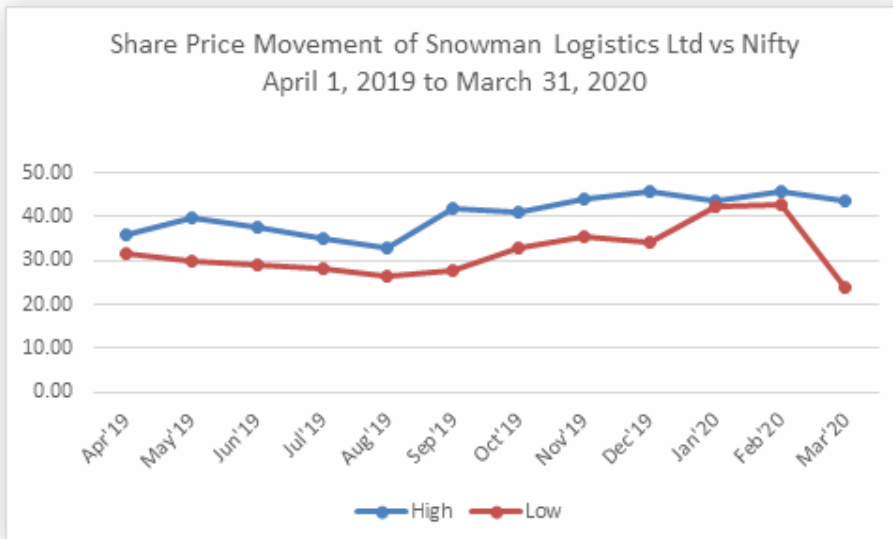
Name & Address of the Stock Exchange	Stock Code	ISIN Number for NSDL/CDSL (Dematerialised Shares)
The National Stock Exchange of India Limited Bandra, Kurla Complex Mumbai - 400 050	SNOWMAN	INE734N01019
BSE Limited Department of Corporate Services Phiroze Jeejeebhoy Towers Mumbai - 400 001	538635	

## iii. Market Price Data and Performance

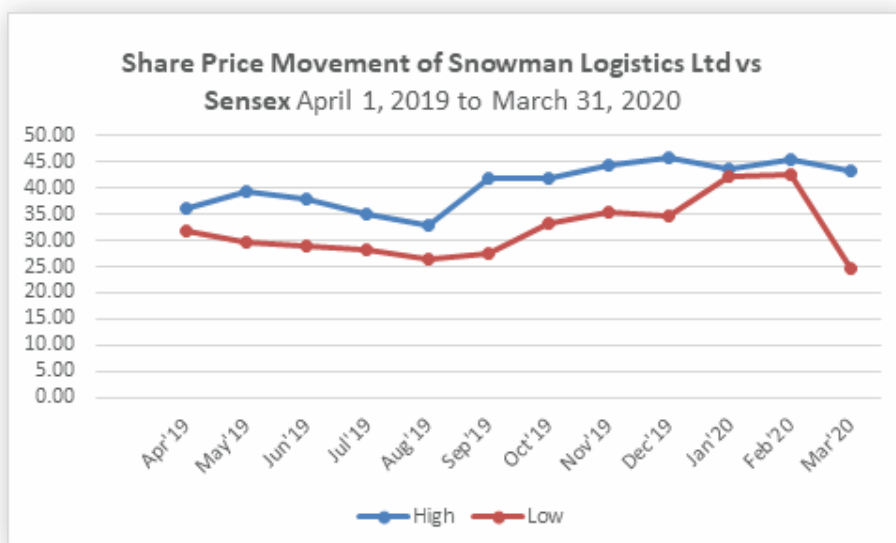
The National Stock Exchange Of India Limited				
Month	Rs. Per share		Volume	Turnover (Rs. In Lakhs)
	High	Low		
Apr-19	36.00	31.75	39,32,216	1347.42
May-19	39.55	29.85	59,89,990	2072.40
Jun-19	37.45	28.95	39,81,518	1335.26
Jul-19	35.05	28.00	32,40,988	1048.45
Aug-19	33.00	26.55	26,52,880	795.44
Sep-19	41.75	27.55	1,16,34,521	4043.39
Oct-19	41.00	33.05	86,61,833	3260.57
Nov-19	44.20	35.25	1,08,05,499	4415.14
Dec-19	45.65	34.30	1,86,07,900	7752.38
Jan-20	43.50	42.10	1,65,00,250	7050.79
Feb-20	45.60	42.85	2,90,04,977	12648.62
Mar-20	43.45	24.05	1,77,99,400	6431.99

BSE Limited				
Month	Rs. Per share		Volume	Turnover
	High	Low		
Apr-19	35.95	31.90	6,52,008	2,21,99,892
May-19	39.40	29.80	9,55,576	3,25,56,297
Jun-19	37.95	29.05	4,45,926	1,49,93,975
Jul-19	35.00	28.10	4,07,443	1,31,16,548
Aug-19	33.05	26.60	5,37,041	1,62,20,274
Sep-19	41.75	27.55	16,74,569	5,73,97,511
Oct-19	41.70	33.40	8,99,077	3,38,63,122
Nov-19	44.20	35.50	11,16,681	4,56,42,303
Dec-19	45.80	34.50	13,49,789	5,59,52,601
Jan-20	43.75	42.05	8,27,968	3,53,65,457
Feb-20	45.30	42.60	47,75,621	20,89,78,552
Mar-20	43.45	24.60	16,20,874	5,53,88,277

## iv. Stock Performance of the Company in comparison to NSE Index



v. **Stock Performance of the Company in comparison to BSE Index**



vi. **Shareholding Pattern as on March 31, 2020**

Category of shareholder	No. of shareholders	No. of shares	Percentage of holding
Promoter	1	6,72,54,119	40.25
Overseas Bodies Corporates	-	-	-
Foreign Companies	4	27,53,951	1.65
Public - Non Institutions	67,098	4,85,03,099	29.03
Public - Institutions	501	4,69,30,970	28.09
Mutual Funds	-	-	-
FII /FPI	5	3,41,131	0.20
Clearing Members	149	3,12,930	0.18
Financial Institutions/banks	1	2,92,775	0.18
Directors/ Relatives	4	6,99,020	0.42

**Number of shares and convertible instruments held by non-executive/Executive directors as on date**

Sl.No	Name of the Director	No. of shares (Equity Shares)
1.	Mr. Prem Kishan Dass Gupta, Chairman & Non-Executive Director	440,000
2.	Mr. Shabbir Hassanbhai, Independent Director	220,000
3.	Mr. Sunil Prabhakaran Nair, CEO & Whole-Time Director	4,020
4.	Mr. Ishaan Gupta, Non-Executive Director	35,000

**vii. Distribution of Shareholding as on March 31, 2020**

Shareholding of Shares		No. Of Share Holders	Percentage of Total	Shares	Percentage of Total
From	To				
1	500	53,333	78.71	92,68,460	5.55
501	1000	7,385	10.90	61,42,425	3.68
1001	2000	3,581	5.28	55,99,611	3.35
2001	3000	1,189	1.75	30,97,768	1.85
3001	4000	539	0.80	19,63,708	1.18
4001	5000	547	0.81	26,23,806	1.57
5001	10000	688	1.02	51,95,735	3.11
10001	*****	501	0.74	13,31,96,482	79.72
		67,763	100	16,70,87,995	

**viii. Registrar and Transfer Agents**

M/s. Link Intime India Private Limited  
C 101, 247 Park,  
L.B.S.Marg, Vikhroli (West),  
Mumbai - 400083  
Contact Person : Mr. Ishwar Suvarna  
Telephone No. : +91 22 49186000 Fax No. : +91 22 49186060  
Email id: rnt.helpdesk@linkintime.co.in

**ix. Share Transfer System**

The Registrar and Transfer Agents are authorised by the Board for processing share transfers which are approved by the Stakeholders Relationship Committee.

Share transfer requests are processed and despatched to the shareholders generally within 15 days from the date of receipt. All valid requests for dematerialisation of shares are processed and confirmation given to the depositories with 15 days. Pursuant to the Listing Agreement and Regulation 40(9) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015 on half yearly basis, certificates have been issued by a Company Secretary in-Practice for due compliance of share transfer formalities by the Company and pursuant to Clause 55A of SEBI (Depositories and Participants) Regulations, 1996, certification is done by a Company Secretary-in-practice regarding timely dematerialisation of the shares of the Company.

**x. Dematerialization of shares**

99.99% of the paid up share capital of the Company has been dematerialized as on March 31, 2020. Trading in equity shares of the Company is permitted only in dematerialized form.

**xi. Outstanding GDRs/ADRs/Warrants or any Convertible instruments**

The Company has not issued any GDRs/ADRs/Warrants or any Convertible instruments.

## xii. Plant Locations

Locations	Address
Bangalore, Virgonagar I	Snowman Logistics Limited, Sy.No 36/1, Virgonagar, Old Madras Road,Bandapura Village, Bidarehalli Hobli, Bangalore-560 049, Karnataka
Bangalore, Virgonagar II	Snowman Logistics Limited, Sy.No 36/1, Virgonagar, Old Madras Road,Bandapura Village, Bidarehalli Hobli, Bangalore-560 049, Karnataka
Bangalore, Nelamangala	Snowman Logistics Limited Survey No.10 2b & 102c, Bommanahalli, Boodihal Panchayat, Nelamangala Taluk, Bangalore - 562 123, Karnataka
Bangalore, Cheemasandra	Snowman Logistics Limited, Sy.86/1, Cheemasandra Village, Bidarahalli Hobli, Bengaluru East Taluk, Bengaluru
Ahmedabad	Snowman Logistics Limited, Plot No 329, Near Multi-Pack Plast Pvt.Ltd, Sarkhej Bawla Road, Changodar, Ahmedabad - 382 213, Gujarat
Palwal, Delhi	Snowman Logistics Limited, Sy.No.23, Khewat No.71, Dudhola Palwal, Faridabad 121 102, Haryana
Phillaur	Snowman Logistics Limited, Khewat No. 311, Gana Pind, Phillaur, Jalandar - 144 410, Punjab
Chandigarh	Snowman Logistics Limited, Sy No. Khara No.86/126, Khasara 53/113, Mubarakhpur Village, Derabassi Taluk, Mohali -140 507 Punjab
Chennai - I	Snowman Logistics Limited, SY No 262/2,262/3,262/4,262/5,262/6, Sreepremudur Taluk, chinglapet Dist. Tamil Nadu
Chennai - II	Snowman Logistics Limited, SY No 262/2,262/3,262/4,262/5,262/6, Sreepremudur Taluk, chinglapet Dist. Tamil Nadu
Chennai - III	Snowman Logistics Limited, SY No. 262/8C, Mevalurkuppam, Sriperumpudur Taluk, Kanchipuram Dist, Tamil Nadu
Chennai - IV	Snowman Logistics Limited, 262/10A2A, 10B2, 10C2, Mevalurkuppam Village, Sriperumbudur Taluk, Kancheepuram District, Tamil Nadu
Chennai - V	Snowman Logistics Limited, 199/9 and 200/2, Mevalurkuppam Village, Sriperumbudur Taluk, Kancheepuram District- 602 105, Tamil Nadu
Alapuzha - I	Snowman Logistics Limited , Survey No.70, Chandiroor P.O, Aroor Village, Cherthala, Alapuzha - 688 547
Hyderabad - I	Snowman Logistics Limited, Sy No: - 605, 631, Devaraymal, Near VRL Logistics, Shameerpet Taluk, Ranga Reddy Dist, - 502 319, Telangana
Kolkata -I	Snowman Logistics Limited, C/o. Modular Food Park Ltd. Dag No.261 & 262, Near Dankuni Dakshin Rajyadharpur, Serampure, NH2 By-pass, Dist.Hoogly - 712 203, Kolkata, West Bengal
Kolkata - II	Snowman Logistics Limited Mouza Tentul Kuli , JL No- 53, Opposite Kolkatta West City, Near Salap More, NH- 5, Domjur, Dist- Howrah - 711 114, Kolkata, West Bengal
Pune - I	Snowman Logistics Limited, Sy.No.517, Opp. Minilec Urawade Road, Amboli, Kasar Amboli, Mulshi, Pune-411 004, Maharashtra
Pune - II	Snowman Logistics Limited, Gat No.1171/2, Post Ghotawade, Mulshi, Pune - 411 042, Maharashtra
Mumbai - CSI	Snowman Logistics Limited, M-8, Taloja Industrial Area, MIDC, Navi, Panvel Mumbai - 410 206, Maharashtra
Mumbai - CS2	Snowman Logistics Limited, M-8, Taloja Industrial Area, MIDC, Navi, Panvel Mumbai - 410 206, Maharashtra
Mumbai - CS3	Snowman Logistics Limited, M-8, Taloja Industrial Area, MIDC, Navi, Panvel Mumbai - 410 206, Maharashtra
Mumbai - M55	Snowman Logistics Limited, M-55, Taloja Industrial Area, MIDC, Navi, Panvel Mumbai - 410 206, Maharashtra
Mumbai - M32	Snowman Logistics Limited, M-32, Taloja Industrial Area, MIDC, Navi, Panvel Mumbai - 410 206, Maharashtra

Mumbai - K12	Snowman Logistics Limited ,K-12, Taloja Industrial Area, Panvel District, Taloja Mumbai
Visakhapatnam - I	Snowman Logistics Limited, Plot No.32, IDA, Block 'E', Auto Nagar, Visakhapatnam - 530 012, Andhra Pradesh
Visakhapatnam - II	Snowman Logistics Limited, Plot No.248, Block D, IDA, Autonagar, Gajuwaka, Visakhapatnam - 530 012, Andhra Pradesh
Surat	Snowman Logistics Limited, Plot No. A/33, GIDC Ichhapore, Surat-Hazira Road, Surat- 394 510, Gujarat
Bhubaneswar	Snowman Logistics Limited, Khata No.574, Tahasil No.387, Tahasil-Sadar, PS No.187, P.O.Sundargram, Bhubaneshwar Cuttack- 754 002, Odisha
Jaipur	Snowman Logistics Limited, 421 & 422, Saldavaas Village, Amer Tahsil, Jaipur - 303 104 - Rajasthan
Krishnapatnam	Opp. Nidiguntapalem Railway Station, Thatipartipalem (Village), Krishnapatnam Port Road, Nidiguntapalem Post, Venkatachalam Mandal, Nellore Dt. Andhra Pradesh - 52432
Mumbai	A791-6,MIDC Khairane Navi, Mumbai 400710
Pune	Grampanchayat Milkat No. 330, Opposite to Eklahare Grampanchayat, Nashik-Pune Highway, Village Eklahare Tal, Ambegaon Pune Maharashtra Pin Code :- 410515

### xiii. Company's Registered Office Address

Plot No.M-8, Taloja Industrial Area,  
MIDC, Raigad, Navi Mumbai,  
Maharashtra - 410 206



# CEO & CFO CERTIFICATION

We, Sunil Prabhakaran Nair, CEO and Whole-Time Director and A M Sundar, CFO & Company Secretary of Snowman Logistics Limited ('the Company'), to the best of our knowledge and belief do hereby certify that:

1. We have reviewed financial statements and the cash flow statement for the year ending 31st March, 2020 and
  - i. These statements do not contain any materially untrue statement or omit any material factor or contain statements that might be misleading;
  - ii. These statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
2. There are, to the best of our knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or violative of the company's code of conduct.
3. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
4. We have indicated to the auditors and the Audit committee:
  - i. Significant changes in internal control over financial reporting during the year;
  - ii. Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
  - iii. Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over financial reporting.

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

**A M Sundar**  
**CFO & Company Secretary**

**Place: Bangalore**  
**Date: June 5, 2020**

# Corporate Governance Compliance Certificate

## Independent Auditor's Report on compliance with the conditions of Corporate Governance as per provisions of Chapter IV of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended

The Members of Snowman Logistics Limited  
Snowman House 54, Old Madras Road,  
Virgonagar, Bangalore,  
India-560049

1. The Corporate Governance Report prepared by Snowman Logistics Limited (hereinafter the "Company"), contains details as specified in regulations 17 to 27, clauses (b) to (i) of sub - regulation (2) of regulation 46 and para C, D, and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("the Listing Regulations") ('Applicable criteria') for the year ended March 31, 2020 as required by the Company for annual submission to the Stock exchange.

### Management's Responsibility

2. The preparation of the Corporate Governance Report is the responsibility of the Management of the Company including the preparation and maintenance of all relevant supporting records and documents. This responsibility also includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Corporate Governance Report.

3. The Management along with the Board of Directors are also responsible for ensuring that the Company complies with the conditions of Corporate Governance as stipulated in the Listing Regulations, issued by the Securities and Exchange Board of India.

### Auditor's Responsibility

4. Pursuant to the requirements of the Listing Regulations, our responsibility is to provide a reasonable assurance in the form of an opinion whether, the Company has complied with the conditions of Corporate Governance as specified in the Listing Regulations.

5. We conducted our examination of the Corporate Governance Report in accordance with the Guidance Note on Reports or Certificates for Special Purposes and the Guidance Note on Certification of Corporate Governance, both issued by the Institute of Chartered Accountants of India ("ICAI"). The Guidance Note on Reports or Certificates for Special Purposes requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.

6. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

7. The procedures selected depend on the auditor's judgement, including the assessment of the risks associated in compliance of the Corporate Governance Report with the applicable criteria. Summary of procedures performed include:

- i. Read and understood the information prepared by the Company and included in its Corporate Governance Report;
- ii. Obtained and verified that the composition of the Board of Directors with respect to executive and non-executive directors has been met throughout the reporting period;
- iii. Obtained and read the Register of Directors as on 31 March 2020, and verified that at least one independent woman director was on the Board of Directors as on 31 March 2020;
- iv. Obtained and read the opinion of management expert in regard to consequences as per SEBI LODR and Companies Act 2013 for delay in appointment of women independent director;
- v. Obtained and read the minutes of the following committee meetings/other meetings held from 01 April 2019 to 31 March 2020:
  - (a) Board of Directors;
  - (b) Audit Committee;
  - (c) Annual General Meeting (AGM)
  - (d) Nomination and Remuneration Committee;
  - (e) Stakeholders Relationship Committee;
- vi. Obtained necessary declarations from the directors of the Company.
- vii. Obtained and read the policy adopted by the Company for related party transactions.
- viii. Obtained the schedule of related party transactions during the year and balances at the year- end. Obtained and read the minutes of the audit committee meeting where in such related party transactions have been pre-approved prior by the audit committee.
- ix. Performed necessary inquiries with the management and also obtained necessary specific representations from management.

8. The above-mentioned procedures include examining evidence supporting the particulars in the Corporate Governance Report on a test basis. Further, our scope of work under this report did not involve us performing audit tests for the purposes of expressing an opinion on the fairness or accuracy of any of the financial information or the financial statements of the Company taken as a whole.

#### Basis for Qualified Opinion

9. We further report that the Company has appointed the independent women director w.e.f. 15 May 2020 which is subsequent to 01 April 2020 being the last date of appointment of women independent director as per the provisions of Regulation 17(1)(a) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 for top 1000 listed entities.

#### Qualified Opinion

10. Based on the procedures performed by us, as referred in paragraph 7 above, and according to the information and explanations given to us, except for the matter(s) stated in paragraph 9 above, we are of the opinion that the Company has complied with the conditions of Corporate Governance as specified in the Listing Regulations, as applicable for the year ended March 31, 2020, referred to in paragraph 4 above.

#### Other matters and Restriction on Use

11. This report is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

12. This report is addressed to and provided to the members of the Company solely for the purpose of enabling it to comply with its obligations under the Listing Regulations with reference to compliance with the relevant regulations of Corporate Governance and should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care or for any other purpose or to any other party to whom it is shown or into whose hands it may come without our prior consent in writing. We have no responsibility to update this report for events and circumstances occurring after the date of this report.

For S.R. Batliboi & Co. LLP

Chartered Accountants

ICAI Firm Registration Number: 301003E/E300005

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per Vishal Sharma

Partner

Membership Number: 096766

UDIN: 20096766AAAABA8822

Place of Signature: Faridabad

Date: 05 June 2020

# COMPANY SECRETARY'S CERTIFICATE

To,

The Members

Snowman Logistics Limited,

Plot No. M-8, Taloja Industrial Area,

MIDC, Raigad, Navi Mumbai

Mumbai - 410206.

My report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the company. My responsibility is to express an opinion on these secretarial records based on my audit.

2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for my opinion.

3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.

4. Wherever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.

5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is responsibility of management. My examination was limited to the verification of procedures on test basis.

6. The Secretarial Audit report is neither an assurance as to the further viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

Nagendra D. Rao  
Practising Company Secretary  
Membership No. FCS - 5553  
Certificate of Practice - 7731  
UDIN: F005553B000318580

543/A, 7th Main,  
3rd Cross, S. L. Bhyrappa Road,  
Hanumanthnagar,  
Bengaluru - 560 019.

Place : Bengaluru  
Date : June 05, 2020.

## Annexure B Form No. MR-3

### SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2020

**[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]**

To,  
The Members,  
Snowman Logistics Limited,  
Plot No. M-8, Taloja Industrial Area,  
MIDC, Raigad, Navi Mumbai  
Mumbai - 410206.

I have conducted the secretarial audit of the compliance of the applicable statutory provisions and the adherence to good corporate practices by Snowman Logistics Limited (hereinafter called the company). Secretarial Audit was conducted in the manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Snowman Logistics Limited's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the company, its officers, agents and authorized representatives during the conduct of the secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31st March, 2020 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by Snowman Logistics Limited ("the Company") for the financial year ended on 31st March, 2020 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
  - (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;

(e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 [Not Applicable as the Company has not issued any debt securities during the financial year under review];

(f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with clients [Not Applicable as the Company is not registered as Registrar to Issue and Share Transfer Agent during the financial year under review];

(g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 [Not Applicable as the Company has not delisted / propose to delist its equity shares from any stock exchange during the financial year under review]; and

(h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 [Not Applicable as the Company has not bought back / propose to buyback any of its securities during the financial year under review];

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

(vi) The Laws as are applicable specifically to the Company are as under:

- a) The Food Safety and Standards Act, 2006 and Regulations made thereunder;
- b) Drugs and Cosmetics Act, 1940;
- c) Carriage Road Act, 2007;
- d) Motor Vehicles Act, 1988;
- e) The Water (Prevention and Control of Pollution) Act, 1974;
- f) The Water Access Act, 1977;
- g) The Air (Prevention and Control of Pollution) Act, 1981;
- h) The Environment Protection Act, 1986 and
- i) The Hazardous Wastes (Management and Handling) Rules, 1989;
- j) The Factories Act, 1948;
- k) The Minimum Wages Act, 1948;
- l) The Employees Provident Funds and Miscellaneous Provisions Act, 1952;
- m) The Payment of Bonus Act, 1965;
- n) The Contract Labour (Regulation and Abolition) Act, 1970;
- o) The Payment of Gratuity Act, 1972 and
- p) Industrial Disputes Act, 1947.

I have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India
- (ii) The Listing Agreements entered into by the Company with BSE Limited and National Stock Exchange of India Limited.
- (iii) The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

**I further report that:**

The Board of Directors of the company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

As per the Minutes of the Board of Directors duly recorded and signed by the Chairman, the decisions were unanimous and no dissenting views were required to be recorded.

I further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that during the audit period following specific events have taken place:

1. 26% of the Voting Share Capital of the Company ("Target Company") has been acquired by Adani Logistics Limited ("Acquirer") together with Adani Ports And Special Economic Zone Limited ("PAC"), as the person acting in concert with the Acquirer through an Open Offer made in compliance with Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, and subsequent amendments thereto. The same was intimated to the National Stock Exchange and Bombay Stock Exchange (Stock Exchanges on which the shares of the entity are listed) on December 27, 2019.

2. M/s Gateway Distriparks Limited, ("Seller") who holds 6,72,54,119 Equity Shares constituting 40.25% of the Voting Share Capital in the Company has entered in to Share Purchase Agreement dated December 27, 2019, with Adani Logistics Limited ("Acquirer") together with Adani Ports And Special Economic Zone Limited ("PAC"), as the person acting in concert, to sell its shareholding to the Acquirer. The same was in intimated to the National Stock Exchange and Bombay Stock Exchange (Stock Exchanges on which the shares of the entity are listed) on December 27, 2019.

As per the terms of the Agreement, the proposed sale of shares of the Company by the Seller to the Acquirer was expected to be consummated / completed on or before 31st March, 2020. However, the company have been informed that the sale of shares has not been completed as on March 31st, 2020. The company has informed the stock exchanges vide their letter dated May 22nd, 2020 that the Seller has initiated arbitration proceedings against the Acquirer pursuant to the provisions of the Agreement.

Nagendra D. Rao  
Practising Company Secretary  
Membership No. FCS - 5553  
Certificate of Practice - 7731  
UDIN: F005553B000318580

543/A, 7th Main,  
3rd Cross, S. L. Bhyrappa Road,  
Hanumanthnagar,  
Bengaluru - 560 019.

Place : Bengaluru  
Date : June 05, 2020.

## Annexure C

# NOMINATION, REMUNERATION AND BOARD EVALUATION POLICY

### A) CRITERIA FOR EVALUATING DIRECTORS, KEY MANAGERIAL PERSON AND OTHER EMPLOYEES:

#### 1. Personal Specification for Directors

##### 1.1 Qualification:

- Degree holder in relevant disciplines (e.g. management, accountancy, legal);
- Recognized specialist

##### 1.2. Experience:

- Experience of management in a diverse organization
- Experience in accounting and finance, administration, corporate and strategic planning or fund management
- Demonstrable ability to work effectively with a Board of Directors

##### 2. Skills:

- Excellent interpersonal, communication and representational skills
- Demonstrable leadership skills
- Extensive team building and management skills
- Strong influencing and negotiating skills
- Having continuous professional development to refresh knowledge and skills

##### 3. Abilities and Attributes:

- Commitment to high standards of ethics, personal integrity and probity
- Commitment to the promotion of equal opportunities, community cohesion and health and safety in the work place.

##### 4. Independence:

- Person of integrity and possesses relevant expertise and experience
- Not a promoter of the company or its holding, subsidiary or associate company
- Not related to promoters or directors in the company, its holding, subsidiary or associate company.
- No pecuniary relationship with the company, its holding, subsidiary or associate company, or their promoters, or directors, during current & immediately preceding 2 financial years
- Relatives do not have pecuniary relationship or transaction with the company, its holding, subsidiary or associate company, or their promoters, or directors, exceeding the lower amount of 2% or more of total income or Rs. 50 Lacs or prescribed amount during current & immediately preceding 2 financial years

- Neither person nor relatives hold position of a key managerial personnel or employee of the company or its holding, subsidiary or associate company in any of the 3 financial years immediately preceding the financial year of proposed appointment

- Not an employee or proprietor or a partner, in any of the 3 financial years immediately preceding the financial year of proposed appointment of a firm of auditors or company secretaries in practice or cost auditors of the company or its holding, subsidiary or associate company or any legal or a consulting firm that has or had any transaction with the company, its holding, subsidiary or associate company amounting to 10% per cent. or more of the gross turnover of such firm

- Not holds together with relatives 2% per cent. or more of the total voting power of the company; or is a Chief Executive or director, by whatever name called, of any nonprofit organization that receives 25% or more of its receipts from the company, any of its promoters, directors or its holding, subsidiary or associate company or that holds 2% or more of the total voting power of the company

- such other qualifications that may be prescribed.

### B) BOARD EVALUATION:

As per the Company's Board Evaluation Policy, approved by the Board of Directors, the performance criteria are as follows:

i) The performance evaluation criteria of the Board includes:-

- a) Growth in Business volumes and profitability, compared to earlier periods;
- b) Growth over the previous years through inorganic expansion;
- c) Transparency and fairness in Board Decision making processes.

ii) The performance evaluation criteria of Individual Directors and Committees includes:-

- a) Attendance record and intensity of participation at meetings,
- b) Quality of interventions,
- c) Special contributions and
- d) Inter-personal relationships with other Directors and management

### C) POLICY FOR REMUNERATION TO DIRECTORS, KEY MANAGERIAL PERSON AND OTHER EMPLOYEES:

#### Base Compensation (fixed salaries)

Must be competitive and reflective of the individual's role, responsibility and experience in relation to performance of day-to-day activities, usually reviewed on an annual basis; (includes salary, allowances and other statutory/non-statutory benefits which are normal part of remuneration package in line with market practices).

### Variable salary

Based on the performance of the Company and the employees, annual bonus will be paid to the employees, normally equal to one month's salary.

### Retirement Benefits

Contribution to Provident fund, Gratuity etc as per Company rules and statutory requirements.

### Director's remuneration

Section 197(5) provides for remuneration by way of a fee to a director for attending meetings of the Board of Directors and Committee meetings or for any other purpose as may be decided by the Board. Section 197(1) of the Companies Act, 2013 provides for the total managerial remuneration payable by the Company to its directors, including managing director and whole time director, and its manager in respect of any financial year shall not exceed eleven percent of the net profits of the Company computed in the manner laid down in Section 198 in the manner as prescribed under the Act. The Company with the approval of the Shareholders and Central Government may authorize the payment of remuneration exceeding eleven percent of the net profits of the company, subject to the provisions of Schedule V.

The Company may with the approval of the shareholders authorise the payment of remuneration up to five percent of the net profits of the Company to its anyone Managing Director/Whole Time Director/Manager and ten percent in case of more than one such official. The Company may pay remuneration to its directors, other than Managing Director and Whole Time Director up to one percent of the net profits of the Company, if there is a managing director or whole time director or manager and three percent of the net profits in any other case.

The net profits for the purpose of the above remuneration shall be computed in the manner referred to in Section 198 of the Companies Act, 2013.

The Independent Directors shall not be entitled to any stock option and may receive remuneration by way of fee for attending meetings of the Board or Committee thereof or for any other purpose as may be decided by the Board and profit related commission as may be approved by the members. The sitting fee to the Independent Directors shall not be less than the sitting fee payable to other directors subject to provisions of section 197 and the rules made thereunder. The remuneration payable to the Directors shall be as per the Company's policy and shall be valued as per the Income Tax Rules.

The remuneration payable to the Key Managerial Personnel and the Senior Management shall be as may be decided by the Board having regard to their experience, leadership abilities, initiative taking abilities and knowledge base and determined keeping in view the industry benchmark, the relative performance of the company to the industry performance and review on remuneration packages of other organizations.-informed about the operations of the Company, its subsidiaries and associates. Visits to the Company's facilities at various locations are also organized for the Directors.



## Annexure D

# Annual Report on Corporate Social Responsibility (CSR) activities for the financial year 2019-20

### 1. Brief Outline of CSR Policy

Your Company believes being part of the community where it operates its businesses and making a significant and sustainable contribution which makes a meaningful difference to the community. The vision is to contribute to the social and economic development of the community where we operate. The CSR activities are guided by the provisions and rules under the Companies Act 2013. The Company will undertake projects / activities that are approved under Schedule VII of the Companies Act 2013, as amended from time to time. All projects will be identified in a participatory manner, in consultation with the community by constantly engaging with them. Social organizations which have invested effort, time and dedication in identifying projects, will be consulted. To optimize the results which can be achieved from limited resources, a time frame, budget and action plan will be set, with which significant results can be achieved in a time bound manner. Collaborating with like minded people, organizations and various business associations which run programs for the benefit of the community through CSR activities will also be done to optimize results. Details of the Corporate Social Responsibility Policy can be accessed from our website: [www.snowman.in](http://www.snowman.in)

2. The CSR Committee of Board consists of Mr. Prem Kishan Gupta (Chairman), Mr. Arun Kumar Gupta (Independent Director) and Mrs. Mamta Gupta (Director)

3. Average Net Profit of the Company for the last three years is Rs. (3,07,00,391)/-

4. Prescribed CSR Expenditure (2% of amount in item 3 above) is Rs. (6,14,008)/-

5. Details of CSR to be spent for the financial year 2019-20

a. Total Amount to be spent for the financial year 2018-19: Nil

b. Amount unspent: Nil

6. During the year 2019-20 the Company has not spent any amount on CSR activities. More detailed in Directors Report. However the Company has spent 2% of Average Net profit during the financial year 2014-15, 2015-16 and 2018-19.

### 7. Responsibility statement of CSR Committee

We, the CSR Committee of the Board of Directors of Snowman Logistics Limited confirm that the implementation and monitoring of CSR policy, is in compliance with CSR objectives and policy of the Company.

**Mr.Prem Kishan Dass Gupta**  
Chairman & Director

**Mr. Arun Kumar Gupta**  
Independent Director

**Mrs. Mamta Gupta**  
Director

## Annexure E

**FORM MGT-9**  
**EXTRACT OF ANNUAL RETURN**  
**As on financial year ended 31 March 2020**

**[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]**

**I. REGISTRATION AND OTHER DETAILS**

i	CIN	L15122MH1993PLC285633
ii	Registration Date	17 March 1993
iii	Name of the Company	Snowman Logistics Ltd
iv	Category / Sub-Category of the Company	Public limited company/ Limited by shares
v	Address of the Registered office and contact details	Plot No. M-8, Taloja Industrial Area, MIDC, Raigad, Raigarh Navi Mumbai- 410 206 Email: investorrelations@snowman.in Website: www.snowman.in
vi	Whether listed Company	Yes
vii	Name, Address and Contact details of Registrar and Transfer Agent, if any:	Link Intime India Private Limited C - 101, 247 Park, LBS Marg, Vikhroli (West) Mumbai - 400 083, Maharashtra, India Tel No.: +91 22 4918 6270 Fax No.: +91 22 4918 6060

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY**

Sl. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
1	Temperature controlled logistics including, but not limited to storage, transportation by road, and distribution of products requiring a temperature controlled environment.	52101	98%
		4923	2%

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANY**

Sl. No	Name and Address of the Company	CIN/GLN	Holding / Subsidiary/Associate Company	% of shares held	Applicable Section
	Nil				

**IV. SHAREHOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)**

i) Category-wise shareholding

Sl. No.	Category of Shareholders	No. of shares held at the beginning of the year- 01 April, 2019				No. of shares held at the end of the year-31 March 2020				% change during the year
		Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	

<b>(A)</b>	<b>Promoter &amp; Promoter Group</b>									
<b>1</b>	<b>Indian</b>									
<b>(a)</b>	Individuals/Hindu Undivided Family	-	-	-	-	-	-	-	-	-
<b>(b)</b>	Central Government/State Government(s)	-	-	-	-	-	-	-	-	-
<b>(c)</b>	Bodies Corporate	67,254,119	-	67,254,119	40.25	67,254,119	-	67,254,119	40.25	-
<b>(d)</b>	Financial Institutions/Banks	-	-	-	-	-	-	-	-	-
<b>(e)</b>	Any Other (Total)	-	-	-	-	-	-	-	-	-
	<b>Sub Total (A) (1)</b>	<b>67,254,119</b>		<b>67,254,119</b>	<b>40.25</b>	<b>67,254,119</b>		<b>67,254,119</b>	<b>40.25</b>	<b>-</b>
<b>2</b>	<b>Foreign</b>									
Sl. No.	Category of Shareholders	No of shares held at the beginning of the year- 01 April 2019				No of share held at the end of the year- 31 March 2020				% change during the year
		Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	
<b>(a)</b>	Individuals (Non-Resident Individuals/ Foreign Individuals)	-	-	-	-	-	-	-	-	-
<b>(b)</b>	Bodies Corporate	-	-	-	-	-	-	-	-	-
<b>(c)</b>	Banks/Financial Institutions	-	-	-	-	-	-	-	-	-
<b>(d)</b>	Other Individuals	-	-	-	-	-	-	-	-	-
<b>(e)</b>	Any Other (Total)	-	-	-	-	-	-	-	-	-
	<b>Sub Total (A) (2)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
	<b>Total Shareholding of Promoter and Promoter Group (A)= (A) (1)+(A)(2)</b>	<b>67,254,119</b>	<b>0</b>	<b>67,254,119</b>	<b>40.25</b>	<b>67,254,119</b>	<b>0</b>	<b>67,254,119</b>	<b>40.25</b>	<b>-</b>
<b>(B)</b>	<b>Public shareholding</b>									
<b>1</b>	<b>Institutions</b>									
<b>(a)</b>	Mutual Funds/ UTI	-	-	-	-	-	-	-	-	-
<b>(b)</b>	Financial Institutions/Banks	3,25,096	-	3,25,096	0.19	2,92,775	0	2,92,775	0.18	0.01
<b>(c)</b>	Central Government/State Government(s)	-	-	-	-	-	-	-	-	-
<b>(d)</b>	Venture Capital Funds	-	-	-	-	-	-	-	-	-

(e)	Insurance Companies	-	-	-	-	-	-	-	-	-
(f)	Foreign Institutional Investors	-	-	-	-	-	-	-	-	-
(g)	Foreign Venture Capital Investors	-	-	-	-	-	-	-	-	-
(h)	Any Other (Total)	-	-	-	-	-	-	-	-	-
(i)	Foreign Portfolio Investors	6,26,817	-	6,26,817	0.36	3,41,131	-	3,41,131	0.20	0.16
	<b>Sub-Total (B) (1)</b>	<b>9,51,913</b>		<b>9,51,913</b>	<b>0.55</b>	<b>6,33,906</b>	<b>-</b>	<b>6,33,906</b>	<b>0.38</b>	<b>0.17</b>
(2)	<b>Central Govt/ State Govt</b>									
	<b>Sub-Total (B) (2)</b>	-	-	-	-	-	-	-	-	-
(3)	<b>Non-institutions</b>									0.00
(a)	Bodies Corporate	71,15,142	-	71,15,142	4.26	4,69,30,970	-	4,69,30,970	28.09	23.83
	i. Individual	-	-	-	-	-	-	-	-	-
	ii. Overseas	-	-	-	-	-	-	-	-	-
(b)	Individuals									0.00
	i. Shareholders Holding Nominal Share Capital Up To Rs. 2 Lakh.	3,87,19,936	156	3,87,20,092	23.17	3,33,16,932	156	3,33,17,088	19.94	3.23
	ii. Individual Shareholders Holding Nominal Share Capital In Excess Of Rs. 2 Lakh	1,39,09,427	-	1,39,09,427	8.32	1,03,52,368	-	1,03,52,368	6.20	2.12
(c)	Qualified Foreign Investor	-	-	-	-	-	-	-	-	-
(d)	Any Other	-	-	-	-	-	-	-	-	-
(d1)	Clearing Member	7,33,192	-	7,33,192	0.44	3,12,930	-	3,12,930	0.19	0.25
(d2)	Directors/Relatives	6,98,020	-	6,98,020	0.42	6,99,020	-	6,99,020	0.42	0.00
(d3)	Foreign Companies	2,81,50,147	-	2,81,50,147	16.85	27,53,951	-	27,53,951	1.65	15.20
(d4)	Foreign Nationals	-	-	-	-	-	-	-	-	-
(d5)	Non Resident Indians (Non Repat)	5,34,626	-	5,34,626	0.33	6,00,955	-	6,00,955	0.36	0.03
(d6)	Non Resident Indians (Repat)	26,83,643	-	26,83,643	1.62	22,94,146	-	22,94,146	1.37	0.43
(d7)	Overseas Bodies Corporates	-	3,632,000	3,632,000	2.17	-	-	-	-	-
(d8)	Trusts	-	-	-	-	-	-	-	-	-
(d9)	Hindu Undivided Families	25,18,802	-	25,18,802	1.51	19,33,542	-	19,33,542	1.16	0.35

(d10)	NBFCs registered with RBI	1,86,872	-	1,86,872	0.11	5,000	-	5,000	0.003	0.107
	Sub-Total (B)(3)	9,52,49,807	36,32,156	9,88,81,963	59.18	9,91,99,814	156	9,91,99,970	59.37	0.19
	Total Public Shareholding (B)= (B)(1)+(B)(2)+ (B)(3)	9,62,01,720	36,32,156	9,98,33,876	59.75	9,98,33,720	156	9,98,33,876	59.75	0
	<b>TOTAL (A)+(B)</b>	<b>16,34,55,839</b>	<b>36,32,156</b>	<b>167,087,995</b>	<b>100.00</b>	<b>167,087,839</b>	<b>156</b>	<b>167,087,995</b>	<b>100.00</b>	<b>0</b>
Sl. No.	Category of Shareholders	No. of shares held at the beginning of the year				No. of shares held at the end of the year				% change during the year
		Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	
(C)	Shares held by Custodians and against which Depository Receipts have been issued	-	-	-	-					
C1	Promoter and Promoter Group	-	-	-	-					
C2	Public	-	-	-	-					
	<b>GRAND TOTAL (A)+(B)+(C)</b>	<b>16,34,55,839</b>	<b>36,32,156</b>	<b>167,087,995</b>	<b>100</b>	<b>167,087,839</b>	<b>156</b>	<b>167,087,995</b>	<b>100</b>	<b>0</b>

## ii) Shareholding of promoters

Sl No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	Gateway Distriparks Limited	67,254,119	40.25		67,254,119	40.25	-	-
	<b>Total</b>	<b>67,254,119</b>	<b>40.25</b>		<b>67,254,119</b>	<b>40.25</b>	<b>-</b>	<b>-</b>

## iii. Change in promoter's shareholding, if any

Sl. No.		Shareholding at the beginning of the year (1-4-2019)		Cumulative Shareholding during the year (1-4-2019 to 31-3-2020)	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	67,254,119	40.25	67,254,119	40.25
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	NIL	NIL	NIL	NIL
	<b>At the End of the year</b>	<b>67,254,119</b>	<b>40.25</b>	<b>67,254,119</b>	<b>40.25</b>

Note : There is no change in the total shareholding of promoters between 01-04-2019 and 31-03-2020

**iv. Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):**

Sr.No	Name of Shareholder	Shareholding at the beginning of the year		Change in Shareholding (No. of Shares)		Shareholding at the end of the year	
		No. of Shares	% of total shares of the Company	Decrease	Increase	No of Shares	% of total shares of the Company
1	ADANI LOGISTICS LIMITED	-	-	-	4,34,42,879	4,34,42,879	26
2	S. SHYAM	15,90,000	0.95	-	-	15,90,000	0.95
3	MITSUBISHI CORPORATION	1,56,41,000	9.36	1,43,73,112	-	12,67,888	0.76
4	LAGUNA INTERNATIONAL PTE LTD	11,91,647	0.71	-	-	11,91,647	0.71
5	HARISH NAGPAL	-	-	-	6,58,222	6,58,222	0.39
6	VIVEK KRISHAN GUPTA	-	-	-	4,49,577	4,49,577	0.27
7	GOPINATH PILLAI	4,40,000	0.26	-	-	4,40,000	0.26
8	PREM KISHAN DASS GUPTA	4,40,000	0.26	-	-	4,40,000	0.26
9	SATPAL KHATTAR	4,40,000	0.26	-	-	4,40,000	0.26
10	SHYAMA DEVI RATHI	4,40,000	0.24	-	-	4,40,000	0.24

\*The shares of the Company are traded on a daily basis and hence the date wise increase / decrease in shareholding is not indicated. Shareholding is consolidated based on permanent account number (PAN) of the shareholder

## v. Shareholding of Directors and Key Managerial Personnel:

Sl.	Name	Shareholding at the beginning of the year		Increase	Decrease	Shareholding at the end of the year	
		No. of Shares	% of total shares of the company			No. of shares	% of total shares of the company
<b>A</b>	<b>Directors</b>						
1	Prem Kishan Dass Gupta (Chairman & Director)	4,40,000	0.26	-	-	4,40,000	0.26
2	Shabbir Hassnabhai (Independent Director)	2,20,000	0.13	-	-	2,20,000	0.13
3.	Mamta Gupta	-	-	-	-	-	-
4.	Bhaskar Avula Reddy	-	-	-	-	-	-
5.	Arun Kumar Gupta	-	-	-	-	-	-
6.	Sunil P. Nair	3020	0.0018	1000	-	4020	0.0019
7.	Anil Aggarwal	-	-	-	-	-	-
8.	Mamoru Yokoo	-	-	-	-	-	-
<b>B</b>	<b>Key Managerial Personnel (KMP's)</b>						
1	A M Sundar	148	0.00	-	-	148	-

## V. INDEBTNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

(Amount in Lakhs)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	9311.33			9311.33
ii) Interest due but not paid				
iii) Interest accrued but not due	94.62			94.62
<b>Total (i+ii+iii)</b>	<b>9405.95</b>			<b>9405.95</b>
<b>Change in Indebtedness during the financial year</b>				
-Addition	500			500
-Reduction	(3,462.46)			(3,462.46)
<b>Net Change</b>	<b>(2,962.46)</b>			<b>(2,962.46)</b>
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	6,180.18			6,180.18
ii) Interest due but not paid	60.69			60.69
iii) Interest accrued but not due				
<b>Total (i+ii+iii)</b>	<b>6,240.87</b>			<b>6,240.87</b>

**VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL****A. Remuneration to Managing Director, Whole-time Directors and/or Manager:**

Sl. No.	Particulars of Remuneration	Name of MD/WTD/ Manager	
		Sunil Prabhakaran Nair	
			Total Amount
1.	Gross Salary		
	a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	82,03,596	82,03,596
	(b) Value of perquisites	30,88,004	30,88,004
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-	-
2.	Stock Option	-	-
3.	Sweat Equity	-	-
4.	Commission - as % of profit - others, specify...	-	-
5.	Others, (consideration to provident fund reimbursement)	9,90,400	9,90,400
	Total (A)	<b>1,22,82,000</b>	<b>1,22,82,000</b>
	Ceiling as per Act		

**B. Remuneration to other Directors:**

Sl. no.	Particulars of Remuneration	Shabbir Hassanbhai	Arun Kumar Gupta	Bhaskar Avula Reddy	Anil Aggarwal	Total Amount
1.	Independent Directors · Fee for attending board committee meetings · Commission · Others	5,00,000	5,00,000	5,00,000	5,00,000	20,00,000
	<b>Total (1)</b>	<b>5,00,000</b>	<b>5,00,000</b>	<b>5,00,000</b>	<b>5,00,000</b>	<b>20,00,000</b>
2.	Other Non-Executive Directors · Fee for attending board committee meetings · Commission · Others, please specify	Prem Kishan Gupta 5,00,000	Mamoru Yokoo 3,00,000	Mamta Gupta 5,00,000		13,00,000
	<b>Total (2)</b>	<b>5,00,000</b>	<b>3,00,000</b>	<b>5,00,000</b>	-	<b>13,00,000</b>
	Total (B)=(1+2)	<b>10,00,000</b>	<b>8,00,000</b>	<b>10,00,000</b>	<b>5,00,000</b>	<b>33,00,000</b>
	Total Managerial Remuneration*					<b>1,55,82,000</b>

\*Total Managerial Remuneration – Total (A) + Total (B)



**C. Remuneration to Key Managerial Personnel other than Managing Director, Whole-time Directors and/or Manager:**

Sl. no.	Particulars of Remuneration	Key Managerial Personnel
		Mr. A.M. Sundar Chief Financial Officer, Company Secretary & Compliance Officer
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites  (c) Profits in lieu of salary	51,04,231 20,65,004  -
2.	Stock Option	-
3.	Sweat Equity	-
4.	Commission - as % of profit	-
5.	Others, (contribution to provident fund & other allowances)	5,04,000
	<b>Total</b>	<b>76,73,235</b>

**VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:**

Type	Section of the Companies Act	Brief Description	Details of penalty/Punishment / Compounding fees imposed	Authority (RD/ NCLT/Court)	Appeal made, if any
<b>A. Company</b>					
Penalty			None		
Punishment					
Compounding					
<b>B. Directors</b>					
Penalty			None		
Punishment					
Compounding					
<b>C. Other officers in default</b>					
Penalty			None		
Punishment					
Compounding					

## Annexure F

# Share Capital and Debentures

Information as required under Rule 12(9) of the Companies (Share Capital and Debentures) Rules, 2014, is as below:

Particulars	ESOP Grant I	ESOP Grant II	ESOP Grant III	ESOP Grant IV
Options granted	21,25,000	7,65,000	1,70,000	8,60,000
Options vested	15,25,000	5,63,000	53,600	32,000
Options exercised during the year	NIL	NIL	NIL	NIL
Total No. of Shares arising as a result of exercise of option	15,19,000	4,41,500	39,600	32,000
Options Lapsed	-	-	-	-
Exercise Price INR/share	10.6	10.6	15.4	18.3
Variations in terms of ESOP	-	-	-	-
Money realized by exercise of options	-	-	-	-
Options exercisable from outstanding options at the end of the year	NIL	Nil	Nil	Nil
Weighted Average Market Price of these options at the time of grant (INR per share)	10.6	10.6	15.4	18.3
<b>Employee wise details of options granted</b>				
i) Key Managerial Personnel				
Mr. A. M. Sundar (Chief Financial Officer & Company Secretary)	2,00,000	1,00,000	-	-
ii) Any other employee who receives a grant of options in any one year of option amounting to five percent or more of options granted during that year.				
iii) Identified employees who were granted option, during any one year, equal to or exceeding one percent of the issued capital (excluding outstanding warrants and conversions) of the company at the time of grant				

## Annexure G

# Appointment and Remuneration of Managerial Personnel

Information as required under Rule 5(3) of the companies (Appointment and Remuneration of Managerial Personnel) rules, 2014, and forming part of Directors Report for the Financial Year ended March 31, 2020

Name	Designation	Qualification	Age (In Years)	Previous Employer	Total Experience	Designation at Previous Employment	Date of Joining	Amount	Percentage of Equity Shareholding in the company
Mr. Sunil Prabhakaran Nair*	CEO & Whole time Director	M.Com., MBA.,	49	Coldex Logistics Private Limited	26	Chief Executive Officer	01/12/2016	1,18,82,000	0.0019

\*Appointed w. e. f. December 01, 2016

## Annexure H

### Form No. AOC- 1 PART-A: Subsidiaries

SL. No.	Particulars	Details
1.	Name of the Subsidiary	Nil
2.	The date since when subsidiary was acquired	
3.	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	-
4.	Reporting currency and Exchange rate as on the last date of the relevant financial year in case of foreign subsidiaries	-
5.	Share Capital	-
6.	Reserves & Surplus	-
7.	Total assets	-
8.	Total liabilities	-
9.	Investments	-
10.	Turnover	-
11.	Profit before taxation	-
12.	Provisions for taxation	-
13.	Profit after taxation	-
14.	Proposed Dividend	-
15.	Extent of shareholding (in %)	-

### PART B: Associates and Joint Ventures

SL. No.	Particulars	Details
1.	Name of the Associates and Joint Ventures	Nil
2.	Shares of Associates/ Joint Ventures held by the Company on the year end	
3.	Amount of Investment in Associates/Joint Ventures	
4.	Description of How there is significant influence	-
5.	Reason why the associate/Joint Venture is not consolidated	-
6.	Net worth attributable to shareholding as per latest audited Balance sheet	-
7.	Profit/(Loss) for the year	-

For and on behalf of the Board of Directors  
For Snowman Logistics Limited

Place: New Delhi  
Date: June 5, 2020

Prem Kishan Dass Gupta  
Chairman

## Annexure I

### Form No. AOC- 2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014.

Form for Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arms length transaction under third proviso thereto.

1. Details of contracts or arrangements or transactions not at Arm's length basis.

There were no Contracts or arrangements or transactions entered in to during the year ended March 31, 2020, which were not at Arm's length basis.

2. Details of contracts or arrangements or transactions at Arm's length basis.

SL. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	Gateway Distriparks Limited Promoter Company
b)	Nature of contracts/arrangements/transaction	The company has paid rental amount of Rs. 6.6 Lakhs during the year as part of the rental agreement entered into with Gateway Distriparks Limited on September 11, 2017 at Krishnapatnam
c)	Duration of the contracts/arrangements/transaction	5 Years
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	Nil
e)	Date of approval by the Board	August 10, 2017
f)	Amount paid, if any	Rs. 6.6 Lakhs

**For and on behalf of the Board of Directors  
For Snowman Logistics Limited**

**Place: New Delhi  
Date: June 5, 2020**

**Prem Kishan Dass Gupta  
Chairman**

## Annexure J

### Secretarial Compliance Report of Snowman Logistics Limited for the year ended 31st March, 2020.

I have examined:

- (a) all the documents and records made available to us and explanation provided by **Snowman Logistics Limited** having Corporate Identification Number L15122MH1993PLC285633 ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification, for the year ended 31st March, 2020 ("Review Period") in respect of compliance with the provisions of:
  - (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
  - (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

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

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 **[Not Applicable as the company has not raised any share capital by issue of shares during the financial year under review];**
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 **[Not Applicable as the company has not bought back any securities during the financial year under review];**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 **[Not Applicable to the company during the financial year under review];**
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 **[Not Applicable as the company has not raised any funds by issue of debentures during the financial year under review];**
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013 **[Not Applicable as the company has not raised any capital by issue of Non-Convertible and Redeemable Preference shares during the financial year under review];**
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; and circulars/ guidelines issued thereunder; and based on the above examination, I hereby report that, during the Review Period:
  - (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

Sr.No.	Compliance Requirement (Regulations/ Circulars/ guidelines including specific clause)	Deviations	Observations / Remarks of the Practicing Company Secretary
1.	Regulation 30 - Outcome of the Board meeting (Schedule III Part A - (4).	Delay in intimating Outcome of the Board meetings dated 13th August, 2019 with Bombay Stock Exchange ('BSE').	<p>The Listed entity shall disclose to the exchange (s) within 30 minutes of the closure of the meeting.</p> <p>The Listed Entity had delayed in intimation of the Outcome of the Board meeting dated 13th August, 2019 with BSE due to network issue caused due to heavy rains in Mumbai. However, the listed entity has complied with the provision with a delay.</p> <p>The listed entity had filed the same with the National Stock Exchange of India Limited within the prescribed limit of 30 minutes.</p>

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

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

Sr. No.	Action taken by	Details of Violation	Details of action taken e.g. fines, warning letter, debarment, etc	Observations/Remarks of the Practising Company Secretary, if any
Nil				

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

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

I further report that, Statutory Auditors of the Listed Entity has already been appointed, the terms of appointment of its existing statutory auditor have been suitably modified as on the date of signing of this report to give effect to 6(A) and 6(B) of SEBI Circular No. CIR/CFD/CMD1/114/2019 dated October 18, 2019.

Nagendra D. Rao  
Practising Company Secretary  
Membership No. FCS - 5553  
Certificate of Practice - 7731  
UDIN: L15122MH1993PLC285633

Place: Bengaluru  
Date: June 05, 2020.

No. 543/A, 7th Main, 3rd Cross,  
S.L. Bhyrappa Road, Hanumanthanagar,  
Bangalore - 560 019.

## Annexure K

### Certificate pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

To,  
The Members,  
Snowman Logistics Limited,  
Plot No. M-8, Talaja Industrial Area,  
MIDC, Raigad,  
Navi Mumbai - 410 206

I have examined the relevant registers, records, forms and returns filed, notices and disclosures received from the Directors, minutes books, other books and papers of **Snowman Logistics Limited** having CIN **L15122MH1993PLC285633** and having registered office at **Plot No. M-8, Talaja Industrial Area, MIDC, Raigad, Navi Mumbai - 410 206** (hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as 'the LODR'), as amended vide notification no SEBI/LAD/NRO/GN/2018/10 dated May 9, 2018 issued by SEBI.

In my opinion and to the best of my information and according to the verifications (including DIN status at the portal [www.mca.gov.in](http://www.mca.gov.in)) as considered necessary and explanations furnished to me by the Company, its officers, **I hereby certify that none of the Directors who were on the Board of the Company as on 31st March, 2020 have been debarred or disqualified from being appointed or continuing as Directors of the Companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any other Statutory Authority.**

Ensuring the eligibility of every Director on the Board is the responsibility of the management of the Company. My responsibility is to express an opinion on these based on my verification.

I have conducted necessary verification as much as is appropriate to obtain reasonable assurance about the eligibility or disqualification of the Directors on the Board of the Company.

This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**Nagendra D. Rao**  
**Practising Company Secretary**

Membership No. FCS - 5553  
Certificate of Practice - 7731  
UDIN: F005553B000318571  
No. 543/A, 7th Main, 3rd Cross,  
S.L. Bhyrappa Road, Hanumanthanagar,  
Bangalore - 560 019.

Place: Bengaluru  
Date : June 05, 2020.



## Annexure L

### Business Responsibility Report This section is as per Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

<b>Section A: General information about the company</b>		
1.	Corporate Identity Number (CIN) of the Company	L15122MH1993PLC285633
2	Name of the Company	SNOWMAN LOGISTICS LIMITED
3	Registered Office Address	Plot No. M-8, Taloja Industrial Area, MIDC, Raigad, Navi Mumbai Mumbai Raigarh MH 410206 IN
4	Website	www.snowman.in
5	E-mail Id	investorrelations@snowman.in
6	Financial Year reported	2019-20
7	Sector(s) that the Company is engaged	Temperature controlled logistics
8	List three key products/services that the Company manufactures/provides (as in balance sheet)	Storage, Transportation and Consignment Agency
9	Total number of locations where business activity is undertaken by the Company:	15
10	Markets served by the Company - Local/State/National/International:	The Business of the Company is spread across the Country

<b>SECTION B: FINANCIAL DETAILS OF THE COMPANY</b>		
1.	Paid up Capital (INR)	167.088 Crores
2	Total Turnover (INR)	240.20 Crores
3	Total Profit After Taxes (INR)	(15.01) Crores
4	Total spending on Corporate Social Responsibility (CSR) as percentage of profit after tax (%)	The Company due to the losses incurred was not required to spend on CSR and hence No amount was spent on CSR activities for FY 2019-20.
5	List of activities in which expenditure in 4 above has been incurred:	Nil

SECTION C: OTHER DETAILS		
1.	Does the Company have any Subsidiary Company/ Companies?	No
2	Do the Subsidiary Company/Companies participate in the BR Initiatives of the parent Company? If yes, then indicate the number of such Subsidiary Company(s)	N.A.
3	Do any other entity/entities (e.g. suppliers, distributors etc.) that the Company does business with participate in the BR initiatives of the Company	No

#### SECTION D: BR INFORMATION

##### 1. Details of Director/Directors responsible for BR

###### (a) Details of the Director responsible for implementation of the BR policy/policies:

Sr.No	Particulars	Details
1.	DIN	03454719
2	Name	Mr. Sunil Prabhakaran Nair
3	Designation	CEO & Whole-time Director

###### (b) Details of BR Head

Sr.No	Particulars	Details
1.	DIN	00011670
2	Name	Prem Kishan Dass Gupta
3	Designation	Chairman & Director
4	Telephone number	022-27246500
5	E-mail Id	investorrelations@snowman.in

##### 2. Principle-wise (as per NVGs) BR Policy/Policies - Details of compliance - Reply in Yes (Y)/ No (N)

Sr.No	Questions	Principles (as defined under Section E)								
		P1	P2	P3	P4	P5	P6	P7	P8	P9
1.	Do you have a policy/ policies for the Principles	Y	Y	Y	Y	Y	Y	Y	Y	Y
2	Has the policy been formulated in consultation with the relevant stakeholders?	Y								
3	Does the policy conform to any National/ International standards?	Y Policies conforms with the standards prescribed in the ISO 14001 ( Environment Management system), ISO 22000 ( Food safety Management system, and BRC certification (British Retail Consortium)								
4	Has the policy been approved by the Board? If yes has it been signed by MD/ owner/ CEO/ appropriate Board Director?	Y								

5	Does the Company have a specified committee of the Board/ Director/ Official to oversee the implementation of the policy?	Y CEO oversees the implementation of the policy and reports to the Audit Committee.
6	Indicate the link for the policy to be viewed online?	<a href="https://snowman.in/snowman-policies/">https://snowman.in/snowman-policies/</a>
7	Has the policy been formally communicated to all relevant internal and external stakeholders?	Y, wherever necessary
8	Does the Company have in-house structure to implement the policy/policies.	Y
9	Does the Company have a grievance Redressal mechanism related to the policy/ policies to address stakeholders' grievances related to the policy/policies?	Y, wherever necessary
10	Has the Company carried out independent audit/ evaluation of the working of this policy by an internal or external agency?	Y, wherever necessary

**Governance related to BR**

(a) Indicate the frequency with which the Board of Directors, Committee of the Board or CEO assess the BR performance of the Company. Within 3 months, 3-6 months, Annually, More than 1 year:	The BR performance of the Company under various principles is assessed periodically at various Board and Committee Meetings.
(b) Does the Company publish a BR or a Sustainability Report? What is the hyperlink for viewing this report? How frequently it is published?	It was not required earlier since the same was not applicable to Company. However, the Business responsibility report is part of this Annual Report since it is applicable from this year onwards.

**SECTION E: PRINCIPLE-WISE PERFORMANCE**

<b>Principle 1: Businesses should conduct and govern themselves with Ethics, Transparency and Accountability</b>	
1. Does the policy relating to ethics, bribery and corruption cover only the Company? Yes/ No. Does it extend to the Group/Joint Ventures/ Suppliers/Contractors/NGOs/Others?	The Company has a Code of Conduct for its Directors and Employees that cover issues inter alia related to ethics, workplace responsibilities and conflict of interest. It also covers all dealings with suppliers, customers and other business associates.  Further, the Company has adopted a Whistle Blower Policy to provide a mechanism for employees and Directors of the Company to approach the Chairman of the Audit Committee of the Company for reporting unethical behaviour, actual or suspected, fraud or violation of the Company's code of conduct and SEBI Insider Trading Regulations
2. How many stakeholder complaints have been received in the past financial year and what percentage was satisfactorily resolved by the management?	No complaints have been received in the past financial year.

<b>Principle 2: Businesses should provide goods and services that are safe and contribute to sustainability throughout their life cycle</b>	
List up to 3 of your products or services whose design has incorporated social or environmental concerns, risks and/ or opportunities:	<ol style="list-style-type: none"> <li>1. Cold storage</li> <li>2. Value Added services</li> <li>3. Transportation</li> </ol>
For each such product, provide the following details in respect of resource use (energy, water, raw material etc.) per unit of product (optional): a) Reduction during sourcing/production/ distribution achieved since the previous year throughout the value chain? b) Reduction during usage by consumers (energy, water) has been achieved since the previous year?	<p>The Company use Environmental friendly gas (Fluoro gas (R-404-A) for refrigeration purposes.</p> <p>Approx.10 Lakhs (Gas)</p> <p>Approx. Rs. 19.38 Lakhs (Solar)</p>
Does the Company have procedures in place for sustainable sourcing (including transportation)?	Yes
Has the Company taken any steps to procure goods and services from local & small producers, including communities surrounding their place of work?  (a) If yes, what steps have been taken to improve their capacity and capability of local and small vendors?	Requirements are very specialised hence this is not applicable
Does the Company have a mechanism to recycle products and waste? If yes what is the percentage of recycling of products and waste (separately as 10%)?	No
<b>Principle 3: Businesses should promote the wellbeing of all employees</b>	
1. Total number of employees on rolls	411 as on 31 March 2020
2. Total number of employees hired on temporary/contractual/casual basis	1409 as on 31 March 2020
3. Number of permanent women employees	13 as on 31 March 2020
4. Number of permanent employees with disabilities	Nil
5. Do you have an employee association that is recognized by management	Nil
6. What percentage of your permanent employees is members of this recognized employee association?	N.A.
7. Number of complaints relating to a) child labour, forced labour, involuntary labour, b) sexual harassment c) Discriminatory  in the last financial year and pending, as on the end of the financial year	Nil

8. During the FY 2019-20, the Company has provided safety & skill upgradation training to employees	(a) Permanent Employees -100% (b) Permanent Women Employees -100% (c) Casual/Temporary/Contractual Employees -100% (d) Employees with Disabilities -NA
<b>Principle 4: Businesses should respect the interests of, and be responsive towards all stakeholders, especially those who are disadvantaged, vulnerable and marginalized.</b>	
1. Has the Company mapped its internal and external stakeholders?	Yes
2. Out of the above, has the Company identified the disadvantaged, vulnerable & marginalized stakeholders.	Yes
3. Are there any special initiatives taken by the Company to engage with the disadvantaged, vulnerable and marginalized stakeholders.	Yes
<b>Principle 5: Businesses should respect and promote human rights</b>	
1. Does the policy of the Company on human rights cover only the Company or extend to the Group/ Joint Ventures/ Suppliers/ Contractors/ NGOs/ Others?	Company
2. How many stakeholder complaints have been received in the past financial year and what percent was satisfactorily resolved by the management?	Nil
<b>Principle 6: Business should respect, protect and make efforts to restore the environment</b>	
1. Does the policy related to Principle 6 cover only the Company or extends to the Group/ Joint Ventures/ Suppliers/ Contractors/ NGOs/ others.	The policy Covers the Company, Suppliers and Contractors
2. Does the Company have strategies/ initiatives to address global environmental issues such as climate change, global warming, etc? Y/N. If yes, please give hyperlink for webpage etc.	Yes
3. Does the Company identify and assess potential environmental risks?	Yes.
4. Does the company have any project related to Clean Development Mechanism? If so, provide details thereof, in about 50 words or so. Also, if Yes, whether any environmental compliance report is filed?	No.
5. Has the Company undertaken any other initiatives on clean technology, energy efficiency, renewable energy, etc. Y/N. If yes, please give hyperlink for web page etc	Yes  The company has taken initiative to use Solar wherever possible

6. Are the Emissions/Waste generated by the Company within the permissible limits given by CPCB/ SPCB for the financial year being reported?	Yes. All the warehouses file periodic statutory declarations with the pollution control boards on the emissions and waste generated and they are within permissible limits granted by the pollution control board
7. Number of show cause/ legal notices received from CPCB/ SPCB which are pending (i.e. not resolved to satisfaction) as on end of Financial Year.	Nil
<b>Principle 7: Businesses, when engaged in influencing public and regulatory policy, should do so in a responsible manner</b>	
1. Is your Company a member of any trade and chamber or association?	No
2. Have you advocated/lobbied through above associations for the advancement or improvement of public good? Yes/No	No
<b>Principle 8: Businesses should support inclusive growth and equitable development</b>	
1. Does the Company have specified programmes/ initiatives/ projects in pursuit of the policy related to Principle 8? If yes details thereof	Nil
2. Are the programmes/projects undertaken through in-house team/own foundation/ external NGO/ government structures/ any other organization?	Nil
3. Have you done any impact assessment of your initiative?	N.A
4. What is your Company's direct contribution to community development projects Amount in INR and the details of the projects undertaken	The Company spent an aggregate amount of Rs 58.53 Lakhs during Financial Year 2014-15, 2015-16 and 2018-19 towards CSR activities. However, the Company due to the losses incurred was not required to spend on CSR and hence No amount was spent on CSR activities for FY 2019-20.
5. Have you taken steps to ensure that this community development initiative is successfully adopted by the community? Please explain in 50 words, or so.	N.A

**Principle 9: Businesses should engage with and provide value to their customers and consumers in a responsible manner**

1. What percentage of customer complaints/ consumer cases are pending as on the end of financial year.	Nil
2. Does the Company display product information on the product label, over and above what is mandated as per local laws? Yes / No / N.A. / Remarks (additional information)	N.A.
3. Is there any case filed by any stakeholder against the Company regarding unfair trade practices, irresponsible advertising and/or anti-competitive behaviour during the last five years and pending as on end of financial year.	No
4. Did your Company carry out any consumer survey/ consumer satisfaction trends?	Yes

# Financial **statement**



# Independent Auditor's Report

## INDEPENDENT AUDITOR'S REPORT

To the Members of Snowman Logistics Limited

### Report on the Audit of the Ind AS Financial Statements

#### Opinion

We have audited the accompanying Ind AS financial statements of Snowman Logistics Limited ("the Company"), which comprise the Balance sheet as at March 31 2020, the Statement of Profit and Loss, including the statement of Other Comprehensive Income, the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and notes to the Ind AS financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Ind AS financial statements give the information required by the Companies Act, 2013, as amended ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2020, its loss including other comprehensive income, its cash flows and the changes in equity for the year ended on that date.

#### Basis for Opinion

We conducted our audit of the Ind AS financial statements in accordance with the Standards on Auditing (SAs), as specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the 'Auditor's Responsibilities for the Audit of the Ind AS Financial Statements' section of our report. We are independent of the Company in accordance with the 'Code of Ethics' issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Ind AS financial statements.

#### Emphasis of Matter

We draw your attention to Note 36 to the accompanying Ind AS financial statements, which describes the management's assessment of the impact of the uncertainties related to outbreak of COVID-19 on the business operations of the Company.

Our opinion is not modified in respect of this matter.

#### Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Ind AS financial statements for the financial year ended March 31, 2020. These matters were addressed in the context of our audit of the Ind AS financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have determined the matters described below to be the key audit matters to be communicated in our report. We have fulfilled the responsibilities described in the Auditor's responsibilities for the audit of the Ind AS financial statements section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the Ind AS financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying Ind AS financial statements.

Key audit matters	How our audit addressed the key audit matter
<b>Revenue recognition</b> (as described in 2(d) of the Ind AS financial statements)	
For the year ended March 31, 2020 the Company has recognized revenue from operations of INR 24,020.19 lakhs which primarily pertains to warehousing and transportation services rendered by the Company. Revenue from warehousing services is recognized based on the pallets handled as well as the tariff agreed with the customer where the recovery of consideration is probable. Revenue from transportation services and the related liability towards its vendors are recognized upon receipt of customer acknowledgement forming proof of completion of services and based on the tariff agreed with the customers.	Our audit procedure included the following: <ul style="list-style-type: none"><li>• Assessed the Company's revenue recognition policy and its compliance in terms of Ind AS 115 'Revenue from contracts with customers'.</li><li>• Understood, evaluated and tested the operating effectiveness of key controls related to revenue recognition.</li><li>• Performed sample tests of individual sales transaction and traced to sales invoices and other related documents to assess that the revenue has been recognized as per the tariff agreed / latest correspondence with the customers.</li></ul>

<p>The tariff applied is the rate agreed with customers or estimated by management based on the latest terms of the agreement or latest negotiation with customers and other industry considerations as appropriate. Due to the large variety and complexity of contractual terms, as well as ongoing negotiations with customers, significant judgements are required to estimate the tariff rates applied. If the actual rate differs from the estimated rate applied, this will have an impact on the accuracy of revenue recognised in the current year and accrued as at year end.</p> <p>Revenue is also an important element of how the Company measures its performance, upon which the management is incentivized. The Company focuses on revenue as a key performance measure, which could create an incentive for revenue to be recognized before meeting the requirement of revenue recognition under Ind AS 115. Accordingly, due to significant risk associated with revenue recognition, it was determined to be a key audit matter in our audit of the Ind AS financial statement.</p>	<ul style="list-style-type: none"> <li>• Selected sample of sales transactions made pre and post-year end and compared the period of revenue recognition to supporting documentation to ensure that sales and corresponding trade receivables are properly recorded in the correct period.</li> <li>• Checked the bank advices and credit notes on a sample basis for the net settlement and reviewed aged items for any disputed amounts.</li> <li>• We inspected underlying documentation for any journal entries which were considered to be material related to revenue recognition.</li> </ul>
<p><b>Deferred tax assets with respect to tax loss carry forwards (as described in note 7 of the Ind AS financial statements)</b></p>	
<p>At March 31, 2020, deferred tax assets recognized in the Company's financial statements is INR 4,475.66 lakhs.</p> <p>Deferred tax assets are recognized on carried forward tax losses when it is probable that taxable profit will be available against which the tax losses can be utilized.</p> <p>The Company's ability to recognize deferred tax assets on carried forward tax losses is assessed by management at the end of each reporting period, taking into account forecasts of future taxable profits and the law and jurisdiction of the taxable items and assumptions.</p> <p>Given the degree of estimation based on the projection of future taxable profits, management's decision to create deferred tax assets on tax losses was identified to be a key audit matter.</p>	<p>Our audit procedures included the following:</p> <ul style="list-style-type: none"> <li>• Gained an understanding of the deferred tax assessment process and evaluated the design and tested the operating effectiveness of controls in respect of process of recognizing deferred tax on carried forward tax losses.</li> <li>• We evaluated the methodology applied by the Company with current accounting standards along with future business plan duly approved by board of directors.</li> <li>• Evaluated management's assumptions and estimates like projected revenue growth etc. in relation to the probability of generating future taxable income to support the recognition of deferred income tax asset with reference to forecast taxable income</li> <li>• We checked the consistency of business plan with the latest management estimates as calculated during the budget process and the reliability of the process by which the estimates were calculated and assessed reasons for differences between projected and actual performances.</li> <li>• Tested the arithmetical accuracy of the model.</li> <li>• Checked the adequacy of the disclosures in the financial statements regarding the recognition of deferred tax assets based on unused tax losses.</li> </ul>
<p><b>Adoption of IND AS 116 effective 01 April 2019 (as described in note 5 of the Ind AS financial statements)</b></p>	
<p>The Company has adopted IND AS 116 effective 1 April 2019 which replaced the previous standard IND AS 17 and specifies a new lease accounting model, where lessees are required to recognize a right of use assets and a lease liability arising from a lease on its balance sheet. The Company adopted the modified retrospective approach as per para C8(c)(ii) of IND AS 116-'Leases' as on the date of transition.</p> <p>As a result, as at 01 April 2019, the Company recognized a right of use asset of INR 13,783.08 lakhs (an amount equal to the lease liability).</p> <p>The assessment of the impact of the new standard is significant to our audit, as the balances recorded are material, the update of the accounting policy requires policy elections and the implementation process to identify and process all relevant data associated with the leases is complex. The measurement of the right of-use asset and lease liability is based on assumptions such as discount rates and the lease terms, including termination and renewal options. Hence, this is considered a key audit matter.</p> <p>The lease related disclosures are included in the Note 5, 12E and 12F to the financial statements.</p>	<p>Our audit procedures in this area included the following,</p> <ul style="list-style-type: none"> <li>• Obtained an understanding and evaluated the Company's implementation process, including the review of the updated accounting policy and policy elections in accordance with IND AS 116.</li> <li>• We evaluated management assumptions, specifically the assumptions used to determine the discount rates, lease terms and measurement principals.</li> <li>• Tested the factual inputs and calculation of the right-of-use asset and lease liability calculated by the management for each material lease contract.</li> <li>• Obtained an understanding and evaluated the key controls associated with the relevant process for leases.</li> <li>• Assessed the application and adequacy of the Company's disclosures of the impact of the new standard in the financial statements.</li> </ul>

## Information Other than the Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual report, but does not include the Ind AS financial statements and our auditor's report thereon.

Our opinion on the Ind AS financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the Ind AS financial statements, our responsibility is to read the other information and, in doing so, consider whether such other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

## Responsibilities of Management for the Ind AS Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these Ind AS financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Ind AS financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

## Auditor's Responsibilities for the Audit of the Ind AS Financial Statements

Our objectives are to obtain reasonable assurance about whether the Ind AS financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Ind AS financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Ind AS financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Ind AS financial statements, including the disclosures, and whether the Ind AS financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Ind AS financial statements for the financial year ended March 31, 2020 and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

## Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure 1" a statement on the matters specified in paragraphs 3 and 4 of the Order.

2. As required by Section 143(3) of the Act, we report that:

(a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;

(b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;

(c) The Balance Sheet, the Statement of Profit and Loss including the Statement of Other Comprehensive Income, the Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account;

(d) In our opinion, the aforesaid Ind AS financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended;

(e) On the basis of the written representations received from the directors as on March 31, 2020 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2020 from being appointed as a director in terms of Section 164 (2) of the Act;

(f) With respect to the adequacy of the internal financial controls over financial reporting of the Company with reference to these Ind AS financial statements and the operating effectiveness of such controls, refer to our separate report in "Annexure 2" to this report;

(g) In our opinion, the managerial remuneration for the year ended March 31, 2020 has been paid / provided by the Company to its directors in accordance with the provisions of section 197 read with Schedule V to the Act;

(h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:

i. The Company has disclosed the impact of pending litigations on its financial position in its Ind AS financial statements - Refer Note 26 to the Ind AS financial statements;

ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;

iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

For S.R. Batliboi & Co. LLP  
Chartered Accountants  
ICAI Firm Registration Number: 301003E/E300005

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per Vishal Sharma  
Partner  
Membership Number: 096766  
UDIN: 20096766AAAAAV1302  
Place of Signature: Faridabad  
Date: 05 June 2020

# Annexure 1 to Independent Auditors' Report

referred to in paragraph 1 of our report of even date under section 'Report on other legal and regulatory requirements'

Snowman Logistics Limited ('the Company')

- i. a. The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- b. Fixed assets have been physically verified by the management during the year and no material discrepancies were identified on such verification.
- c. According to the information and explanations given by the management the title deeds of immovable properties included in property, plant and equipment are held in the name of the Company except for one freehold land aggregating to INR 2.22 lakhs as at March 31, 2020 for which title deed was not held in the name of the Company.
- Further, title deeds in respect of certain immovable properties having gross and net book value of INR 1,224.36 lakhs included in property plant, and equipment are pledged with HDFC Bank and are not available with the Company. The same has not been independently confirmed by the bank and hence we are unable to comment on the same.
- ii. The Company's business does not involve inventories and, accordingly, the requirements under paragraph 3(ii) of the Order are not applicable to the Company.
- iii. According to the information and explanations given to us, the Company has not granted any loans, secured or unsecured to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the Companies Act, 2013. Accordingly, the provisions of clause 3(iii)(a), (b) and (c) of the Order are not applicable to the Company and hence not commented upon.
- iv. In our opinion and according to the information and explanations given to us, there are no loans, investments, guarantees, and securities given in respect of which provisions of section 185 and 186 of the Companies Act 2013 are applicable and hence not commented upon.
- v. The Company has not accepted any deposits within the meaning of Sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended). Accordingly, the provisions of clause 3(v) of the Order are not applicable.
- vi. To the best of our knowledge and as explained, the Central Government has not specified the maintenance of cost records under Section 148(1) of the Companies Act, 2013, for the products/services of the Company.
- vii. a. Undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of custom, duty of excise, value added tax, goods and service tax, cess and other statutory dues have generally been regularly deposited with the appropriate authorities though there has been a slight delay in a few cases. The provisions relating to duty of excise are not applicable to the Company.
- b. According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, employees' state insurance, income-tax, service tax, sales-tax, duty of custom, value added tax, goods and service tax, cess and other statutory dues were outstanding, at the year end, for a period of more than six months from the date they became payable. The provisions relating to duty of excise are not applicable to the Company.
- c. According to the records of the Company, the dues of income-tax, wealth tax, sales-tax, value added tax on account of any dispute, are as follows:

Name of the statute	Nature of the dues	Amount (INR in lakhs)	Amount Paid under Protest (INR in lakhs)	Period to which the amount relates (FY)	Forum where the dispute is pending
Income Tax Act, 1961	Income Tax	16.86	-	2002-03; 2005-06; 2006-07; 2011-12	Commissioner of Income Tax (Appeals)
Wealth Tax Act, 1957	Wealth Tax	3.02	-	2001-02	Commissioner of Income Tax (Appeals)
Kerala Value Added Tax, 2003	Value Added Tax	26.93	-	2011-12	Deputy Commissioner (Appeals)
Punjab Value Added Tax, 2005	Value Added Tax	8.42	8.42	2016-17	Deputy Commissioner (Appeals)

According to information and explanation given to us, there are no dues of service tax, duty of customs, goods and service tax and cess which have not been deposited on account of any dispute. The provisions relating to duty of excise are not applicable to the Company.

viii. In our opinion and according to the information and explanations given by the management, the Company has not defaulted in repayment of loans or borrowing to a financial institution, bank or government or dues to debenture holders.

ix. In our opinion and according to the information and explanations given by the management, monies raised by way of term loans were applied for the purposes for which they were raised. Further, based on the information and explanations given by the management, the Company has not raised any money way of initial public offer / further public offer / debt instruments.

x. Based upon the audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given by the management, we report that no fraud by the company or no material fraud on the company by the officers and employees of the Company has been noticed or reported during the year.

xi. According to the information and explanations given by the management, the managerial remuneration has been paid / provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act, 2013.

xii. In our opinion, the Company is not a nidhi company. Therefore, the provisions of clause 3(xii) of the order are not applicable to the Company and hence not commented upon.

xiii. According to the information and explanations given by the management, transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the notes to the financial statements, as required by the applicable accounting standards.

xiv. According to the information and explanations given to us and on an overall examination of the balance sheet, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review and hence, reporting requirements under clause 3(xiv) are not applicable to the company and, not commented upon.

xv. According to the information and explanations given by the management, the Company has not entered into any non-cash transactions with directors or persons connected with him as referred to in section 192 of Companies Act, 2013.

xvi. According to the information and explanations given to us, the provisions of section 45-IA of the Reserve Bank of India Act, 1934 are not applicable to the Company.

**For S.R. Batliboi & Co. LLP**

Chartered Accountants

ICAI Firm Registration Number: 301003E/E300005

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**per Vishal Sharma**

Partner

Membership Number: 096766

UDIN: 20096766AAAAAV1302

Place of Signature: Faridabad

Date: 05 June 2020

# ANNEXURE 2 TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE IND AS FINANCIAL STATEMENTS OF SNOWMAN LOGISTICS LIMITED

## Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of Snowman Logistics Limited ("the Company") as of March 31, 2020 in conjunction with our audit of the IND AS financial statements of the Company for the year ended on that date.

### Management's Responsibility for Internal Financial Controls

The Company's Management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

### Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting with reference to these financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing as specified under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting with reference to these financial statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls over financial reporting with reference to these financial statements and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting with reference to these financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls over financial reporting with reference to these financial statements.

### Meaning of Internal Financial Controls Over Financial Reporting with reference to these Financial Statements

A company's internal financial control over financial reporting with reference to these financial statements process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting with reference to these financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

### Inherent Limitations of Internal Financial Controls Over Financial Reporting with reference to these Financial Statements

Because of the inherent limitations of internal financial controls over financial reporting with reference to these financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting with reference to these financial statements to future periods are subject to the risk that the internal financial control over financial reporting with reference to these financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

## Opinion

In our opinion, the Company has, in all material respects, adequate internal financial controls over financial reporting with reference to these financial statements and such internal financial controls over financial reporting with reference to these financial statements were operating effectively as at March 31, 2020, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

### For S.R. BATLIBOI & CO. LLP

Chartered Accountants

ICAI Firm Registration Number: 301003E/E300005

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### per Vishal Sharma

Membership No.: 096766  
UDIN: 20096766AAAAAV1302  
Place: Faridabad  
Date: 05 June 2020



## Balance Sheet as at 31 March 2020

Particulars	Notes	As at 31 March 2020 INR lakhs	As at 31 March 2019 INR lakhs
<b>I ASSETS</b>			
<b>1) Non-current assets</b>			
(a) Property, plant and equipment	3	36,651.67	41,324.69
(b) Capital work-in-progress	3	14.11	19.80
(c) Intangible assets	4	6.06	7.06
(d) Right of Use Assets	5	13,272.59	-
(e) Financial assets			
(i) Other financial assets	6E	1,132.61	1,090.79
(f) Deferred tax assets (Net)	7	4,475.66	5,325.98
(g) Income tax assets (Net)	8	1,604.59	1,588.74
(h) Other non-current assets	9	758.43	900.70
<b>Total Non-current assets</b>		<b>57,915.72</b>	<b>50,257.76</b>
<b>2) Current assets</b>			
(a) Financial assets			
(i) Trade receivables	6A	5,555.21	5,170.91
(ii) Cash and cash equivalents	6B	174.08	229.87
(iii) Other bank balances	6C	27.78	13.66
(iv) Loan	6D	0.81	0.81
(v) Other financial assets	6E	44.81	51.66
(b) Other current assets	9	448.02	445.11
<b>Total current assets</b>		<b>6,250.71</b>	<b>5,912.02</b>
<b>Total assets</b>		<b>64,166.43</b>	<b>56,169.78</b>
<b>II EQUITY AND LIABILITIES</b>			
<b>1) Equity</b>			
(a) Equity share capital	10	16,708.80	16,708.80
(b) Other equity	11	25,260.13	26,795.44
<b>Total equity</b>		<b>41,968.93</b>	<b>43,504.24</b>
<b>2) Liabilities</b>			
Non-current liabilities			
(a) Financial liabilities			
(i) Borrowings	12A	3,613.07	5,504.87
(ii) Lease Liability	12E	13,612.36	-
(ii) Other financial liabilities	12D	101.93	180.59
(b) Provision	13	50.95	16.73
(c) Other non-current liabilities	14	-	657.93
<b>Total Non-current liabilities</b>		<b>17,378.31</b>	<b>6,360.12</b>
<b>Current liabilities</b>			
(a) Financial liabilities			
(i) Borrowings	12B	667.65	336.34
(ii) Current Portion of Lease Liability	12F	264.14	-
(iii) Trade payables			
-Total outstanding dues to Micro Enterprises and Small Enterprises	12C	1.29	14.72
-Total outstanding dues to Creditors other than Micro Enterprises and Small Enterprises	12C	1,530.53	1,864.14

**Balance Sheet** as at 31 March 2020

Particulars	Notes	As at 31 March 2020 INR lakhs	As at 31 March 2019 INR lakhs
(iv) Other financial liabilities	12D	1,985.64	3,742.68
(b) Provision	13	55.29	83.66
(c) Other current liabilities	14	314.65	263.88
<b>Total current liabilities</b>		<b>4,819.19</b>	<b>6,305.42</b>
<b>Total liabilities</b>		<b>22,197.50</b>	<b>12,665.54</b>
<b>Total equity and liabilities</b>		<b>64,166.43</b>	<b>56,169.78</b>
Summary of significant accounting policies	2		

The accompanying notes are an integral part of the financial statements.

As per our report of even date

**For S.R. Batliboi & Co. LLP**

Chartered Accountants

ICAI firm registration number: 301003E/E300005

**For and on behalf of the Board of Directors of  
Snowman Logistics Limited****per Vishal Sharma**

Partner

Membership number: 096766

Place: Faridabad

Date: June 05, 2020

**Prem Kishan Dass Gupta**

Chairman

DIN: 00011670

Place: New Delhi

Date: June 05, 2020

**Sunil Nair**

CEO and Whole Time  
Director

DIN: 03454719

Place: Bangalore

Date: June 05, 2020

**A. M. Sundar**

CFO and Company  
Secretary

Place: Bangalore

Date: June 05, 2020

## Statement of Profit and Loss for the year ended 31 March 2020

Particulars	Notes	Year ended 31 March 2020 INR lakhs	Year ended 31 March 2019 INR lakhs
<b>Continuing operations</b>			
<b>I Income</b>			
(a) Revenue from contracts with customers	15	24,020.19	23,254.93
(b) Other income	16	318.99	324.89
<b>Total income</b>		<b>24,339.18</b>	<b>23,579.82</b>
<b>II Expenses</b>			
(a) Operating expenses	17	11,792.67	11,834.21
(b) Employee benefit expenses	18	2,401.98	2,303.91
(c) Finance costs	19	1,954.40	1,027.83
(d) Depreciation and amortisation expense	20	5,015.17	4,109.80
(e) Other expenses	21	3,806.39	3,217.93
<b>Total expenses</b>		<b>24,970.61</b>	<b>22,493.67</b>
<b>III Profit/(Loss) before exceptional items and tax (I-II)</b>		<b>(631.43)</b>	<b>1,086.15</b>
<b>IV Exceptional Items</b>		-	-
<b>V Profit/(Loss) before tax from continuing operations (III-IV)</b>		<b>(631.43)</b>	<b>1,086.15</b>
<b>VI Tax expense</b>			
(a) Current tax	22	37.29	32.00
(b) Adjustment of tax relating to earlier periods		(32.00)	
(c) Deferred tax	22	864.38	82.41
<b>Total tax expenses</b>		<b>869.67</b>	<b>114.41</b>
<b>VII Profit/(Loss) for the year from continuing operations (V-VI)</b>		<b>(1,501.10)</b>	<b>971.74</b>
<b>VIII Other comprehensive income</b>			
Items that will not be reclassified to profit or loss:			
Remeasurement (loss)/gain on defined benefit plan	24	(48.27)	7.11
Income tax effects		14.06	(2.48)
<b>Other comprehensive income/(loss) for the year net of tax</b>		<b>(34.21)</b>	<b>4.63</b>
<b>IX Total comprehensive income/(loss) for the year (VII+VIII)</b>		<b>(1,535.31)</b>	<b>976.37</b>
<b>Profit/(Loss) per share</b>			
Basic (Nominal value of share INR 10/- each)	23	(0.90)	0.58
Diluted (Nominal value of share INR 10/- each)	23	(0.90)	0.58
Summary of significant accounting policies	2		

The accompanying notes are an integral part of the financial statements.  
As per our report of even date

**For S.R. Batliboi & Co. LLP**

Chartered Accountants  
ICAI firm registration number: 301003E/E300005

**For and on behalf of the Board of Directors of  
Snowman Logistics Limited**

**per Vishal Sharma**  
Partner

Membership number: 096766  
Place: Faridabad  
Date: June 05, 2020

**Prem Kishan Dass Gupta**  
Chairman  
DIN: 00011670

Place: New Delhi  
Date: June 05, 2020

**Sunil Nair**  
CEO and Whole Time  
Director  
DIN: 03454719

Place: Bangalore  
Date: June 05, 2020

**A. M. Sundar**  
CFO and Company  
Secretary

Place: Bangalore  
Date: June 05, 2020

## Statement of CashFlow for the year ended 31 March 2020

	Particulars	Notes	31 March 2020 INR lakhs	31 March 2019 INR lakhs
<b>A</b>	<b>Operating activities</b>			
	Profit/(Loss) before tax from operations		(631.43)	1,086.15
	<b>Adjustments to reconcile loss before tax to net cash flows:</b>			
	Depreciation and amortisation expense	20	5,015.17	4,109.80
	(Gain) /Loss on disposal of property, plant and equipment	16	38.29	(88.77)
	Finance cost	19	1,954.40	1,027.83
	Interest income from bank and other deposits	16	(17.09)	(22.57)
	Unwinding of discount on security deposits	16	(52.55)	(43.58)
	Provision for doubtful debts and advances	21	257.74	336.53
	Provision no longer required written back	16	(105.91)	(148.22)
	<b>Working capital adjustments:</b>			
	Decrease in other non-current and current financial assets	6E	10.41	43.29
	Decrease in other non-current and current assets	9	130.84	72.14
	(Increase)/ Decrease in trade receivables	6A,21	(642.04)	(923.24)
	Decrease in loans	6D	-	5.10
	Increase/(Decrease) in non-current and current other financial liabilities	12D	(73.34)	2.30
	Decrease in non-current and current provision	13	(42.42)	(30.58)
	Increase in non-current and current other liabilities	14	87.70	116.00
	Increase/(Decrease) in trade payables	12C	(347.04)	371.16
	<b>Total cash from operations</b>		<b>5,582.73</b>	<b>5,913.34</b>
	Income taxes paid	8	(21.70)	(590.08)
	<b>Net Cash from operating Activities (A)</b>		<b>5,561.03</b>	<b>5,323.26</b>
<b>B</b>	<b>Investing activities</b>			
	Purchase of property, plant and equipment	3	(369.66)	(1,430.06)
	Purchase of intangible assets	4	(4.03)	(2.50)
	Proceeds from sale of property, plant and equipment	3,16,21	8.38	301.98
	Investment in term deposits	6C	(6.95)	81.43
	Interest received	6E,16	7.58	(10.96)
	<b>Net cash from investing activities (B)</b>		<b>(364.68)</b>	<b>(1,060.11)</b>
<b>C</b>	<b>Financing Activities</b>			
	Proceeds from short term borrowings	12A	1,000.00	241.49
	Repayment of long term borrowings	12A	(3,462.46)	(4,390.79)
	Repayment of short term borrowings	12A	(500.00)	-
	Payment towards principal portion of Lease Liability		(132.66)	-
	Interest paid	19	(763.41)	(1,073.82)
	Interest Paid on Lease Liability		(1,224.92)	-
	<b>Net cash from financing activities(C)</b>		<b>(5,083.45)</b>	<b>(5,223.12)</b>
	<b>Net increase / (decrease) in cash and cash equivalents(D=A+B+C)</b>		<b>112.90</b>	<b>(959.97)</b>
	<b>Cash and cash equivalents at the beginning of the financial year (E)</b>		<b>(106.47)</b>	<b>853.50</b>
	<b>Cash and cash equivalents at the end of the year (D+E)</b>		<b>6.43</b>	<b>(106.47)</b>

## Statement of CashFlow for the year ended 31 March 2020

(All amounts in INR lakhs, unless otherwise stated)

Components of cash and cash equivalents as at end of the year Particulars		31 March 2020 INR lakhs	31 March 2019 INR lakhs
Balance with banks:			
- On current account		159.94	160.41
- Deposits with original maturity of less than 3 months		8.00	7.56
- Cash on hand		6.14	3.83
- Drafts on hand		-	58.07
<b>Total cash and cash equivalents as per Balance Sheet</b>		<b>174.08</b>	<b>229.87</b>
Less: Bank overdraft (refer note 12B)		(167.65)	(336.34)
<b>Cash and cash equivalents as per Cash Flow Statement</b>		<b>6.43</b>	<b>(106.47)</b>

Note:

1. Fixed deposits of INR 8.00 lakhs (31 March 2019: INR 7.56 lakhs) held as lien by bank against bank guarantee.

The accompanying notes are an integral part of the financial statements.

As per our report of even date

### For S.R. Batliboi & Co. LLP

Chartered Accountants

ICAI firm registration number: 301003E/E300005

### For and on behalf of the Board of Directors of Snowman Logistics Limited

#### per Vishal Sharma

Partner

Membership number: 096766

Place: Faridabad

Date: June 05, 2020

#### Prem Kishan Dass Gupta

Chairman

DIN: 00011670

Place: New Delhi

Date: June 05, 2020

#### Sunil Nair

CEO and Whole Time Director

DIN: 03454719

Place: Bangalore

Date: June 05, 2020

#### A. M. Sundar

CFO and Company Secretary

Place: Bangalore

Date: June 05, 2020

## Statement of change in equity for the year ended 31 March 2020

### A Equity Share Capital: (Refer note 10)

Equity shares of INR 10 each issued, subscribed and fully paid

Particulars	Number of shares	Amount INR lakhs
Balance as at 31 March 2018	16,70,87,995	16,708.80
Changes in share capital during the year	-	-
Balance as at 31 March 2019	16,70,87,995	16,708.80
Changes in share capital during the year	-	-
Balance as at 31 March 2020	16,70,87,995	16,708.80

B	Other equity attributable to equity holders (Refer note :11) Particulars	Reserves and surplus			
		Securities premium Reserve INR lakhs	Retained earnings INR lakhs	Share options outstanding account INR lakhs	Total INR lakhs
	<b>Balance as at 31 March, 2018</b>	<b>19,905.16</b>	<b>5,905.98</b>	<b>7.93</b>	<b>25,819.07</b>
	Profit during the year	-	971.74	-	971.74
	Other comprehensive income	-	4.63	-	4.63
	<b>Balance as at 31 March, 2019</b>	<b>19,905.16</b>	<b>6,882.35</b>	<b>7.93</b>	<b>26,795.44</b>
	Loss during the year	-	(1,501.10)	-	(1,501.10)
	Other comprehensive income	-	(34.21)	-	(34.21)
	Transferred to retained earnings for options lapsed/surrendered during the year	-	7.93	(7.93)	-
	<b>Balance as at 31 March 2020</b>	<b>19,905.16</b>	<b>5,354.97</b>	-	<b>25,260.13</b>

The accompanying notes are an integral part of the financial statements.

As per our report of even date

### For S.R. Batliboi & Co. LLP

Chartered Accountants

ICAI firm registration number: 301003E/E300005

### per Vishal Sharma

Partner

Membership number: 096766

Place: Faridabad

Date: June 05, 2020

### For and on behalf of the Board of Directors of Snowman Logistics Limited

### Prem Kishan Dass Gupta

Chairman

DIN: 00011670

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### Sunil Nair

CEO and Whole Time Director

DIN: 03454719

Place: Bangalore

Date: June 05, 2020

### A. M. Sundar

CFO and Company Secretary

Place: Bangalore

Date: June 05, 2020

## Notes to the Financial Statements for the year ended 31 March 2020

### 1. Corporate Information

Snowman Logistics limited (the "Company") is a public company domiciled in India and is incorporated in India in 1993, under the provisions of Companies Act applicable in India, is engaged in the business of in providing integrated cold chain solution to users in India. Its shares are listed on two recognised stock exchanges in India. The registered office of the Company is located at Plot No. M8, Taloja Industrial Area, MIDC, Raigad, Navi Mumbai, Maharashtra - 410206.

The Company's infrastructure comprises of compartmentalized temperature - controlled warehouses in all major cities of the country and a fleet of temperature controlled trucks. The company is focused on its core business of temperature controlled warehousing for frozen and chilled products with transportation division acting as an enabler.

Information on related party relationship of the Company is provided in note 27.

The financial statements were authorised for issue in accordance with a resolution of the directors on 05 June 2020.

### 2. Significant accounting policies

This note provides a list of the significant accounting policies adopted in the preparation of these financial statements. These policies have been consistently applied to all the years presented, unless otherwise stated.

#### a) Basis of preparation

##### i. Compliance with Ind AS

The financial statements of the Company have been prepared as a separate set of financial statement in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015. (as amended from time to time) and presentation requirements of Division II of Schedule III to the Companies Act, 2013.

##### ii. Historical cost convention

The financial statements have been prepared on a historical cost basis, except for the following:

- Certain financial instruments that are measured at fair value;
- Define benefit plan-plan assets measured at fair value;
- Assets held for sale-measured at lower of carrying value and fair value less cost to sell; and
- Share-based payments

The financial statements are presented in Indian Rupees ('INR') and all values are rounded to the nearest INR lacs (i.e. INR 100,000), except otherwise indicated.

##### iii. Current and non-current classification

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification.

An asset is treated as current when it is:

- Expected to be realised or intended to be sold or consumed in normal operating cycle
- Held primarily for the purpose of trading.
- Expected to be realised within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in normal operating cycle
- It is held primarily for the purpose of trading
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

The Company classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The Company has identified twelve months as its operating cycle.

#### b) Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the Chief Operating Decision Maker ("CODM") of the company. The CODM, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the Chairman and Managing Director of the company. The company has identified three reportable segments "Warehousing services", "Transportation services" and "Consignment Agency Services" i.e. based on the information reviewed by CODM. Refer note 28 for segment information presented.

#### c) Foreign currency translation

##### i. Functional and presentation currency

The financial statements are presented in Indian Rupee (INR), which is the Company's functional and presentation currency.

## ii. Transactions and balances

Transactions in foreign currencies are initially recorded by the Company at their respective functional currency spot rates at the date the transaction first qualifies for recognition. However, for practical reasons, the Company uses an average rate if the average approximates the actual rate at the date of the transaction.

Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates of exchange at the reporting date.

Exchange differences arising on settlement or translation of monetary items are recognised in profit or loss.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined. The gain or loss arising on translation of non-monetary items measured at fair value is treated in line with the recognition of the gain or loss on the change in fair value of the item (i.e., translation differences on items whose fair value gain or loss is recognised in profit or loss).

### d) Revenue from contracts with customers

The Company derives revenues primarily from warehousing and transportation services.

Ind AS 115 "Revenue from Contracts with Customers" provides a control-based revenue recognition model and provides a five step application approach to be followed for revenue recognition.

- Identify the contract(s) with a customer;
- Identify the performance obligations;
- Determine the transaction price;
- Allocate the transaction price to the performance obligations;
- Recognise revenue when or as an entity satisfies performance obligation.

Revenue from contracts with customers is recognised when control of the services are transferred to the customer at an amount that reflects the consideration to which the Company expects to be entitled in exchange for those services. The Company has generally concluded that it is the principal in its revenue arrangements, except for the agency services, because it typically controls the services before transferring them to the customer.

Revenue excludes amounts collected on behalf of third parties.

#### Rendering of services:

i. Revenue from warehousing and transportation services is recognised as per the terms of agreement where the tariffs are agreed with the customers based on delivery of services when the outcome of the transactions involving rendering of services can be estimated reliably.

ii. For fixed-price contracts, revenue is recognised based on the actual service provided to the end of the reporting period as a proportion of the total services to be provided.

#### Variable consideration

If the consideration in a contract includes a variable amount, estimates the amount of consideration to which it will be entitled in exchange for transferring the service to the customer. The variable consideration is estimated at contract inception and constrained until it is highly probable that a significant revenue reversal in the amount of cumulative revenue recognised will not occur when the associated uncertainty with the variable consideration is subsequently resolved. The Company recognizes changes in the estimated amount of variable consideration in the period in which the change occurs. Some contracts for the sale of service provide customers with volume rebates and pricing incentives, which give rise to variable consideration.

The Company provides retrospective volume rebates and pricing incentives to certain customers once the quantity of products purchased during the period exceeds a threshold specified in the contract. Rebates are offset against amounts payable by the customer. To estimate the variable consideration for the expected future rebates, the Company applies the most likely amount method for contracts with a single-volume threshold and the expected value method for contracts with more than one volume threshold. The selected method that best predicts the amount of variable consideration is primarily driven by the number of volume thresholds contained in the contract. The Company then applies the requirements on constraining estimates of variable consideration and recognises a refund liability for the expected future rebates.

### Contract balances

#### i. Trade receivables

A receivable represents the Company's right to an amount of consideration that is unconditional (i.e., only the passage of time is required before payment of the consideration is due). Refer to accounting policies of financial assets in section financial instruments - initial recognition and subsequent measurement.

#### ii. Contract liabilities

A contract liability is the obligation to transfer services to a customer for which the Company has received consideration (or an amount of consideration is due) from the customer. If a customer pays consideration before the Company transfers services to the customer, a contract liability is recognised when the payment is made or the payment is due (whichever is earlier). Contract liabilities are recognised as revenue when the Company performs under the contract.

#### iii. Cost to obtain a contract

The Company pays sales commission to its selling agents for each contract that they obtain for the Company. The Company has elected to apply the optional practical expedient for costs to obtain a contract which allows the Company to immediately expense sales commissions (included in advertisement and sales promotion expense under other expenses) because the amortization period of the asset that the Company otherwise would have used is one year or less. Costs to fulfil a contract i.e. freight, insurance and other selling expenses are recognized as an expense in the period in which related revenue is recognised.



#### iv. Critical judgements

The Company's contracts with customers include promises to transfer service to the customers. Judgement is required to determine the transaction price for the contract. The transaction price could be either a fixed amount of customer consideration or variable consideration with elements such as schemes, incentives, cash discounts, etc. The estimated amount of variable consideration is adjusted in the transaction price only to the extent that it is highly probable that a significant reversal in the amount of cumulative revenue recognised will not occur and is reassessed at the end of each reporting period.

v. Estimates of rebates and discounts are sensitive to changes in circumstances and the Company's past experience regarding returns and rebate entitlements may not be representative of customers' actual returns and rebate entitlements in the future.

vi. Costs to obtain a contract are generally expensed as incurred. The assessment of this criteria requires the application of judgement, in particular when considering if costs generate or enhance resources to be used to satisfy future performance obligations and whether costs are expected to be recovered.

### **Other revenue streams**

#### i. Dividend

Revenue is recognised when the Company's right to receive the payment is established, which is generally when shareholders approve the dividend.

#### ii. Interest Income

For all debt instruments measured either at amortised cost or at fair value through other comprehensive income, interest income is recorded using the effective interest rate (EIR). EIR is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the gross carrying amount of the financial asset or to the amortised cost of a financial liability. When calculating the effective interest rate, the Company estimates the expected cash flows by considering all the contractual terms of the financial instrument (for example, prepayment, extension, call and similar options) but does not consider the expected credit losses. Interest income is included in finance income in the statement of profit and loss.

### **e) Taxes**

#### **Current income tax**

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date in the countries where the Company operates and generates taxable income.

Current income tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

#### **Deferred tax**

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax liabilities are recognised for all taxable temporary differences

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised.

Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

#### **Sales/ value added taxes paid on acquisition of assets or on incurring expenses**

Expenses and assets are recognised net of the amount of sales/ value added taxes paid, except:

- When the tax incurred on a purchase of assets or services is not recoverable from the taxation authority, in which case, the tax paid is recognised as part of the cost of acquisition of the asset or as part of the expense item, as applicable
- When receivables and payables are stated with the amount of tax included

The net amount of tax recoverable from, or payable to, the taxation authority is included as part of receivables or payables in the balance sheet.

## Minimum Alternate Tax

"Minimum alternate tax (MAT) paid in a year is charged to the statement of profit and loss as current tax for the year. The deferred tax asset is recognised for MAT credit available only to the extent that it is probable that the concerned company will pay normal income tax during the specified period, i.e., the period for which MAT credit is allowed to be carried forward. In the year in which the company recognizes MAT credit as an asset, it is created by way of credit to the statement of profit and loss and shown as part of deferred tax asset. The company reviews the "MAT credit entitlement" asset at each reporting date and writes down the asset to the extent that it is no longer probable that it will pay normal tax during the specified period."

## f) Leases

The Company assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

### Company as a lessee

The Company applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Company recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

#### i) Right-of-use assets

The Company recognises right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the assets. If ownership of the leased asset transfers to the Company at the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset. The right-of-use assets are also subject to impairment.

#### ii) Lease Liabilities

At the commencement date of the lease, the Company recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including insubstance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Company and payments of penalties for terminating the lease, if the lease term reflects the Company exercising the option to terminate. Variable lease payments that do not depend on an index or a rate are recognised as expenses (unless they are incurred to produce inventories) in the period in which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Company uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments (e.g., changes to future payments resulting from a change in an index or rate used to determine such lease payments) or a change in the assessment of an option to purchase the underlying asset. The Company's lease liabilities are included in Interest-bearing loans and borrowings

#### iii) Short-term leases and leases of low-value assets

The Company applies the short-term lease recognition exemption to its short-term leases of machinery and equipment (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases of office equipment that are considered to be low value. Lease payments on short-term leases and leases of low-value assets are recognised as expense on a straight-line basis over the lease term.

## g) Impairment of non financial assets

The Company assesses, at each reporting date, whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) fair value less costs of disposal and its value in use. Recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples, quoted share prices for publicly traded companies or other available fair value indicators.

The Company bases its impairment calculation on detailed budgets and forecast calculations, which are prepared separately for each of the Company's CGUs to which the individual assets are allocated. These budgets and forecast calculations generally cover a period of five years. For longer periods, a long-term growth rate is calculated and applied to project future cash flows after the fifth year. To estimate cash flow projections beyond periods covered by the most recent budgets/forecasts, the Company extrapolates cash flow projections in the budget using a steady or declining growth rate for subsequent years, unless an increasing rate can be justified. In any case, this growth rate does not exceed the long-term average growth rate for the products, industries, or country or countries in which the entity operates, or for the market in which the asset is used.

Impairment losses of continuing operations are recognised in the statement of profit and loss.

For assets, an assessment is made at each reporting date to determine whether there is an indication that previously recognised impairment losses no longer exist or have decreased. If such indication exists, the Company estimates the asset's or CGU's recoverable amount. A previously recognised impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognised. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised for the asset in prior years. Such reversal is recognised in the statement of profit or loss.

#### **h) Cash and cash equivalents**

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the Company's cash management.

#### **i) Trade receivables**

Trade receivables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less provision for impairment.

#### **j) Financial instruments**

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

### **Financial assets**

#### **Initial recognition and measurement**

All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset. Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e., the date that the Company commits to purchase or sell the asset.

#### **Subsequent measurement**

For purposes of subsequent measurement, financial assets are classified in four categories:

- Debt instruments at amortised cost
- Debt instruments at fair value through other comprehensive income (FVTOCI)
- Debt instruments, derivatives and equity instruments at fair value through profit or loss (FVTPL)
- Equity instruments measured at fair value through other comprehensive income (FVTOCI)

#### **Debt instruments at amortised cost**

A 'debt instrument' is measured at the amortised cost if both the following conditions are met:

- The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
- Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

This category is the most relevant to the Company. After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the profit or loss. The losses arising from impairment are recognised in the profit or loss. This category generally applies to trade and other receivables. For more information on receivables, refer to Note of trade receivables.

#### **Debt instrument at FVTOCI**

A 'debt instrument' is classified as at the FVTOCI if both of the following criteria are met:

- The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets, and
- The asset's contractual cash flows represent SPPI.

Debt instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in the other comprehensive income (OCI). However, the Company recognizes interest income, impairment losses & reversals and foreign exchange gain or loss in the P&L.

On de-recognition of the asset, cumulative gain or loss previously recognised in OCI is reclassified from the equity to P&L. Interest earned whilst holding FVTOCI debt instrument is reported as interest income using the EIR method.

#### **Debt instrument at FVTPL**

FVTPL is a residual category for debt instruments. Any debt instrument, which does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as at FVTPL.

In addition, the Company may elect to designate a debt instrument, which otherwise meets amortized cost or FVTOCI criteria, as at FVTPL. However, such election is allowed only if doing so reduces or eliminates a measurement or recognition inconsistency (referred to as 'accounting mismatch'). The Company has not designated any debt instrument as at FVTPL.

Debt instruments included within the FVTPL category are measured at fair value with all changes recognized in the P&L.

### Equity investments

All equity investments in scope of Ind AS 109 are measured at fair value. Equity instruments which are held for trading are classified as at FVTPL. For all other equity instruments, the Company may make an irrevocable election to present in other comprehensive income subsequent changes in the fair value. The Company makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable.

If the Company decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to P&L, even on sale of investment. However, the Company may transfer the cumulative gain or loss within equity.

Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the P&L.

### De-recognition

A financial asset (or, where applicable, a part of a financial asset or part of a Company of similar financial assets) is primarily derecognised (i.e. removed from the balance sheet) when:

- The rights to receive cash flows from the asset have expired, or
- The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the Company has transferred substantially all the risks and rewards of the asset, or (b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Company has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Company continues to recognise the transferred asset to the extent of the Company's continuing involvement. In that case, the Company also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Company could be required to repay.

### Impairment of financial assets

In accordance with Ind AS 109, the Company applies expected credit loss (ECL) model for measurement and recognition of impairment loss on the following financial assets and credit risk exposure:

- a) Financial assets that are debt instruments, and are measured at amortised cost e.g., loans, debt securities, deposits, trade receivables and bank balance
- b) Financial assets that are debt instruments and are measured as at FVTOCI
- c) Lease receivables under Ind AS 17
- d) Trade receivables or any contractual right to receive cash or another financial asset that result from transactions that are within the scope of Ind AS 11 and Ind AS 18
- e) Loan commitments which are not measured as at FVTPL
- f) Financial guarantee contracts which are not measured as at FVTPL

The Company follows 'simplified approach' for recognition of impairment loss allowance on:

- Trade receivables or contract revenue receivables; and
- All lease receivables resulting from transactions within the scope of Ind AS 17

The application of simplified approach does not require the Company to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

For recognition of impairment loss on other financial assets and risk exposure, the Company determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used.

If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognising impairment loss allowance based on 12-month ECL.

Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. The 12-month ECL is a portion of the lifetime ECL which results from default events that are possible within 12 months after the reporting date.

ECL is the difference between all contractual cash flows that are due to the Company in accordance with the contract and all the cash flows that the entity expects to receive (i.e., all cash shortfalls), discounted at the original EIR. When estimating the cash flows, an entity is required to consider:

- All contractual terms of the financial instrument (including prepayment, extension, call and similar options) over the expected life of the financial instrument. However, in rare cases when the expected life of the financial instrument cannot be estimated reliably, then the entity is required to use the remaining contractual term of the financial instrument
- Cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms

As a practical expedient, the Company uses a provision matrix to determine impairment loss allowance on portfolio of its trade receivables. The provision matrix is based on its historically observed default rates over the expected life of the trade receivables and is adjusted for forward-looking estimates. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed.

For assessing increase in credit risk and impairment loss, the Company combines financial instruments on the basis of shared credit risk characteristics with the objective of facilitating an analysis that is designed to enable significant increases in credit risk to be identified on a timely basis. The Company does not have any purchased or originated credit-impaired (POCI) financial assets, i.e., financial assets which are credit impaired on purchase/ origination.

## **Financial liabilities**

### **Initial recognition and measurement**

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Company's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts, Bank guarantee contracts.

### **Subsequent measurement**

**The measurement of financial liabilities depends on their classification, as described below:**

#### **Financial liabilities at fair value through profit or loss**

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments entered into by the Company that are not designated as hedging instruments in hedge relationships as defined by Ind AS 109. Separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments. Gains or losses on liabilities held for trading are recognised in the profit or loss.

Financial liabilities designated upon initial recognition at fair value through profit or loss are designated as such at the initial date of recognition, and only if the criteria in Ind AS 109 are satisfied. For liabilities designated as FVTPL, fair value gains/ losses attributable to changes in own credit risk are recognized in OCI. These gains/ loss are not subsequently transferred to P&L. However, the Company may transfer the cumulative gain or loss within equity. All other changes in fair value of such liability are recognised in the statement of profit or loss. The Company has not designated any financial liability as at fair value through profit and loss.

#### **Loans and borrowings**

This is the category most relevant to the Company . After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit and loss.

This category generally applies to borrowings. For more information refer Note for borrowings

#### **Financial guarantee contracts**

Financial guarantee contracts issued by the Company are those contracts that require a payment to be made to reimburse the holder for a loss it incurs because the specified debtor fails to make a payment when due in accordance with the terms of a debt instrument. Financial guarantee contracts are recognised initially as a liability at fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequently, the liability is measured at the higher of the amount of loss allowance determined as per impairment requirements of Ind AS 109 and the amount recognised less cumulative amortisation.

#### **Derecognition**

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit or loss.

#### **Embedded derivatives**

An embedded derivative is a component of a hybrid (combined) instrument that also includes a non-derivative host contract – with the effect that some of the cash flows of the combined instrument vary in a way similar to a stand-alone derivative. An embedded derivative causes some or all of the cash flows that otherwise would be required by the contract to be modified according to a specified interest rate, financial instrument price, commodity price, foreign exchange rate, index of prices or rates, credit rating or credit index, or other variable, provided in the case of a non-financial variable that the variable is not specific to a party to the contract. Reassessment only occurs if there is either a change in the terms of the contract that significantly modifies the cash flows that would otherwise be required or a reclassification of a financial asset out of the fair value through profit or loss.

If the hybrid contract contains a host that is a financial asset within the scope of Ind AS 109, the Company does not separate embedded derivatives. Rather, it applies the classification requirements contained in Ind AS 109 to the entire hybrid contract. Derivatives embedded in all other host contracts are accounted for as separate derivatives and recorded at fair value if their economic characteristics and risks are not closely related to those of the host contracts and the host contracts are not held for trading or designated at fair value through profit or loss. These embedded derivatives are measured at fair value with changes in fair value recognised in profit or loss, unless designated as effective hedging instruments.

### Reclassification of financial assets

The Company determines classification of financial assets and liabilities on initial recognition. After initial recognition, no reclassification is made for financial assets which are equity instruments and financial liabilities. For financial assets which are debt instruments, a reclassification is made only if there is a change in the business model for managing those assets. Changes to the business model are expected to be infrequent. The Company's senior management determines change in the business model as a result of external or internal changes which are significant to the Company's operations. Such changes are evident to external parties. A change in the business model occurs when the Company either begins or ceases to perform an activity that is significant to its operations. If the Company reclassifies financial assets, it applies the reclassification prospectively from the reclassification date which is the first day of the immediately next reporting period following the change in business model. The Company does not restate any previously recognised gains, losses (including impairment gains or losses) or interest.

The following table shows various reclassification and how they are accounted for:

Original Classification	Revised classification	Accounting Treatment
Amortised cost	FVTPL	Fair value is measured at reclassification date. Difference between previous amortized cost and fair value is recognised in P&L.
FVTPL	Amortised Cost	Fair value at reclassification date becomes its new gross carrying amount. EIR is calculated based on the new gross carrying amount.
Amortised cost	FVTOCI	Fair value is measured at reclassification date. Difference between previous amortised cost and fair value is recognised in OCI. No change in EIR due to reclassification.
FVTOCI	Amortised cost	Fair value at reclassification date becomes its new amortised cost carrying amount. However, cumulative gain or loss in OCI is adjusted against fair value. Consequently, the asset is measured as if it had always been measured at amortised cost.
FVTPL	FVTOCI	Fair value at reclassification date becomes its new carrying amount. No other adjustment is required.
FVTOCI	FVTPL	Assets continue to be measured at fair value. Cumulative gain or loss previously recognized in OCI is reclassified to P&L at the reclassification date

### Fair value measurement

The Company measures financial instruments, such as, derivatives at fair value at each balance sheet date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability

The principal or the most advantageous market must be accessible by the Company.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 – Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- Level 2 – Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable

- Level 3 – Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period. The Company determines the policies and procedures for both recurring fair value measurement, such as derivative instruments and unquoted financial assets measured at fair value, and for non-recurring measurement, such as assets held for distribution in discontinued operations.

External valuers are involved for valuation of significant assets, such as properties and unquoted financial assets, and significant liabilities, such as contingent consideration. Involvement of external valuers is decided upon annually by the Company after discussion with and approval by the Company's Audit Committee. Selection criteria include market knowledge, reputation, independence and whether professional standards are maintained. Valuers are normally rotated every three years. The Company decides, after discussions with the Company's external valuers, which valuation techniques and inputs to use for each case. For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

This note summarises accounting policy for fair value. Other fair value related disclosures are given in the relevant notes.

- Disclosures for valuation methods, significant estimates and assumptions (note 22, 24, 29)
- Contingent consideration (note 26)
- Quantitative disclosures of fair value measurement hierarchy (note 29)
- Financial instruments (including those carried at amortised cost) (note 5E, 14, 29)

#### **Offsetting financial instruments**

Financial assets and liabilities are offset and the net amount is reported in the balance sheet where there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the company or the counterparty.

#### **k) Property, Plant and equipment**

Freehold land is carried at historical cost. All other items of property, plant and equipment are stated at historical cost less depreciation. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the company and cost can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognised when replaced. All other repairs and maintenance are charged to statement of profit and loss during the reporting period in which they are incurred.

Capital work in progress is stated at cost, net of accumulated impairment loss, if any.

#### **Depreciation methods, estimated useful lives and residual value**

Depreciation on additions/ deletions to Tangible and Intangible Assets is calculated on pro-rata basis from the month of such additions/ deletions. The Company provides depreciation on straight-line method at the rates specified under Schedule II to the Companies Act, 2013. The Immovable Assets pertaining to Leased Lands are depreciated over the lease term or life specified in Schedule II whichever is earlier.

The residual values are not more than 5% of the original cost of the asset. The asset's residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period. Assets individually costing less than INR 10,000 are fully depreciated in the year of purchase.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in profit or loss within other Non-operating income.

#### **l) Intangible assets**

Intangible assets purchased are measured at cost or fair value as of the date of acquisition, as applicable, less accumulated amortisation and accumulated impairment, if any. Intangible assets of the Company consist of computer software and is amortised under straight line method over a period of three years.

Costs associated with maintaining computer software is recognised as an expense as incurred. Development costs that are directly attributable to the design and testing of identifiable and unique software products controlled by the company are recognised as intangible assets when the following criteria are met:

- It is technically feasible to complete the software so that it will be available for use
- Management intends to complete the software and use or sell it
- There is an ability to use or sell the software
- It can be demonstrated how the software will generate probable future economic benefits
- Adequate technical, financial and other resources to complete the development and to use or sell the software are available, and
- The expenditure attributable to the software during its development can be reliably measured.

Directly attributable costs that are capitalised as part of the software include employee costs and an appropriate portion of relevant overheads. Capitalised development costs are recorded as intangible assets and amortised from the point at which the asset is available for use.

**Amortisation methods and periods**

The company amortises intangible assets with a finite useful life using the straight-line method over the period of three years.

**m) Trade and other payables**

These amounts represent liabilities for goods and services provided to the Company prior to the end of financial year which are unpaid. The amounts are unsecured. Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period. They are recognised initially at their fair value and subsequently measured at amortised cost using effective interest method.

**n) Borrowings**

Borrowings are initially recognised at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortised cost. Any difference between the proceeds (net of transaction cost) and redemption amount is recognised in profit or loss over the period of the borrowings using the effective interest rate method. Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw down occurs. To the extent there is no evidence that it is probable that some or all of the facility will be drawn down, the fee is capitalised as a prepayment for liquidity services and amortised over the period of the facility to which it relates.

Borrowings are removed from the balance sheet when the obligation specified in the contract is discharged, cancelled or expired. The difference between the carrying amount of a financial liability that has been extinguished or transferred to another party and the consideration paid, including any non-cash assets transferred or liabilities assumed, is recognised in statement of profit and loss.

Borrowings are classified as current liabilities unless the company has an unconditional right to defer settlement of the liability for at least 12 months after the reporting period. Where there is a breach of a material provision of a long-term arrangement on or before the end of the reporting period with the effect that the liability becomes payable on demand on the reporting date, the entity does not classify the liability as current, if the lender agreed, after the reporting period and before the approval of the financial statements for issue, not to demand payment as a consequence of the breach.

**o) Borrowing costs**

General and specific borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying assets are capitalised during the period of time that is required to complete and prepare the assets for its intended use or sale. Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use or sale

Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation. Other borrowing costs are expensed in the period in which they are incurred.

**p) Provisions**

Provisions are recognised when the company has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated. Provisions are not recognised for future operating losses.

Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognised even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

Provision are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value is a pre-tax rate that reflects current market assessments of the time value of money and the risk specific to the liability. The increase in the provision due to the passage of time is recognised as interest expense.

Provisions for legal claims, service warranties, volume discounts and returns are recognised when the company has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated. Provisions are not recognised for future operating losses. Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognized even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

The measurement of provision for restructuring includes only direct expenditures arising from the restructuring, which are both necessarily entailed by the restructuring and not associated with the ongoing activities of the company.

**q) Employee benefits****i. Short-term obligations**

Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognised in Statement of profit and loss in respect of employees service up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the balance sheet.

**ii. Other long-term employee benefit obligations**

The liabilities for earned leave and sick leave are not expected to be settled wholly within 12 months after the end of the period in which the employees render the related service. They are therefore measured as the present value of expected future payments to be made in respect of services provided by employees up to the end of the reporting period using the projected unit credit method. The benefits are discounted using the market yields at the end of the reporting period that have terms approximating to the terms of the related obligation.



Remeasurement as a result of experience adjustments and changes in actuarial assumptions are recognised in profit or loss.

The obligations are presented as current liabilities in the balance sheet if the entity does not have an unconditional right to defer settlement for at least twelve months after the reporting period, regardless of when the actual settlement is expected to occur.

### iii. Post-employment obligations

The company operates the following post-employment schemes:

- (a) defined benefit plans i.e. gratuity; and
- (b) defined contribution plans such as provident fund.

#### Gratuity obligations

The liability recognised in the balance sheet in respect of defined benefit gratuity plan is the present value of the defined obligation at the end of the reporting period less the fair value of plan assets. The defined benefit obligation is calculated annually by actuaries using the projected unit credit method.

The present value of the defined benefit obligation denominated in INR is determined by discounting the estimated future cash outflow by reference to market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligations.

The net interest cost is calculated by applying the discount rate to the net balance of defined benefit obligations and fair value of plan assets. This cost is included in employee benefit expenses in the statement of profit and loss.

Remeasurement gains and losses arising from experience adjustment and changes in actuarial assumptions are recognised in the period in which they occur, directly in other comprehensive income. They are included in retained earnings in the statement of changes in equity and in the balance sheet.

Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognised immediately in statement of profit and loss as past service cost.

#### Defined contribution plans

The company pays provident fund contribution to publicly administered provident funds as per local regulations. The Company has no further payment obligations once the contributions have been paid. The contributions are accounted for as defined contribution plans and the contributions are recognised as employee benefit expense when they are due.

### iv. Share-based payments

Share-based compensation benefits are provided to employees via the Snowman Logistics Limited Employee Option Plan.

#### Employee options

The fair value of options granted under the Snowman Logistics Limited Employee Option Plan is recognised as an employee benefits expense with a corresponding increase in equity. The total amount to be expensed is determined by reference to the fair value of the options granted:

- including any market performance conditions (e.g., the entity's share price)
- excluding the impact of any service and non-market performance vesting conditions (e.g. profitability, sales growth targets and remaining an employee of the entity over a specified time period), and
- including the impact of any non-vesting conditions (e.g. the requirement for employees to save or holdings shares for a specific period of time).

The total expense is recognised over the vesting period, which is the period over which all of the specified vesting conditions are to be satisfied. At the end of each period, the entity revises its estimates of the number of options that are expected to vest based on the non-market vesting and service conditions. It recognises the impact of the revision to original estimates, if any, in profit or loss, with a corresponding adjustment to equity.

### v. Bonus plans

The company recognise the liability and an expenses for bonus. The company recognise a provision where contractually obliged or where there is a past practice that has created a constructive obligation.

### vi. Termination benefits

Termination benefits are payable when employment is terminated by the company before the normal retirement date, or when an employee accepts voluntary redundancy in exchange for these benefits. The company recognises termination benefits at the earlier of the following dates:

- (a) when the company can no longer withdraw the offer of those benefits; and
- (b) when the entity recognises costs for a restructuring that is within the scope of Ind AS 37 and involves the payment of terminations benefits. In the case of an offer made to encourage voluntary redundancy, the termination benefits are measured based on the number of employees expected to accept the offer. Benefits falling due more than 12 months after the end of the reporting period are discounted to present value.

### r) Earnings per share

#### i. Basic earnings per share

Basic earnings per share is calculated by dividing:

The Net profit or loss attributable to the owner of the Company by the weighted average number of equity share outstanding during the financial year, adjusted for bonus elements in equity shares.

#### ii. Diluted earnings per share

Diluted earnings per share adjusts the figure used in the determination of basis earnings per share to take into account:

- the after income tax effect of interest and other financing costs associated with dilutive potential equity shares, and
- the weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.

**s) Contributed equity**

Equity shares are classified as equity.

Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

**t) Dividends**

Provision is made for the amount of any dividend declared, being appropriately authorised and no longer at the discretion of the entity, on or before the end of the reporting period but not distributed at the end of the reporting period.

**u) Exceptional Items:**

When items of income and expense within profit or loss from ordinary activities are of such size, nature or incidence that their disclosure is relevant to explain the performance of the Company for the year, the nature and amount of such items is disclosed separately as Exceptional items.

**v) Government grants**

Government grants are recognised where there is reasonable assurance that the grant will be received and all attached conditions will be complied with. When the grant relates to an expense item, it is recognised as income on a systematic basis over the periods that the related costs, for which it is intended to compensate, are expensed. When the grant relates to an asset, it is recognised as income over the expected useful life of the related asset.

When the Company receives grants of non-monetary assets, the asset and the grant are recorded at fair value amounts and released to profit or loss over the expected useful life in a pattern of consumption of the benefit of the underlying asset.

**w) Contingent Liabilities**

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The Company does not recognize a contingent liability but discloses its existence in the financial statements.

**x) Rounding of amounts:**

All amounts disclosed in the financial statements and notes have been round off to the nearest lakhs as per the requirement of Schedule III, unless otherwise stated

**y) New and amended standards**

The Company applied Ind AS 116 for the first time. The nature and effect of the changes as a result of adoption of these new accounting standards are described below.

Several other amendments and interpretations apply for the first time in April 2019, but do not have an impact on the financial statements of the Company. The Company has not early adopted any standards or amendments that have been issued but are not yet effective.

**Ind AS 116 Leases**

Ind AS 116 supersedes Ind AS 17 Leases including its appendices (Appendix C of Ind AS 17 Determining whether an Arrangement contains a Lease, Appendix A of Ind AS 17 Operating Leases-Incentives and Appendix B of Ind AS 17 Evaluating the Substance of Transactions Involving the Legal Form of a Lease). The standard sets out the principles for the recognition, measurement, presentation and disclosure of leases and requires lessees to recognise most leases on the balance sheet.

Lessor accounting under Ind AS 116 is substantially unchanged from Ind AS 17. Lessors will continue to classify leases as either operating or finance leases using similar principles as in Ind AS 17. Therefore, Ind AS 116 does not have an impact for leases where the Company is the lessor. The Company adopted Ind AS 116 using the modified retrospective method of adoption, with the date of initial application on 1 April 2019. The Company elected to use the transition practical expedient to not reassess whether a contract is, or contains, a lease at 1 April 2019. Instead, the Company applied the standard only to contracts that were previously identified as leases applying Ind AS 17 and Appendix C of Ind AS 17 at the date of initial application. The Company also elected to use the recognition exemptions for lease contracts that, at the commencement date, have a lease term of 12 months or less and do not contain a purchase option (short-term leases), and lease contracts for which the underlying asset is of low value (low-value assets).

Refer note 5 for detailed impact on adoption of Ind AS 116 "Leases" on the financial statements of the Company.

Upon adoption of Ind AS 116, the Company applied a single recognition and measurement approach for all leases for which it is the lessee, except for short-term leases and leases of low-value assets. The Company recognised lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

In accordance with the modified retrospective method of adoption, the Company recorded the lease liability at the present value of the remaining lease payments discounted at the incremental borrowing rate as on the date of transition and has measured right of use asset (adjusted by the accrued lease payments) an amount equal to lease liability

**Appendix C to Ind AS 12 Uncertainty over Income Tax Treatment**

The appendix addresses the accounting for income taxes when tax treatments involve uncertainty that affects the application of Ind AS 12 Income Taxes. It does not apply to taxes or levies outside the scope of Ind AS 12, nor does it specifically include requirements relating to interest and penalties associated with uncertain tax treatments. The Appendix specifically addresses the following:

- Whether an entity considers uncertain tax treatments separately
- The assumptions an entity makes about the examination of tax treatments by taxation authorities
- How an entity determines taxable profit (tax loss), tax bases, unused tax losses, unused tax credits and tax rates
- How an entity considers changes in facts and circumstances

The Company determines whether to consider each uncertain tax treatment separately or together with one or more other uncertain tax treatments and uses the approach that better predicts the resolution of the uncertainty. In determining the approach that better predicts the resolution of the uncertainty, the Company has considered, for example, (a) how it prepares its income tax filings and supports tax treatments; or (b) how the entity expects the taxation authority to make its examination and resolve issues that might arise from that examination. The Company determined, based on its tax compliance, that it is probable that its tax treatments will be accepted by the taxation authorities. The Appendix did not have an impact on the standalone financial statements of the Company.

#### **Amendments to Ind AS 109: Prepayment Features with Negative Compensation**

Under Ind AS 109, a debt instrument can be measured at amortised cost or at fair value through other comprehensive income, provided that the contractual cash flows are 'solely payments of principal and interest on the principal amount outstanding' (the SPPI criterion) and the instrument is held within the appropriate business model for that classification. The amendments to Ind AS 109 clarify that a financial asset passes the SPPI criterion regardless of an event or circumstance that causes the early termination of the contract and irrespective of which party pays or receives reasonable compensation for the early termination of the contract. These amendments had no impact on the standalone financial statements of the Company.

#### **Amendments to Ind AS 19: Plan Amendment, Curtailment or Settlement**

The amendments to Ind AS 19 address the accounting when a plan amendment, curtailment or settlement occurs during a reporting period. The amendments specify that when a plan amendment, curtailment or settlement occurs during the annual reporting period, an entity is required to determine the current service cost for the remainder of the period after the plan amendment, curtailment or settlement, using the actuarial assumptions used to remeasure the net defined benefit liability (asset) reflecting the benefits offered under the plan and the plan assets after that event. An entity is also required to determine the net interest for the remainder of the period after the plan amendment, curtailment or settlement using the net defined benefit liability (asset) reflecting the benefits offered under the plan and the plan assets after that event, and the discount rate used to remeasure that net defined benefit liability (asset).

The amendments had no impact on the standalone financial statements of the Company as it did not have any plan amendments, curtailments, or settlements during the period.

#### **Amendments to Ind AS 28: Long-term interests in associates and joint ventures**

The amendments clarify that an entity applies Ind AS 109 to long-term interests in an associate or joint venture to which the equity method is not applied but that, in substance, form part of the net investment in the associate or joint venture (long-term interests). This clarification is relevant because it implies that the expected credit loss model in Ind AS 109 applies to such long-term interests.

The amendments also clarified that, in applying Ind AS 109, an entity does not take account of any losses of the associate or joint venture, or any impairment losses on the net investment, recognised as adjustments to the net investment in the associate or joint venture that arise from applying Ind AS 28 Investments in Associates and Joint Ventures.

These amendments had no impact on the standalone financial statements as the Company does not have long-term interests in its associate and joint venture.

#### **Annual Improvements to Ind AS**

##### **Ind AS 103 Business Combinations**

The amendments clarify that, when an entity obtains control of a business that is a joint operation, it applies the requirements for a business combination achieved in stages, including remeasuring previously held interests in the assets and liabilities of the joint operation at fair value. In doing so, the acquirer remeasures its entire previously held interest in the joint operation.

An entity applies those amendments to business combinations for which the acquisition date is on or after the beginning of the first annual reporting period beginning on or after 1 April 2019.

These amendments had no impact on the financial statements of the Company as there is no transaction where joint control is obtained.

##### **Ind AS 111 Joint Arrangements**

An entity that participates in, but does not have joint control of, a joint operation might obtain joint control of the joint operation in which the activity of the joint operation constitutes a business as defined in Ind AS 103. The amendments clarify that the previously held interests in that joint operation are not remeasured.

An entity applies those amendments to transactions in which it obtains joint control on or after the beginning of the first annual reporting period beginning on or after 1 April 2019.

These amendments had no impact on the financial statements of the Company as there is no transaction where a joint control is obtained.

##### **Ind AS 12 Income Taxes**

The amendments clarify that the income tax consequences of dividends are linked more directly to past transactions or events that generated distributable profits than to distributions to owners. Therefore, an entity recognises the income tax consequences of dividends in profit or loss, other comprehensive income or equity according to where it originally recognised those past transactions or events.

An entity applies the amendments for annual reporting periods beginning on or after 1 April 2019.

Since the Company current practice is in line with these amendments, they had no impact on the financial statements of the Company.

## Ind AS 23 Borrowing Costs

The amendments clarify that an entity treats as part of general borrowings any borrowing originally made to develop a qualifying asset when substantially all of the activities necessary to prepare that asset for its intended use or sale are complete.

The entity applies the amendments to borrowing costs incurred on or after the beginning of the annual reporting period in which the entity first applies those amendments. An entity applies those amendments for annual reporting periods beginning on or after 1 April 2019.

Since the Company current practice is in line with these amendments, they had no impact on the financial statements of the Company.

## z) Critical estimates and judgements

The Preparation of financial statements require the use of accounting estimates which, by definition, will seldom equal the actual results. Management also needs to exercise judgement in applying the company's accounting policies.

This note provides an overview of the areas that involved a higher degree of judgement or complexity, and of items which are more likely to be materially adjusted due to estimates and assumptions turning out to be different than those originally assessed. Detailed information about each of these estimates and judgements is included in relevant notes together with information about the basis of calculation for each affected line item in the financial statements.

The areas involving critical estimates or judgements are:

- Recognition of deferred tax assets for carried forward losses and 35AD benefits - Note 7,22
- Estimation of Provisions & Contingent Liabilities

The Company exercises judgement in measuring and recognising provisions and the exposures to contingent liabilities which is related to pending litigation or other outstanding claims. Judgement is necessary in assessing the likelihood that a pending claim will succeed, or a liability will arise, and to quantify the possible range of the financial settlement. Because of the inherent uncertainty in this evaluation process, actual liability may be different from the originally estimated as provision. (Refer Note 26)

### • Estimated useful life of tangible and intangible assets

The charge in respect of periodic depreciation is derived after determining an estimate of an asset's expected useful life and the expected residual value at the end of its life. The useful lives and residual values of Company's assets are determined by management at the time the asset is acquired and reviewed periodically, including at each financial year end. The lives are based on historical experience with similar assets as well as anticipation of future events, which may impact their life, such as changes in technology. For the relative size of the Company's intangible assets. (Refer Note 3 & 4)

### • Estimation of defined benefit obligation - Note 24

The present value of the defined benefit obligations depends on a number of factors that are determined on an actuarial basis using a number of assumptions. The assumptions used in determining the net cost (income) for post employment plans include the discount rate. Any changes in these assumptions will impact the carrying amount of such obligations.

The Company determines the appropriate discount rate at the end of each year. This is the interest rate that should be used to determine the present value of estimated future cash outflows expected to be required to settle the defined benefit obligations. In determining the appropriate discount rate, the Company considers the interest rates of government bonds of maturity approximating the terms of the related plan liability. Refer note 24 for the details of the assumptions used in estimating the defined benefit obligation.

### • Impairment of trade receivables

Trade receivables are typically unsecured and are derived from revenue earned from customers. Credit risk has been managed by the Company through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of customers to which the Company grants credit terms in the normal course of business. On account of adoption of Ind AS 109, the company uses expected credit loss model to assess the impairment loss or gain. The Company uses a provision matrix and forward-looking information and an assessment of the credit risk over the expected life of the financial asset to compute the expected credit loss allowance for trade receivables. (Refer Note 30)

### • Estimated fair value of financial instruments

The fair value of financial instruments that are not traded in an active market is determined using valuation techniques. The Management uses its judgement to select a variety of methods and make assumptions that are mainly based on market conditions existing at the end of each reporting period. For details of the key assumptions used and the impact of changes to these assumptions (Refer Note 29).

Estimates and judgements are continually evaluated. They are based on historical experience and other factors, including expectations of future events that may have a financial impact on the company and that are believed to be reasonable under the circumstances.

## Notes to the Financial Statements for the year ended 31 March 2020

### 3 Property, Plant and Equipment and Capital Work-In-Progress

Particulars	Freehold Land (Refer Note i)	Leasehold Land (Refer Note ii)	Buildings (Refer Note iii)	Furniture, Fittings and Equipment	Computer Equipment	Office Equipment	Vehicles	Plant and Machinery	Total	Capital work-in-progress (Refer Note v)
	INR lakhs	INR lakhs	INR lakhs	INR lakhs	INR lakhs	INR lakhs	INR lakhs	INR lakhs	INR lakhs	INR lakhs
<b>Cost</b>										
<b>As at 1 April, 2018</b>	958.20	567.88	25,224.61	648.78	212.16	239.55	5,399.26	21,811.91	55,062.35	79.19
Additions	268.38	273.58	41.51	3.86	31.41	1.83	209.40	307.04	1,137.01	1,065.53
Disposals	-	-	(0.38)	(9.19)	(58.37)	(54.25)	(288.78)	(277.04)	(688.01)	(1,124.92)
<b>As at 31 March, 2019</b>	<b>1,226.58</b>	<b>841.46</b>	<b>25,265.74</b>	<b>643.45</b>	<b>185.20</b>	<b>187.13</b>	<b>5,319.88</b>	<b>21,841.91</b>	<b>55,511.35</b>	<b>19.80</b>
Additions	-	-	128.96	-	16.92	0.93	-	81.12	227.93	-
Disposals	-	-	-	(11.69)	(6.29)	(37.88)	(37.50)	(64.62)	(157.98)	(5.69)
Reclassified on account of adoption of Ind AS 116	-	(841.46)	-	-	-	-	-	-	(841.46)	-
<b>As at 31 March 2020</b>	<b>1,226.58</b>	<b>-</b>	<b>25,394.70</b>	<b>631.76</b>	<b>195.83</b>	<b>150.18</b>	<b>5,282.38</b>	<b>21,858.41</b>	<b>54,739.84</b>	<b>14.11</b>
<b>Depreciation</b>										
<b>As at 1 April, 2018</b>	-	8.14	3,367.86	217.27	160.20	147.85	2,290.58	4,468.18	10,660.08	-
Charge for the year	-	7.66	1,391.68	78.03	36.73	41.29	914.74	1,635.05	4,105.18	-
Disposals	-	-	(0.37)	(8.80)	(58.34)	(51.40)	(234.07)	(225.62)	(578.60)	-
<b>As at 31 March, 2019</b>	<b>-</b>	<b>15.80</b>	<b>4,759.17</b>	<b>286.50</b>	<b>138.59</b>	<b>137.74</b>	<b>2,971.25</b>	<b>5,877.61</b>	<b>14,186.66</b>	<b>-</b>
Charge for the year	-	-	1,339.95	76.60	23.26	20.84	899.72	1,668.25	4,028.62	-
Disposals	-	-	-	(8.17)	(2.92)	(35.72)	(29.43)	(35.07)	(111.31)	-
Reclassified on account of adoption of Ind AS 116	-	15.80	-	-	-	-	-	-	(15.80)	-
<b>As at 31 March 2020</b>	<b>-</b>	<b>-</b>	<b>6,099.12</b>	<b>354.93</b>	<b>158.93</b>	<b>122.86</b>	<b>3,841.54</b>	<b>7,510.79</b>	<b>18,088.17</b>	<b>-</b>
<b>Net Block</b>										
<b>As at 31 March 2020</b>	<b>1,226.58</b>	<b>-</b>	<b>19,295.58</b>	<b>276.83</b>	<b>36.90</b>	<b>27.32</b>	<b>1,440.84</b>	<b>14,347.62</b>	<b>36,651.67</b>	<b>14.11</b>
<b>As at 31 March 2019</b>	<b>1,226.58</b>	<b>825.66</b>	<b>20,506.57</b>	<b>356.95</b>	<b>46.61</b>	<b>49.39</b>	<b>2,348.63</b>	<b>15,964.30</b>	<b>41,324.69</b>	<b>19.80</b>

## Notes to the Financial Statements for the year ended 31 March 2020

### Notes:

- i. Title deed of Freehold Land situated at Kolkata with carrying value of INR 2.22 lakhs (31 March 2019 INR 2.22 lakhs) is yet to be transferred in the name of the Company.
- ii. Represents payments made for acquiring land on lease at various locations for perpetual lease as per the lease deeds.
- iii. Includes self constructed building with net book value of INR 15876.44 lakhs (31 March 2019: INR INR 17,066.45 lakhs) on leasehold land.
- iv. Contractual obligations: Refer to note 26 for disclosure of contractual commitments for the acquisition of property, plant and equipment.
- v. Assets pledged as security for borrowings: Refer note 34 for information on property, plant and equipment, pledged as security by the Company.
- vi. **Capitalised Expenditure**  
**Borrowing cost:**  
 Building includes INR 0.00 Lakhs (31 March 2019: 3.81 lakhs) towards borrowing costs capitalised during the year. The rate used to determine the amount of borrowing costs eligible for capitalisation was 9.25% during previous year which was the effective interest rate of specific borrowing.

### Others:

During the year the Company has capitalized the following expenses of revenue nature to the cost of property plant and equipment. Consequently expenses disclosed under the respective notes are net off amounts capitalized by the Company:

Particulars	31 March 2020 INR lakhs	31 March 2019 INR lakhs
Salaries, wages and bonus	-	-
Finance costs (Refer Note 19)	-	3.81
Travelling and Conveyance	-	-
<b>Total</b>	-	<b>3.81</b>

## Notes to the Financial Statements for the year ended 31 March 2020

4 Intangible assets	Computer Software
Particulars	INR lakhs
<b>Cost</b>	
<b>As at on 1st April 2018</b>	<b>106.97</b>
Additions	2.50
<b>As at 1st April 2019</b>	<b>109.47</b>
Additions	4.03
<b>As at 31 March 2020</b>	<b>113.50</b>
<b>Amortization</b>	
<b>As at 31 March 2018</b>	<b>97.79</b>
Charges for the year 18-19	4.62
<b>As at 31st March 2019</b>	<b>102.41</b>
Charges for the year 19-20	5.03
<b>As at 31st March 2020</b>	<b>107.44</b>
<b>Net block</b>	
<b>As at 31 March 2020</b>	<b>6.06</b>
<b>As at 31 March 2019</b>	<b>7.06</b>

**Note:**

Computer software consists of cost of ERP licenses and development cost. Useful life of Computer software is estimated to be 3 years, based on technical assessment of such assets.

## Notes to the financial statements for the year ended 31 March 2020

### 5 Right of Use Assets

"Effective April 1, 2019, the Company adopted Ind AS 116 "Leases" and applied the standard to all lease contracts existing on April 1, 2019 using the modified retrospective method as per para C8(c)(ii) of standard. Consequently, the Company recorded the lease liability at the present value of the remaining lease payments discounted at the incremental borrowing rate as on the date of transition and has measured right of use asset an amount equal to lease liability.

On transition, the adoption of the new standard resulted in recognition 'Lease Liabilities' of Rs. 13,783.08 Lakhs and 'Right-of-Use' asset to equal amount.

Following is the summary of practical expedients elected on initial application:

i) Applied a single discount rate to a portfolio of leases of similar assets in similar economic environment with similar end date.

ii) Applied the exemption not to recognise Right-of -Use asset and Lease Liabilities with lease term of 12 months or less and leases with low value at the date of initial application.

iii) Used hindsight in determining the lease term where the contract contained options to extend or terminate the lease."

Right-of-use assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset. Right of use assets are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the Cash Generating Unit (CGU) to which the asset belongs.

The lease liability is initially measured at amortized cost at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates in the country of domicile of these leases. Lease liabilities are remeasured with a corresponding adjustment to the related right of use asset if the Company changes its assessment if whether it will exercise an extension or a termination option (Refer Note 12E). Lease liability and ROU asset have been separately presented in the Balance Sheet and lease payments have been classified as financing cash flows.

	31 March 2020 INR lakhs
<b>Land</b>	
<b>As at 1st April 2019</b>	<b>13,783.08</b>
Less: Lease Equalization Reserve Adjusted against ROU	(657.93)
Add:Additions	226.07
Add:Reclassified on account of adoption of Ind AS 116	825.66
Add: Prepayment of Lease Rentals	77.23
Depreciation expense	(981.52)
<b>As at 31 March 2020</b>	<b>13,272.59</b>

- i. The Company has adopted modified retrospective approach as per para C8(c)(ii) of IND AS 116 "Leases" for its land taken on leases, effective from the reporting period beginning April 1, 2019.
- ii. Accordingly the company has recognized an amount equivalent to Lease Liability as Right of use assets to the extent of INR13,783.08 lakhs as at April 1, 2019.
- iii. The Lease Equalization reserve has been adjusted against the ROU asset and prepayments of Lease rental have been added to the ROU asset.
- iv. Depreciation has been charged to ROU Assets on a straight line method based on the lease term and is included under depreciation and amortization expense in the statement of Profit and Loss.
- v. The adoption of standard has resulted in Statement of Profit and Loss for the current period, operating lease expenses changed from rent to depreciation charge for Right-of-Use asset and finance cost for interest accrued on lease liability. The effect of this adoption is insignificant on earnings per share. Adoption has also resulted in an increase in cash inflows from operating activities and an increase in cash outflows from financing activities on account of lease payments INR 1357.58 lakhs. Total Deferred Tax Income and Deferred Tax has Assets increase by INR 438.78 Lakhs.



v. Reconciliation for the effects of the transactions on Statement of Profit and Loss for the year ended 31 March 2020 are as follows :

**Adjustments to increase/(decrease) in profit before tax**

	31 March 2020 (comparable basis)	Changes due to Ind AS 116 increase/ (decrease)	31 March 2020 (as reported)
Operating expenses	13,150.25	(1,357.58)	11,792.67
Finance cost	729.48	1,224.92	1,954.40
Depreciation and amortisation	4,033.65	981.52	5,015.17
Profit before tax	217.43	848.86	(631.43)

vi. The following are the amounts recognised in profit or loss:

Particulars	31 March 2020 INR lakhs
Depreciation expense of right-of-use assets	981.52
Interest expense on lease liabilities	1,224.92
<b>Total amount recognised in profit or loss</b>	<b>2,206.44</b>

## Notes to the Financial Statements for the year ended 31 March 2020

<b>6A Trade receivables</b>	<b>31 March 2020</b>	<b>31 March 2019</b>
<b>Particulars</b>	<b>INR lakhs</b>	<b>INR lakhs</b>
Trade receivables	5,555.21	5,170.91
<b>Total</b>	<b>5,555.21</b>	<b>5,170.91</b>
<b>Breakup of security details:</b>	<b>31 March 2020</b>	<b>31 March 2019</b>
<b>Particulars</b>	<b>INR lakhs</b>	<b>INR lakhs</b>
Secured, considered good	-	-
Unsecured, considered good	5,555.21	5,170.91
Unsecured, considered doubtful	594.26	336.53
<b>Total trade receivables</b>	<b>6,149.47</b>	<b>5,507.44</b>
Current Portion	5,555.21	5,170.91
Non-current portion	-	-
<b>Trade Receivables which have significant increase in Credit Risk</b>		
Impairment for trade receivable*	-	-
Unsecured, considered good	-	-
Trade Receivables which have significant increase in credit Risk	-	-
Trade Receivables - credit impaired	594.26	336.53
<b>Total trade receivables</b>	<b>5,555.21</b>	<b>5,170.91</b>

No trade or other receivable are due from directors or other officers of the Company either severally or jointly with any other person. Nor any trade or other receivable are due from firms or private companies respectively in which any director is a partner, a director or a member.

Trade receivables are non-interest bearing and are generally on terms of 0 to 90 days.

"\*The provision for the impairment of trade receivable has been made basis the expected credit loss method and other cases based on management judgement."

<b>6B Cash and cash equivalents</b>	<b>31 March 2020</b>	<b>31 March 2019</b>
<b>Particulars</b>	<b>INR lakhs</b>	<b>INR lakhs</b>
Balance with banks:		
- On current account	159.94	160.41
Deposits with original maturity of less than 3 months (Refer Note 1 below)	8.00	7.56
Cash on hand	6.14	3.83
Drafts on hand	-	58.07
<b>Total</b>	<b>174.08</b>	<b>229.87</b>

**Note:**

1. Fixed deposits of INR 8.00 lakhs (31 March 2019: INR 7.56 lakhs) held as lien by bank against bank guarantee.

<b>6C Other bank balances</b>	<b>31 March 2020</b>	<b>31 March 2019</b>
<b>Particulars</b>	<b>INR lakhs</b>	<b>INR lakhs</b>
- Unpaid dividend	0.95	0.95
- Unpaid Share Application Money	4.51	-
- Deposits with maturity more than 3 months but less than 12 months (Refer Note 1 below)	22.32	12.71
<b>Total</b>	<b>27.78</b>	<b>13.66</b>

## Notes to the Financial Statements for the year ended 31 March 2020

### Notes:

- Fixed deposits of INR 22.32 lakhs (31 March 2019: INR 12.71 lakhs) held as lien by bank against bank guarantee.
- Cash at banks earns interest at floating rates based on daily bank deposit rates. Short-term deposits are made for varying periods of between one day and three months, depending on the immediate cash requirements of the Company, and earn interest at the respective short-term deposit rates.
- At 31 March 2020, the Company has available INR 631.83 lakhs (31 March 2019: INR 863.66 lakhs) of undrawn borrowing facilities.
- For the purpose of the statement of cash flows, cash and cash equivalents comprise the following:

Cash and cash equivalents Particulars	31 March 2020	31 March 2019
	INR lakhs	INR lakhs
Balance with banks:		
- On current account	159.94	160.41
- Deposits with original maturity of less than 3 months	8.00	7.56
- Cash on hand	6.14	3.83
- Drafts on hand	-	58.07
<b>Total cash and cash equivalents as per Balance Sheet</b>	<b>174.08</b>	<b>229.87</b>
Less: Bank overdraft (refer note 12B)	167.65	336.34
<b>Total cash and cash equivalents as per Balance Sheet</b>	<b>6.43</b>	<b>(106.47)</b>

6D Loan Particulars	31 March 2020	31 March 2019
	INR lakhs	INR lakhs
Loan to employees	0.81	0.81
<b>Total</b>	<b>0.81</b>	<b>0.81</b>

6E Other financial assets Particulars	31 March 2020	31 March 2020	31 March 2019	31 March 2019
	INR lakhs	INR lakhs	INR lakhs	INR lakhs
	Current	Non-Current	Current	Non-Current
<b>Other financial assets at amortised cost</b>				
Interest accrued on fixed deposits	2.65	-	3.23	-
-Others	17.63	-	17.63	-
Security and other deposits	-	1,131.30	-	1,089.16
Deposits with bank with maturity period more than 12 months (Refer Note 1 below)	24.53	1.31	30.80	1.63
<b>Total</b>	<b>44.81</b>	<b>1,132.61</b>	<b>51.66</b>	<b>1,090.79</b>

### Notes:

- Fixed deposits of INR 25.84 lakhs (31 March 2019: INR 32.43 lakhs) held as lien by bank against bank guarantee.
- Security deposits are non interest bearing and are expected to be settled as per terms of respective agreements. The carrying value may be affected by changes in the credit risk of the counterparties.

Break up of financial assets carried at amortized cost Particulars	Note	31 March 2020	31 March 2019
		INR lakhs	INR lakhs
Trade receivables	6A	5,555.21	5,170.91
Cash and cash equivalents	6B	174.08	229.87
Other bank balances	6C	27.78	13.66
Loan	6D	0.81	0.81
Other financial assets	6E	1,177.42	1,142.45
<b>Total</b>		<b>6,935.30</b>	<b>6,557.70</b>

## Notes to the Financial Statements for the year ended 31 March 2020

7 Deferred tax assets(net) Particulars	31 March 2020	31 March 2019
	INR lakhs	INR lakhs
Timing difference between book and tax depreciation	(11,446.25)	(10,382.49)
<b>Total Deferred tax liability</b>	<b>(11,446.25)</b>	<b>(10,382.49)</b>
<b>Other Items</b>		
Additional deduction under Section 35AD of Income Tax Act, 1961	11,840.06	15,288.40
Timing Difference on Lease Liability	4,040.82	
Other timing differences	41.03	420.07
<b>Total Deferred tax assets</b>	<b>15,921.91</b>	<b>15,708.47</b>
<b>Net deferred tax assets</b>	<b>4,475.66</b>	<b>5,325.98</b>

### Significant estimate

Company has recognized deferred tax asset on brought forward losses and deduction available under section 35AD of the Income Tax Act, 1961. As per provision of Finance Act 2019, effective assessment year 2020-21 income tax rate applicable for companies having turnover below INR 40,000 lakhs has been reduced to 25% from 30% (excluding surcharge and cess) earlier. Accordingly the company has recomputed its Deferred tax assets/Liabilities based on the revised tax rate.

The tax impact for the above purpose has been arrived at by applying a tax rate of 29.12% (31 March 2019: 34.94%) being the prevailing tax rate for Indian Companies under the Income Tax Act, 1961.

At 31 March 2019, the Company has recognised deferred tax liability of INR 11,446.25 lakhs (31 March 2019: INR 10,382.49 lakhs) and deferred tax assets of INR 15,930.10 lakhs (31 March 2019: INR 15,708.47 lakhs) on other temporary differences which will be adjusted for computation of future years taxable income.

The Company has unused section 35AD losses of INR 40,659.54 lakhs (March 31, 2019: INR 43,719.12 lakhs) that are available for offsetting against future taxable profits of the company.

The Company has recognised deferred tax asset of INR 11,840.06 lakhs on unused section 35AD losses of INR 40,659.54 lakhs based on analysis of taxable income in near future.

Movement in deferred tax assets Particulars	31 March 2020	31 March 2019
	INR lakhs	INR lakhs
Net deferred income tax asset at the beginning	5,325.98	5,410.87
Credits/ (charge) relating to temporary differences	(864.38)	(82.41)
Temporary differences on other comprehensive income	14.06	(2.48)
<b>Net deferred tax assets</b>	<b>4,475.66</b>	<b>5,325.98</b>

8 Income tax assets net Particulars	31 March 2020	31 March 2019
	INR lakhs	INR lakhs
Advance income tax	1,604.59	1,588.74
<b>Total</b>	<b>1,604.59</b>	<b>1,588.74</b>

9 Other assets Particulars	31 March 2020	31 March 2020	31 March 2019	31 March 2019
	INR lakhs	INR lakhs	INR lakhs	INR lakhs
	Current	Non-Current	Current	Non-Current
Capital advances	-	-	-	8.52
<b>Advances other than capital advances</b>				
Prepaid lease rental*	-	-	-	77.23
Advance to suppliers	63.63	-	64.51	-
Balance with Government authorities	-	-	56.15	-
Prepaid Expenses**	384.39	758.43	324.45	814.95
<b>Total</b>	<b>448.02</b>	<b>758.43</b>	<b>445.11</b>	<b>900.70</b>

## Notes to the Financial Statements for the year ended 31 March 2020

\*Prepaid lease rental represents payments made for acquiring land on lease at various locations for a period of 20-30 years as per the lease deeds. In the current financial year, the same are being reclassified under ROU Assets as specified under Ind AS 116.

\*\* Prepaid rent represents notional rent recognized under Ind AS 109 on Security deposits given to the land lords for lease hold lands.

### 10 Equity share capital

#### Authorised share capital

#### Equity shares of INR 10 each issued, subscribed and fully paid

Particulars	Equity shares	
	No. of Shares	Amount INR lakhs
<b>At 1 April 2018</b>	<b>20,00,00,000</b>	<b>20,000.00</b>
Change during the year	-	-
<b>At 31 March 2019</b>	<b>20,00,00,000</b>	<b>20,000.00</b>
Change during the year	-	-
<b>At 31 March 2020</b>	<b>20,00,00,000</b>	<b>20,000.00</b>

#### Terms/rights attached to equity shares

The company has only one class of equity shares having par value of INR 10 per share. Each holder of equity shares is entitled to one vote per share. The company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to the shareholders in the ensuing Annual General Meeting.

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

#### (i) Issued and subscribed equity share capital

#### Equity shares of INR 10 each issued, subscribed and fully paid

Particulars	No. of Shares	Amount INR lakhs
	<b>At 1 April 2018</b>	<b>16,70,87,995</b>
Changes during the year	-	-
<b>At 31 March 2019</b>	<b>16,70,87,995</b>	<b>16,708.80</b>
Changes during the year	-	-
<b>At 31 March 2020</b>	<b>16,70,87,995</b>	<b>16,708.80</b>

#### (ii) Reconciliation of the equity share outstanding at the beginning and at the end of the year:

Particulars	31-Mar-20		31-Mar-19	
	No. of Shares	Amount INR lakhs	No. of Shares	Amount INR lakhs
Share outstanding at the beginning of the year	16,70,87,995	16,708.80	16,70,87,995	16,708.80
Share issued during the year	-	-	-	-
Share outstanding at the end of the year	16,70,87,995	16,708.80	16,70,87,995	16,708.80

#### (iii) Shares reserved for issue under options

Information relating to Snowman logistics limited employee option plan, including details of options issued, exercised and lapsed during the financial year and options outstanding at the end of the reporting period, is set out in note 25.

## Notes to the Financial Statements for the year ended 31 March 2020

### (iv) Details of shareholders holding more than 5% shares in the company

Particulars	31-Mar-20		31-Mar-19	
	No. of Shares	% Holding	No. of Shares	% Holding
Gateway Distriparks Limited*	6,72,54,119	40.25%	6,72,54,119	40.25%
Adani Logistics Limited**	4,34,42,879	26.00%	-	-
Mitsubishi Corporation	12,67,888	0.76%	1,56,41,000	9.36%
International Finance Corporation	-	0.00%	1,13,17,500	6.77%

\* 101 Shares (31 March 2019: 101 shares) are held by Gateway Distriparks Ltd., jointly with Mr. Prem Kishan Gupta.

As per records of the Company, including its register of shareholder/members and other declaration received from the shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownerships of shares.

\*\*During the year, Gateway Distriparks Limited ("GDL") holding 40.25% of equity shares in the Company entered into a Share Purchase Agreement with Adani Logistics Limited ("Adani") for sale of its entire shareholding on 27th December 2019 for a total cash consideration of INR 29,591 lakhs. Subsequent to entering into the share purchase agreement with GDL, Adani Logistics Limited acquired 43,442,879 (26%) equity shares having face value of Rs. 10/- each at a price of Rs. 44 per share of SLL pursuant to an open offer under the SEBI (SAST) Regulations. The condition for completion of transaction by 31 March 2020 was not met by Adani therefore the agreement could not be completed before 31st March 2020. Accordingly, GDL has notified Adani and the company that the agreement is not in force due to repudiation of agreement by Adani and GDL has initiated arbitration proceedings against Adani pursuant to the provisions of the share purchase agreement.

Aggregate number of equity shares issued as bonus, shares issued for consideration other than cash and shares bought back during the period of five years immediately preceding the reporting date:

Particulars	31 March 2020	31 March 2019
	No. of Shares	No. of Shares
Equity share allotted as fully paid-up to employees pursuant to Snowman Logistics Limited stock Option plan 2012(ESOP 2012)	20,32,100	20,32,100

## Notes to the Financial Statements for the year ended 31 March 2020

<b>11 Other equity</b>	<b>31 March 2020</b>	<b>31 March 2019</b>
<b>Particulars</b>	<b>INR lakhs</b>	<b>INR lakhs</b>
Securities premium Reserve	19,905.16	19,905.16
Retained earnings	5,354.97	6,882.35
Share options outstanding account	-	7.93
<b>Total reserves and surplus</b>	<b>25,260.13</b>	<b>26,795.44</b>
<b>i) Securities premium Reserve</b>		
<b>Particulars</b>		<b>INR lakhs</b>
<b>At 1 April 2018</b>		<b>19,905.16</b>
Change during the period		-
<b>31 March 2019</b>		<b>19,905.16</b>
Change during the period		-
<b>At 31 March 2020</b>		<b>19,905.16</b>
<b>ii) Share options outstanding account</b>		
<b>Particulars</b>		<b>INR lakhs</b>
<b>At 31 March 2018</b>		<b>7.93</b>
Add: Employee stock option expense		-
<b>At 31 March 2019</b>		<b>7.93</b>
Add: Employee stock option expense		-
Less: Transferred to retained earnings for options lapsed/surrendered during the year		<b>(7.93)</b>
<b>At 31 March 2020</b>		<b>-</b>
<b>iii) Retained earnings</b>		
<b>Particulars</b>		<b>INR lakhs</b>
<b>At 31 March 2018</b>		5,905.98
Profit during the year		971.74
Other comprehensive income		4.63
<b>At 31 March 2019</b>		<b>6,882.35</b>
Loss during the year		(1,501.10)
Other comprehensive income		(34.21)
Transferred to retained earnings for options lapsed/surrendered during the year		7.93
<b>At 31 March 2020</b>		<b>5,354.97</b>

### Nature and purpose of other reserves

#### Securities premium reserve

Securities premium reserve is used to record the premium on issue of shares. The reserve is utilised in accordance with the provisions of the Companies Act, 2013.

#### Share options outstanding account

The share options outstanding account is used to recognise the grant date fair value of options issued to employees under Snowman Logistics Limited Employee Stock Option Plan (Refer Note 25).

## Notes to the Financial Statements for the year ended 31 March 2020

12A Borrowings Particulars	31 March 2020	31 March 2019
	INR lakhs	INR lakhs
Secured		
Term loan from bank	5,300.08	7,750.15
Vehicle loan from bank	212.24	1,224.84
<b>Total borrowings</b>	<b>5,512.32</b>	<b>8,974.99</b>
Less: Current maturities of long term loans (clubbed under other financial liabilities)	(1,899.25)	(3,470.12)
<b>Total non-current borrowings</b>	<b>3,613.07</b>	<b>5,504.87</b>

Note : For loan covenants Refer Note 31

### Nature of security and terms of repayment for secured borrowings:

Nature of security	Terms of repayment
i) Term loan-2 from HDFC Bank amounting to Rs. 4,675.00 lakhs (31 March 2019: INR 6,375.00 lakhs) is secured by paripassu charge on all assets namely fixed and current assets present and future of the Company and corporate guarantee.	Principal is repayable (for each disbursement) in 20 equal quarterly instalments starting from January 2018 @ 8.40 % per annum, from February 2019 @ 9% per annum and from Feb 2020 @8.4% per annum. The Company has obtained a moratorium for the loan installment of INR 425 Lakhs which was due in April 2020 due to Covid-19.
ii) Term loans-1 from International finance corporation (IFC) amounting to INR 250.00 lakhs (31 March 2019: INR 750.00 lakhs) are secured by first paripassu charge on all assets namely, fixed and current assets present and future of the Company and first ranking paripassu charge on receivables of the Company.	Principal is repayable in 12 half yearly instalments starting from January 2015 at rates agreed at the time of disbursements. @ 9.98 % - 10.87 % per annum
iii) Term loans-2 from International finance corporation (IFC) amounting to INR 375.00 lakhs (31 March 2019: INR 625.00 lakhs) are secured by first ranking charge on immovable assets of the Company and First ranking hypothecation on movable assets of Company.	Principal is repayable in 12 half yearly instalments starting from January 2015 at rates agreed at the time of disbursements @ 10.54 % per annum
iv) Vehicle loan from HDFC Bank amounting to INR 60.28 lakhs (31 March 2019: INR 1,014.82 lakhs) is secured by paripassu charge on all assets namely fixed and current assets present and future of the company.	Equated monthly instalments of INR 2,604 per Lakh beginning from May 2016 @ 10.50 % per annum.
v) Vehicle loan from HDFC Bank amounting to INR 151.95 lakhs (31 March 2019: 210.01) is secured by paripassu charge on all assets namely fixed and current assets present and future of the company.	Principal is repayable in 46 monthly instalments of INR 6.26 Lakh starting from September 2018 @ 9.25 % per annum agreed at the time of disbursements

12B Current borrowings Particulars	31 March 2020	31 March 2019
	INR lakhs	INR lakhs
<b>Secured</b>		
Overdraft from bank	167.65	336.34
Working capital demand loan	500.00	-
<b>Total</b>	<b>667.65</b>	<b>336.34</b>

(i) Outstanding overdraft amounting to INR 167.65 lakhs (31 March 2019: 336.34) carry an average interest rate of 9.00% is secured by paripassu charge with IFC on all assets namely fixed and current assets present and future of the Company.

(ii) Working Capital Demand Loan amounting to INR 500 Lakhs (31 March 2019: Nil) carry an interest rate of 9.00% and is secured by hypothecation on current assets of the company.

12C Trade payables Particulars	31 March 2020	31 March 2019
	INR lakhs	INR lakhs
Micro, small and medium enterprises (Refer Note 32)	1.29	14.72
Others	1,530.53	1,864.14
<b>Total</b>	<b>1,531.82</b>	<b>1,878.86</b>

Terms and conditions of the above financial liabilities

Trade payables are non-interest bearing and are normally settled in the range of 1 to 180 days terms.

Refer Note 30 for the Company's credit risk management process.



## Notes to the Financial Statements for the year ended 31 March 2020

12D Other financial liabilities Particulars	31 March 2020	31 March 2020	31 March 2019	31 March 2019
	INR lakhs	INR lakhs	INR lakhs	INR lakhs
	Current	Non-Current	Current	Non-Current
Security deposit from customers*	-	101.93	-	95.73
Retention money**	-	-	-	84.86
Current maturities of long term debts	1,899.25	-	3,470.12	-
Interest accrued but not due on borrowings	60.69	-	94.62	-
Unpaid dividend***	0.95	-	0.95	-
Unpaid Share Application Money***	4.51	-	-	-
Capital creditors	20.24	-	176.99	-
<b>Total</b>	<b>1,985.64</b>	<b>101.93</b>	<b>3,742.68</b>	<b>180.59</b>

\* Security deposits from customers are non interest bearing and are under as per the terms of agreement with customers.

\*\* Retention money relates to vendors for construction of warehouse as per terms of agreement.

\*\*\* There are no amounts due and outstanding to be credited to Investor Education and Protection Fund.

12E Lease Liability Particulars	31 March 2020 INR lakhs
<b>As at 1st April 2019</b>	13,783.08
Add: Additions on New lease during the year	226.07
Add: Accretion of Interest	1,224.92
Less: Payments During the Year	(1,357.58)
<b>Lease Liability</b>	<b>13,876.50</b>
Less: Current Portion of Lease Liability	(264.14)
<b>Total</b>	<b>13,612.36</b>

(i) The Lease Liability is recognised on various Lands taken on lease by the company for the construction of its warehouses.

(ii) The company has applied Modified retrospective approach for recognizing its lease liabilities. Accordingly, the lease rentals payable by the company are discounted using Long term borrowing rate to arrive at Lease liability as on 1st April 2019. The same has also been simultaneously recognized as Right of Use assets. (Refer Note 5)

(iii) The weighted average incremental borrowing rate applied to lease liabilities as at 1 April 2019 is 8.87%.

(iv) The company had a cash outflow of INR 1357.58 lakhs during the year 19-20. The company also has non-cash additions to Right of Use Assets and Lease liability to the extent of INR 226.07 Lakhs.

12F Current Portion of Lease Liability Particulars	31 March 2020 INR lakhs
	<b>Current</b>
<b>Current Portion of Lease Liability</b>	264.14

Current Portion of Lease Liability is the amount paid towards Principal portion of Lease liability in the next 12 months for the period ended 31st March 2020

## Notes to the Financial Statements for the year ended 31 March 2020

The table below provides details regarding the contractual maturities of lease liabilities as at March 31, 2020 on an undiscounted basis:

Particulars	31 March 2020 INR lakhs
Less than one year	1,484.74
One to five years	6,405.00
More than five years	17,273.14
<b>Total</b>	<b>25,162.88</b>

The Company does not face a significant liquidity risk with regard to its lease liabilities as the current assets are sufficient to meet the obligations related to lease liabilities as and when they fall due.

13 Provision Particulars	31 March 2020	31 March 2020	31 March 2019	31 March 2019
	INR lakhs	INR lakhs	INR lakhs	INR lakhs
	Current	Non-Current	Current	Non-Current
<b>Provision for employee benefits</b>				
Provision for Leave Benefits	5.29	10.26	3.66	6.08
Provision for gratuity*	50.00	40.69	80.00	10.65
<b>Total</b>	<b>55.29</b>	<b>50.95</b>	<b>83.66</b>	<b>16.73</b>

\*Refer note 24 for disclosure under Ind AS 19 - Employee Benefits.

14 Other liabilities Particulars	31 March 2020	31 March 2020	31 March 2019	31 March 2019
	INR lakhs	INR lakhs	INR lakhs	INR lakhs
	Current	Non-Current	Current	Non-Current
Rent equalisation reserve	-	-	-	657.93
Advance from customers	36.93	-	-	-
Statutory dues	277.72	-	263.88	-
<b>Total</b>	<b>314.65</b>	<b>-</b>	<b>263.88</b>	<b>657.93</b>

Break up of financial liabilities carried at amortized cost:- Particulars	Note	31 March 2020	31 March 2019
		INR lakhs	INR lakhs
Borrowings	12A	3,613.07	5,504.87
Current borrowings	12B	167.65	336.34
Trade payables	12C	1,531.82	1,878.86
Other financial liabilities	12D	2,087.57	3,923.27
<b>Total</b>		<b>7,400.11</b>	<b>11,643.34</b>

## Notes to the Financial Statements for the year ended 31 March 2020

15 (A) Revenue from Contracts with Customers	31 March 2020	31 March 2019
Particulars	INR lakhs	INR lakhs
Sale of services :		
Warehousing services	15,059.60	15,649.32
Transportation services	8,479.13	7,221.45
Consignment agency services	481.46	384.16
<b>Total Revenue from Contracts with Customers (A)</b>	<b>24,020.19</b>	<b>23,254.93</b>
<b>I. Geographical markets</b>		
Sale of Services - India	24,020.19	23,254.93
Sale of Services - Outside India	-	-
<b>Total Revenue from Contracts with Customers</b>	<b>24,020.19</b>	<b>23,254.93</b>
<b>II. Timing of Revenue Recognition</b>		
Services Transferred at point in time	-	
Services Transferred over time	24,020.19	23,254.93
<b>Total Revenue from Contracts with Customers</b>	<b>24,020.19</b>	<b>23,254.93</b>
<b>III. Contract Balances</b>		
Trade Receivables (Refer Note 6A)	<b>5,555.21</b>	<b>5,170.91</b>

### IV. Performance Obligation

The performance obligation in respect of services provided being provided by the Company, are satisfied over a period of time and upon acceptance of the customer. Payment is generally due upon delivery of services and acceptance of customer. Payments are generally due within 0 to 90 days.

16 Other income	31 March 2020	31 March 2019
Particulars	INR lakhs	INR lakhs
Interest income		
- On Bank deposits	7.00	3.41
- On Income tax Refund	111.19	-
- On Others	10.09	19.16
Unwinding of discount on security deposits	52.55	43.58
Net gain on disposal of property, plant and equipment	-	88.77
Provision written back to the extent no longer required	-	
Liabilities/ Provisions no Longer Required Written Back	105.91	148.22
Miscellaneous income	32.25	21.75
<b>Total</b>	<b>318.99</b>	<b>324.89</b>

17 Operating Expenses	31 March 2020	31 March 2019
Particulars	INR lakhs	INR lakhs
Power charges	2,565.41	2,560.62
Cold storage rent	-	1,232.63
Labour charges	2,056.21	1,760.47
Vehicle running expenses	1,684.12	1,582.26
Vehicle fuel expenses	3,467.97	3,428.81
Palletization and Handling charges	551.90	497.81
Hire charges - vehicles	1,467.06	771.61
<b>Total</b>	<b>11,792.67</b>	<b>11,834.21</b>

## Notes to the Financial Statements for the year ended 31 March 2020

18 Employee benefit expenses	31 March 2020		31 March 2019	
	Particulars	INR lakhs	INR lakhs	INR lakhs
	Salaries, wages and bonus	2,083.28		1,951.81
	Contribution to provident fund	123.71		118.04
	Gratuity expense (Refer note 24)	23.96		50.51
	Staff welfare expenses	171.03		183.55
	<b>Total</b>	<b>2,401.98</b>		<b>2,303.91</b>

19 Finance Costs	31 March 2020		31 March 2019	
	Particulars	INR lakhs	INR lakhs	INR lakhs
	Interest on debts and borrowings	729.48		1,031.64
	Interest on lease liabilities (Refer Note 12F)	1,224.92		-
	<b>Total</b>	<b>1,954.40</b>		<b>1,031.64</b>
	Less: Amount capitalised (Refer Note 3(vi))	-		3.81
	<b>Total</b>	<b>1,954.40</b>		<b>1,027.83</b>

20 Depreciation and amortisation expense	31 March 2020		31 March 2019	
	Particulars	INR lakhs	INR lakhs	INR lakhs
	Depreciation of property, plant and equipment (Refer note 3)	4,028.62		4,105.18
	Depreciation of Right of Use Assets (Refer note 5)	981.52		-
	Amortisation of intangible assets (Refer note 4)	5.03		4.62
	<b>Total</b>	<b>5,015.17</b>		<b>4,109.80</b>

21 Other expenses	31 March 2020		31 March 2019	
	Particulars	INR lakhs	INR lakhs	INR lakhs
	Rent	69.70		67.62
	Repairs and maintenance			
	- Plant and machinery	468.85		470.25
	- Vehicles	705.13		564.32
	- Others	117.12		60.36
	Security and other charges			
	- Security charges	388.78		364.51
	- Other charges	50.95		46.32
	Printing and stationary	77.84		73.39
	Insurance	255.50		258.05
	Rates and taxes	635.91		219.09
	Travelling and conveyance	190.63		200.62
	Legal and professional charges	108.63		124.63
	Payment to auditor (Refer Note 21A)	18.42		17.40
	Communication	49.52		58.14
	Corporate social responsibility expenditure (Refer Note 21B)	-		3.00
	Directors sitting fees (Refer Note 27)	37.00		29.00
	Recruitment and training	14.32		7.76
		31 March 2020	31 March 2019	
	Bad debts written off	-	1,219.66	-
	Less: Provision for doubtful debts adjusted	-	(1,219.66)	
	Expected credit loss for trade receivables and contract assets	257.74		336.53

## Notes to the Financial Statements for the year ended 31 March 2020

Loss on sale/ discard of property, plant and equipment	38.29	-
Miscellaneous expense	322.06	316.94
<b>Total</b>	<b>3,806.39</b>	<b>3,217.93</b>

21A Details of payment to auditors Particulars	31 March 2020	31 March 2019
	INR lakhs	INR lakhs
Payment to Auditors		
As auditors		
Audit fees	16.50	16.50
In other capacities		
Certification fees	0.50	-
Re-imbursment of expenses	1.42	0.90
<b>Total</b>	<b>18.42</b>	<b>17.40</b>

### 21B Details of CSR expenditure:

Pursuant to the applicability of CSR (Corporate Social Responsibility) provisions of the Companies Act, 2013 the details are as below :

(A) Gross amount required to be spent by the Company during the year is INR 0.00 lakhs (31 March 2019: INR 0.40 lakhs).

(B) Details of amount spent during the year ended 31 March 2020 and 31 March 2019

	INR lakhs		INR lakhs
	Paid	Amount yet to be paid	Total
<b>31 March 2020</b>			
i) Construction/acquisition of any asset	-	-	-
ii) On purposes other than (i) above	-	-	-
<b>31 March 2019</b>			
i) Construction/acquisition of any asset	-	-	-
ii) On purposes other than (i) above	3	-	3

## Notes to the Financial Statements for the year ended 31 March 2020

### 22 Income tax

The major components of income tax expense for the year ended 31 March 2020 and 31 March 2019 are :

#### Statement of profit and loss :

Profit and loss section Particulars	31 March 2020	31 March 2019
	INR lakhs	INR lakhs
<b>Current income tax :</b>		
Current income tax charge	-	-
Current tax on profits for the year (Minimum Alternative Tax)	37.29	32.00
Adjustment of tax relating to earlier periods	(32.00)	
<b>Income current tax expense reported in the statement of profit or loss</b>	<b>5.29</b>	<b>32.00</b>
<b>Deferred tax :</b>		
(Decrease)/ increase in deferred tax asset	213.44	(918.82)
Decrease/ (increase) in deferred tax liabilities	(1,063.76)	833.93
<b>Total deferred tax expense/ (credit) reported in statement of profit or loss</b>	<b>850.32</b>	<b>84.89</b>
<b>Total income tax expense reported in statement of profit or loss</b>	<b>855.61</b>	<b>116.89</b>

Disclosed under	31 March 2020	31 March 2019
	INR lakhs	INR lakhs
Statement of Profit and Loss	869.67	114.41
Other Comprehensive Income	(14.06)	2.48
<b>Total</b>	<b>855.61</b>	<b>116.89</b>

#### Reconciliation of tax expenses and the accounting profit multiplied by India's tax rate :

Particulars	31 March 2020	31 March 2019
	INR lakhs	INR lakhs
Profit before income tax expenses	(679.70)	1,093.26
Enacted tax rates in India	29.12%	34.94%
Computed tax expense	(197.93)	381.99
Tax effect of amounts which are not deductible (taxable) in calculating taxable income:		
Adjustment on account of Tax Rate Change from 34.94% to 29.12%	887.16	-
Unrecognized tax assets	166.38	-
Adjustments in respect of taxes of previous years	-	(219.42)
Effect of income taxed at special rate	-	(29.39)
Other items	-	(16.28)
<b>Total tax expense</b>	<b>855.61</b>	<b>116.90</b>

Deferred tax assets Particulars	31 March 2020	31 March 2019
	INR lakhs	INR lakhs
Timing difference between book and tax depreciation	(11,446.25)	(10,382.49)
	<b>(11,446.25)</b>	<b>(10,382.49)</b>
Other Items		
Additional deduction under section 35AD of Income Tax Act, 1961	11,840.06	15,288.40
Timing Difference on Lease Liability	4,040.82	-
Other timing differences	41.03	420.07
	<b>15,921.91</b>	<b>15,708.47</b>
<b>Total deferred tax assets</b>	<b>4,475.66</b>	<b>5,325.98</b>

## Notes to the Financial Statements for the year ended 31 March 2020

### Significant estimate

Company has recognized deferred tax asset on brought forward losses and deduction available under section 35AD of the Income Tax Act, 1961. Deduction under Section 35AD of the Income Tax Act, 1961 has been claimed on eligible amount capitalised during the year, based on future business projections made by the management.

The tax impact for the above purpose has been arrived at by applying a tax rate of 29.12% (31 March 2019: 39.94%) being the prevailing tax rate for Indian Companies under the Income Tax Act, 1961.

### 23 Earnings per Share

Basic EPS amounts are calculated by dividing the profit for the year attributable to equity holders by the weighted average number of Equity shares outstanding during the year.

Diluted EPS amounts are calculated by dividing the profit attributable to equity holders by the weighted average number of Equity shares outstanding during the year plus the weighted average number of Equity shares that would be issued on conversion of all the dilutive potential Equity shares into Equity shares.

Particulars		31 March 2020	31 March 2019
		INR lakhs	INR lakhs
<b>Earnings per share</b>			
<b>Basic:</b>			
Profit/(Loss) after tax	(A)	(1,501.10)	971.74
Weighted Average number of shares outstanding (No.)	(B)	16,70,87,995	16,70,87,995
Basic Earning Per Share (in INR)	(A/B)	(0.90)	0.58
Face value per share (in INR)		10	10
<b>Diluted:</b>			
Profit/(Loss) after tax	(A)	(1,501.10)	971.74
Weighted Average number of shares outstanding (No.)	(B)	16,70,87,995	16,70,87,995
Basic Earning Per Share (in INR)	(A/B)	(0.90)	0.58
Face value per share (in INR)		10	10

### 24 Disclosures under Ind AS 19

Present value of defined benefit obligation - Gratuity Particulars	31 March 2020	31 March 2019
	INR lakhs	INR lakhs
Gratuity plan	90.69	90.65
Leave Encashment	15.55	9.74
<b>Total</b>	<b>106.24</b>	<b>100.39</b>
<b>Current</b>	<b>55.29</b>	<b>83.66</b>
<b>Non- Current</b>	<b>50.95</b>	<b>16.73</b>

#### a) Post retirement benefit- defined contribution plans

The Company makes contributions to Provident Fund and Employee State Insurance Corporation (ESIC), which are defined contribution plans, for qualifying employees. Under the schemes, the Company is required to contribute a specified percentage of the payroll cost to fund the benefits. The company has recognised an amount of INR 123.71 lakhs (31 March 2019: INR 118.04 lakhs) for provident fund contributions and INR 9.59 lakhs (31 March 2019: INR 14.67 lakhs) for contribution to ESIC in the statement of profit and loss. The contributions payable to these plans by the Company are at rates specified in the rules of the schemes.

#### b) Post retirement benefit- defined benefit plan

The company makes provision for gratuity based on actuarial valuation done on projected unit credit method at each Balance Sheet date.

The Company makes annual contribution to the Gratuity Fund Trust which is maintained by LIC of India, a defined benefit plan for qualifying employees. The scheme provides for lump sum payment to vested employees at retirement, death while in employment or on termination of employment as per provisions of Payment of Gratuity Act, 1972. The benefit vests after 5 years of continuous service.

The present value of the defined benefit obligation and the related current service cost are measured using the projected unit credit method with actuarial valuation being carried out at the Balance Sheet date.

## Notes to the Financial Statements for the year ended 31 March 2020

### c) Changes in present value of the defined benefit obligation and fair value of plan assets are as follows :

i Change in present value of defined benefit obligation Particulars	31 March 2020	31 March 2019
	INR lakhs	INR lakhs
Balance at the beginning of the year	172.40	142.73
Current service cost	16.43	40.11
Interest cost	11.13	10.63
Remeasurements gain on obligation	47.32	(8.23)
Benefits paid	(26.88)	(12.84)
<b>Balance at the end of the year</b>	<b>220.40</b>	<b>172.40</b>

ii Change in fair value of plan assets Particulars	31 March 2020	31 March 2019
	INR lakhs	INR lakhs
Balance at the beginning of the year	81.75	35.65
Interest income	7.31	4.61
Mortality charges and taxes	(3.71)	(4.39)
Interest on plan assets	(0.95)	(1.12)
Contribution by the company	72.19	59.84
Withdrawals	(26.88)	(12.84)
<b>Balance at the end of the year</b>	<b>129.71</b>	<b>81.75</b>

iii Reconciliation of present value of defined benefit obligation and the fair value of assets: Particulars	31 March 2020	31 March 2019
	INR lakhs	INR lakhs
Present value of plan assets	129.71	81.75
Present value of defined benefit obligation	220.40	172.40
<b>Amount recognised as assets/ (liability)</b>	<b>(90.69)</b>	<b>(90.65)</b>
Non-current (Refer Note 13)	40.69	10.65
Current (Refer Note 13)	50.00	80.00
<b>Total</b>	<b>90.69</b>	<b>90.65</b>

iv) Major Category of Plan Assets as % of total Plan Assets Particulars	31 March 2020	31 March 2019
	%	%
Insurer managed funds	100%	100%

#### Risk Exposure

These plans typically expose the Company to actuarial risks such as: investment risk, interest rate risk, longevity risk and salary risk.

#### Investment risk

The present value of the defined benefit plan liability is calculated using a discount rate which is determined by reference to market yields at the end of the reporting period on government bonds. Plan investment is a mix of investments in government securities, and other debt instruments.

#### Interest risk

A decrease in the bond interest rate will increase the plan liability; however, this will be partially offset by an increase in the return on the plan's debt investments.

#### Longevity risk

The present value of the defined benefit plan liability is calculated by reference to the best estimate of the mortality of plan participants during their employment. An increase in the life expectancy of the plan participants will increase the plan's liability.



## Notes to the Financial Statements for the year ended 31 March 2020

### Salary risk

The present value of the defined benefit plan liability is calculated by reference to the future salaries of plan participants. As such, an increase in the salary of the plan participants will increase the plan's liability.

v) Expense recognised in Statement of Profit and Loss Particulars	31 March 2020	31 March 2019
	INR lakhs	INR lakhs
Current service cost	16.43	40.11
Mortality charges and taxes	3.71	4.38
Net interest (income)/expense for the year	3.82	6.02
<b>Total expenses recognized in the statement of profit and loss</b>	<b>23.96</b>	<b>50.51</b>

### vi) The principal assumptions used in determining gratuity obligation for the Company's plans are shown below:

Particulars	31 March 2020	31 March 2019
	%	%
<b>Economic assumptions</b>		
Discount rate	6.00%	7.00%
Rate of increase in compensation levels	8.00%	9.00%
Rate of return of plan assets	7.00%	7.80%
<b>Demographic assumptions</b>		
Mortality table	IALM (2006-08)	IALM (2006-08)
Retirement age	58.00	58.00
Withdrawal rates		
- upto 30 years	22.00%	25.00%
- from 31 to 40 years	22.00%	25.00%
- from 41 to 50 years	22.00%	25.00%
- above 50 years	22.00%	25.00%

#### Notes:

- The discount rate is based on the prevailing market yields of Indian Government securities as at the Balance Sheet date for the estimated term of the obligation.
- The expected return on plan assets is based on market expectations, at the beginning of the period, for returns over the entire life of the related obligation. The expected return on plan assets reflects changes in the fairvalue of plan assets held during the period as a result of actual contributions paid in to the fund and actual benefits paid out of the fund.
- The salary escalation rate is the estimate of future salary increase considered taking into account the inflation, seniority, promotion and other relevant factors.

### vii) A quantitative sensitivity analysis for significant assumption are shown below

A	Particulars	31 March 2020 INR lakhs	
		Discount Rate	
	Assumptions		
	Sensitivity Level	1% increase	1% decrease
	Impact on defined benefit obligations	229.14	212.36
	Assumptions	Salary increment rate	
	Sensitivity Level	1% increase	1% decrease
	Impact on defined benefit obligations	214.57	227.03

## Notes to the Financial Statements for the year ended 31 March 2020

B Particulars	31 March 2019 INR lakhs	
	Assumptions	Discount Rate
Sensitivity Level	1% increase	1% decrease
Impact on defined benefit obligations	166.65	178.60
Assumptions	Salary increment rate	
Sensitivity Level	1% increase	1% decrease
Impact on defined benefit obligations	176.80	168.25

The sensitivity analyses above have been determined based on a method that extrapolates the impact on defined benefit obligation as a result of reasonable changes in key assumptions occurring at the end of the reporting period.

The average duration of the defined benefit plan obligation at the end of the reporting period is 24.24 years (31 March 2019: 24.70 years)

Expected contributions to post employment benefits for the year ended March 31, 2020 are INR 50.00 (March 31 2019: 80.00) lakhs for the funded plan.

viii) Amounts recognised in the Statement of Other Comprehensive Income (OCI) Particulars	31 March 2020	31 March 2019
	INR lakhs	INR lakhs
<b>Opening amount recognised in OCI outside profit and loss account</b>	<b>(36.22)</b>	<b>(29.11)</b>
Remeasurement for the year- obligation Gain/Loss	<b>47.32</b>	<b>(8.23)</b>
Remeasurement for the year- Plan asset Gain/Loss	<b>0.95</b>	<b>1.12</b>
<b>Total Remeasurements Cost/(Credit) for the year recognised in OCI</b>	<b>48.27</b>	<b>(7.11)</b>
<b>Closing amount recognised in OCI outside the statement of profit and loss</b>	<b>12.05</b>	<b>(36.22)</b>

### ix) Expected Future Benefit Payments

The following benefits payments, for each of the next five years and the aggregate five years thereafter, are expected to be paid:

Year Ending 31 March 2020	Expected Benefit (INR in Lakhs)
2021	51.96
2022	28.06
2023	36.38
2024	36.04
2025	39.09
2026-2030	164.63

Year Ending 31 March 2019	Expected Benefit (INR in Lakhs)
2020	41.75
2021	24.04
2022	25.10
2023	32.94
2024	32.25
2025-2029	132.71

## Notes to the Financial Statements for the year ended 31 March 2020

### 25 Employee Stock Option Plan

#### Snowman Logistics Limited Stock Option Plan 2012 (ESOP 2012)

Pursuant to the resolution passed by the Shareholders at the Extraordinary General Meeting held on April 24, 2012, the Company had introduced new ESOP scheme for eligible directors and employees of the Company. Under the scheme, options for 51,45,350 (fifty one lakh forty five thousand three hundred and fifty) shares were available for being granted to eligible employees of the Company and each option (after it is vested) was exercisable for one equity share of INR 10.60, INR 15.40 and INR 18.30. Compensation Committee finalised the specific number of options to be granted to the employees. Vesting of the options took place over a maximum period of 3 years with a minimum vesting period of 1 year from the date of grant.

During the current year, the employees covered under ESOP Grant IV have surrendered all the vested stock options. Accordingly, all the ESOPs as on 31 March 2020 have been closed and there are no outstanding stock options that exist as on 31 March 2020.

Particulars	ESOP Grant I	ESOP Grant II	ESOP Grant III	ESOP Grant IV
Date of meeting of ESOP Committee / Board of Directors/ Shareholders, granting the options	April 24, 2012	February 5, 2013	August 1, 2013	April 30, 2014
First grant of options by ESOP Committee / Board of Directors (No. of Equity Shares of Face value INR 10 each)	21,25,000	7,65,000	1,70,000	8,60,000
Vesting period: The options would vest not earlier than one year and not later than 4th (fourth) year from the date of grant i.e from	May 1, 2012	February 5, 2013	August 1, 2013	April 30, 2014
Exercise Period	Within 5 years from the date of vesting.			
Exercise Price (including Share Premium above Face Value INR 10 per share)	Rs. 10.60 per share	Rs. 10.60 per share	Rs. 15.40 per share	Rs. 18.30 per share
Options outstanding as on March 31, 2020 (No. of Equity Shares)	-	-	-	-

Method of Accounting and Intrinsic Value

The excess of Fair Value (Market Value of the shares) of the underlying equity shares on the date of the grant of stock options over the exercise price of the options is amortised over the vesting period.

#### The details of movement in ESOP plans are given below

Particulars	ESOP Grant I	ESOP Grant II	ESOP Grant III	ESOP Grant IV
Options outstanding at the beginning of the year	-	-	20,000	24,000
	-	(36,000)	(20,000)	(24,000)
Add: Options granted during the year	-	-	-	-
	-	-	-	-
Less: Options exercised during the year	-	-	-	-
	-	-	-	-
Less: Options lapsed/Surrendered during the year	-	-	20,000	24,000
	-	(36,000)	-	-
Options outstanding at the end of the year	-	-	-	-
	-	-	(20,000)	(24,000)
Options exercisable from outstanding options at the end of the year	-	-	-	-
	-	-	(20,000)	(24,000)

The ESOP Grant IV of 24,000 shares were surrendered by the employees during the current year 31 March 2020 (31 March 2019: Nil)

Note: Figures in brackets represent 2018-19.

## Notes to the Financial Statements for the year ended 31 March 2020

Share options outstanding at the end of the year have the following expiry date and exercise price:

Grant Date	Expiry Date	Exercise Price	Share options	Share options
			March 31, 2020	March 31, 2019
			-	-
05-Feb-13	05-Feb-19	10.60	-	-
01-Aug-13	01-Aug-19	15.40	-	20,000
30-Apr-14	30-Apr-20	18.30	-	24,000
<b>Total</b>			-	<b>44,000</b>
Weighted average remaining contractual life of options outstanding at end of year			-	1.34

	ESOP Grant I	ESOP Grant II	ESOP Grant III	ESOP Grant IV
No. of shares under grant as ESOPs exercised and exercisable as on March 31, 2020	-	-	-	-
Weighted Average Market Price of these options at the time of grant (INR per share)	10.60	10.60	15.40	18.30
Exercise price INR / Share	10.60	10.60	15.40	18.30
Option life (No. of years from date of grant to last exercise date)	6	6	6	6
Expected dividends (INR per Equity Share)	5%	5%	5%	5%
Risk-free interest rate	8.00%	8.00%	6.00%	6.00%
Fair Value INR A	10.60	10.60	35.00	35.00
Intrinsic Value INR B	10.60	10.60	15.40	18.30
Additional cost INR (A-B)	-	-	19.60	16.70
Value of Options Outstanding (INR)	-	-	-	-

## 26 Commitments and contingencies

a) Contingent liabilities Particulars	31 March 2020	31 March 2019
	INR lakhs	INR lakhs
i) Bank guarantees:	24.00	27.75
ii) Income tax matters (amount paid under protest INR Nil (31 March 2019: INR Nil))	16.86	16.86
iii) Wealth tax matters (amount paid under protest INR Nil (31 March 2019: INR Nil))	3.02	3.02
iv) Sales tax matters (amount paid under protest INR 8.42 lakhs (31 March 2019: INR 8.42 lakhs))	37.08	37.08
<b>Total</b>	<b>80.96</b>	<b>84.71</b>

### Note:

Disclosure for contingent liabilities is made where there is a possible obligation or a present obligation that may probably not require an outflow of resources. When there is a possible or a present obligation where the likelihood of outflow of resources is remote, no provision or disclosure is made.

## Notes to the Financial Statements for the year ended 31 March 2020

<b>i) Bank guarantees</b>	<b>31 March 2020</b>	<b>31 March 2019</b>
<b>Particulars</b>	<b>INR lakhs</b>	<b>INR lakhs</b>
- The Commission of Customs	-	-
- The Ropar District Co Operative	10.00	10.00
- The Bathinda District Co Operative	7.00	7.00
- The Patiala District Co Operative	5.00	5.00
- Jaipur Zila Dugdh Utpadak Sahkari Samiti		3.75
- Gujarat Co operative Milk	2.00	2.00
- Others	-	-
<b>Total</b>	<b>24.00</b>	<b>27.75</b>

### ii) Income Tax Matters:

- The AO vide order u/s 147 read with 143(3) dated 19/12/06 has disallowed amount of Rs.4,62,500/- by reducing the subsidy received from NHB, from cost of asset stating that the subsidy is directly related to asset. However the company draws reference to Expl.10 to Sec 43(1) which applies only if cost of asset is met directly or indirectly by government or agency stated therein and not in respect of subsidy given to help company setup business. The company has filed an appeal on same grounds placing its reliance on Apex court decision in case of "CIT vs. P.J.Chemicals" and the appeal is still pending as on the end of reporting date. The Company has assessed that the outflow on account of this assessment is only possible in nature and it may liable contingently.
- The A.O vide order u/s 143(3) dated 10/12/2009 disallowed expenditure of Rs.11,00,000/- relating to Fruits and Vegetable project due to "insufficient and inadequate explanation and deficiencies in details" against which the company has stated that the loss was incurred under a pilot project which has been started as a joint venture with two other companies. The project suffered a loss and the parties have written off loss in their respective profit/loss ratio in their books. The company has preferred an appeal against the A.O.order with CIT(A) and the company assesses the liability to be contingent.
- The A.O. vide order u/s 143(3) dated 10/12/2009 has disallowed expenditure under head computers@ 60% stating the reason of insufficient details and explanations against which the company has drawn reference to asset wise listing of additions reported under Clause 14 of 3CD supported by Annexure B which was not considered before disallowing.The company has filed an appeal with CIT (A) and the liability if any which may arise is assessed contingent.
- The A.O. vide order u/s 143(3) dated 10/12/2009 has disallowed income which had arisen from sale of Land located at Derabassi for Rs.39,00,000/-,the sale deed of its purchase transaction indicates the land is agricultural in nature. The A.O. contended that the land is not "agricultural land" and has disallowed the income against which the company preferred an appeal to CIT(A) which is pending as at end of reporting period and liability if any which may arise is assessed contingent.
- The Company has an appeal pending before CIT(A) in respect of Disallowance of Depreciation which arose due to Difference in Rate of Depreciation adopted by A.O. and the company in respect of years A.Y.2003-04,2007-08 and the amount in dispute is Rs.4,19,430/- and 3,62,151/- for the two years respectively.The outflow if any is assessed contingent.
- The Company has an appeal pending before CIT(A) for the AY 2007-08 in respect of disallowance of expenditure being treated as penal nature by the A.O. to the tune of Rs.2,27,465/- .The company assesses the aforesaid expenditure to be contingent.

### iii) Wealth Tax Matters:

Our company has preferred an appeal on May 19,2010 in the Income tax appellate tribunal against as order of the CIT,appeals , dated December 30,2008, in respect of our income tax returns for the assessment year 2002-2003. The CIT held that vacant land owned by our company is not urban land as per wealth tax demand notice dated December 20, 2008 was issued against us requiring us to pay a sum of INR 3.02 lakhs. Our company filed an appeal on February 10, 2009 before the Commissioner of Income Tax. (Appeals) II, Ernakulam.

### iv) Indirect Tax Matters:

- The order dated 30U/S 51(7)(c) of the Punjab Value Added Tax Act, 2005 demanding INR 8.42 lakhs was issued by the Asst. Commissioner of taxes alleging that goods were not reported at the check post of Information Collection Centre at the time of entering the goods at Punjab, however company has able to substantiate that the goods were duly reported at the check post by the driver of vehicle while entering at Punjab. On the same ground company has gone to appeal against the order and assessed the liability contingent.

## Notes to the Financial Statements for the year ended 31 March 2020

2. The Assistant Commissioner, VAT Special Circle, Department of Commercial taxes, Kerala issued Assessment order for the year 2011-12 demanding INR 26.92 lakhs (Including Interest of INR 10.07 lakhs) mentioning the irregularities regarding suppression of total turnover INR 63.93 lakhs, difference of INR 1.76 lakhs in audited statement and online return and for concealment of INR 3.67 lakhs in online return. The company has preferred an appeal with the Deputy Commissioner Appeals against the assessment order received.

On the basis of current status of individual case for respective years and as per legal advice obtained by the Company, wherever applicable, the Company is confident of winning the above cases and is of view that no provision is required in respect of these cases.

b) <b>Capital Commitments</b>	31 March 2020	31 March 2019
	INR	INR
<b>Particulars</b>		
Estimated amount of contracts remaining to be executed on capital account and not provided for	4.02	3.90

- c) There are numerous interpretative issues relating to the Supreme Court (SC) judgement dated 28th February, 2019 on Provident Fund (PF) on the inclusion of allowances for the purpose of PF contribution as well as its applicability of effective date. The Company has assessed possible outcomes of the judgment on determination of provident fund contributions and based on the Company's current evaluation of the judgement, it is not probable that certain allowances paid by the Company will be subject to payment of Provident Fund. The Company will continue to monitor and evaluate its position based on future events and developments.

## Notes to the Financial Statements for the year ended 31 March 2020

### 27 Related party transactions

#### A) Name of related parties and related parties relationship :

##### Investing party in respect of which the Company is an associate:

Gateway Distriparks Limited

Adani Logistics Limited

##### Entities in which directors have control/significant influence

1. Gateway East India Private Limited

2. Gateway Distriparks (Kerala) Limited

3. Gateway Rail Freight Limited

4. Chandra CFS and Terminal Operators Private Limited

##### Key Management Personnel/ Executive Directors:

Mr. Sunil Nair, CEO and Whole time Director

Mr. A M Sundar, CFO, Company Secretary and Compliance Officer

#### B) Directors of the Company

Independent and Non-Executive Directors

Mr. Prem Kishan Dass Gupta (Non-Executive)

Mrs. Mamta Gupta (Non-Executive)

Mr. Shabbir Hakimuddin Hassanbhai (Non-Executive Independent)

Mr. Bhaskar Avula Reddy (Non-Executive Independent)

Mr. Arun Gupta Kumar (Non-Executive Independent)

Mr. Anil Aggarwal (Non-Executive Independent)

Mr. Mamoru Yokoo (Non-Executive)

C) Key Management Personnel Compensation (including relative of Executive Director)	31 March 2020	31 March 2019
	INR lakhs	INR lakhs
<b>Particulars</b>		
- Short-term employee benefits	191.01	179.72
- Post employee benefits	27.88	4.29
- Sitting Fees to Executive Directors	4.00	4.00
- Sitting Fees to Non-Executive and Independent Directors	33.00	25.00

Note: Provision for leave encashment and group gratuity, which is based on actuarial valuation done on overall company basis.

#### D) The following transactions were carried with related parties in the ordinary course of business :

Sr.No.	Nature of Transaction	31 March 2020		31 March 2019	
		INR lakhs		INR lakhs	
	Particulars	Holding company	Other related parties	Holding company	Other related parties
1	<b>Purchase of Land</b>				
	Gateway Distriparks Limited	-	-	-	246.25
2	<b>Rent Expense</b>				
	Gateway Distriparks Limited	-	6.60	-	6.60
3	<b>Hire charges - vehicles</b>				
	Gateway Rail Freight Limited	-	70.80	-	7.30

#### E) Loans to/from related parties

No loan has been given/ received to/ from any related parties.

Note: In the opinion of the management, transactions reported herein are on arm's length basis.

## Notes to the Financial Statements for the year ended 31 March 2020

### 28 Segment Informations

As per Ind AS 108 "Operating segments" the company has three reportable segments as below :

#### Warehousing services:

Warehousing services comprises of temperature controlled warehousing service operating across locations servicing customers on pan-India basis.

#### Transportation services:

The transportation generally facilitates inter-city transport of products and includes door to door service i.e. last mile distribution.

This part of the business provides dry Transportation facility also to the customers using the temperature controlled facilities so that the customer gets a one stop solution for all the warehousing requirement.

#### Consignment agency services:

The company provides retail distribution through a consignment agency model for customers.

No operating segments have been aggregated to form the above reportable reporting segments.

The management of the company monitors the operating results of its segments separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on the profit / loss and is measured consistently with profit / loss in the financial statements and also the company's financing (including finance costs and finance income) and income taxes are managed on company basis and are not allocated to operating segments.

1) Segment revenue	Particulars	31 March 2020	31 March 2019
		INR lakhs	INR lakhs
	(a) Warehousing services	15,059.60	15,649.32
	(b) Transportation services	8,479.13	7,221.45
	(c) Consignment agency services	481.46	384.16
	<b>Revenue from Operations</b>	<b>24,020.19</b>	<b>23,254.93</b>

2) Segment result	Particulars	31 March 2020	31 March 2019
		INR lakhs	INR lakhs
	(a) Warehousing services	2,006.81	4,093.63
	(b) Transportation services	(119.07)	(379.31)
	(c) Consignment agency services	113.10	52.84
	<b>Total</b>	<b>2,000.84</b>	<b>3,767.16</b>
	Unallocated corporate expenses	2,221.78	1,978.07
	<b>Operating (loss)/profit</b>	<b>(220.94)</b>	<b>1,789.09</b>
	Exceptional	-	0.00
	Add: Other Income	318.99	324.89
	Less: MAT Expenses	5.29	32.00
	Less: Finance costs	729.48	1,027.83
	Less: Deferred tax	864.38	82.41
	<b>Profit/(Loss) before tax</b>	<b>(1,501.10)</b>	<b>971.74</b>

3) Segment assets	Particulars	31 March 2020	31 March 2019
		INR lakhs	INR lakhs
	(a) Warehousing services	53,215.69	43,239.98
	(b) Transportation services	3,522.68	4,294.79
	(c) Consignment agency services	412.02	536.33
	(d) Unallocated	7,016.04	8,098.68
	<b>Total assets</b>	<b>64,166.43</b>	<b>56,169.78</b>



## Notes to the Financial Statements for the year ended 31 March 2020

4) <b>Segment liabilities</b>	31 March 2020	31 March 2019
	INR lakhs	INR lakhs
<b>Particulars</b>		
(a) Warehousing services	19,472.32	8,787.59
(b) Transportation services	293.65	1,316.80
(c) Consignment agency services	154.41	422.97
(d) Unallocated	2,277.12	2,138.18
<b>Total liabilities</b>	<b>22,197.50</b>	<b>12,665.54</b>

### Adjustments and elimination

Finance income and costs, and fair value gains and losses on financial assets are not allocated to individual segments as the underlying instruments are managed on a company basis.

Current taxes, deferred taxes and certain financial assets and liabilities are not allocated to those segments as they are also managed on a group basis.

## Notes to the Financial Statements for the year ended 31 March 2020

### 29 Fair values

Setout below is a comparison by class of the carrying amounts and fair value of the company's financial instruments, other than those with carrying amounts that are reasonable approximations of fair values:

Particulars	Notes	Carrying Value		Fair Value	
		31 March 2020 INR lakhs	31 March 2019 INR lakhs	31 March 2020 INR lakhs	31 March 2019 INR lakhs
<b>Financial assets measured as amortised cost</b>					
Trade receivables	6A	5,555.21	5,170.91	5,555.21	5,170.91
Cash and cash equivalents	6B	174.08	229.87	174.08	229.87
Other bank balances	6C	27.78	13.66	27.78	13.66
Loan	6D	0.81	0.81	0.81	0.81
Other financial assets	6E	1,177.42	1,142.45	1,177.42	1,142.45
<b>Total</b>		<b>6,935.30</b>	<b>6,557.70</b>	<b>6,935.30</b>	<b>6,557.70</b>
<b>Financial liabilities measured as amortised cost</b>					
Borrowings	12A	4,280.72	5,841.21	4,280.72	5,841.21
Trade payables	12C	1,530.53	1,864.14	1,530.53	1,864.14
Other financial liabilities	12D	2,087.57	3,923.27	2,087.57	3,923.27
<b>Total</b>		<b>7,898.82</b>	<b>11,628.62</b>	<b>7,898.82</b>	<b>11,628.62</b>

The management assessed that trade receivables, cash and cash equivalents, other bank balances, loan, other financial assets, trade payables, other financial liabilities approximate their carrying amounts largely due to the short-term maturities of these instruments.

The fair value of the company's interest bearing-borrowings are determined by using DCF method using discount rate that reflects the issuer's borrowing rate as at the end of the reporting period. The own non-performance risk was assessed to be insignificant.

Fair value hierarchy

Level 1: This hierarchy includes financial assets/ liabilities measured using quoted prices.

Level 2: The fair value of financial assets/ liabilities that are not traded in an active market is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an assets/ liabilities are observable, the instrument is included in level 2.

Level 3: If one or more of the significant inputs is not based on observable market data, the assets/ liabilities is included in level 3.

The following table provides the fair value measurement hierarchy of the company's assets and liabilities.

Particulars	Date of valuation	Fair value measurement using			
		Total INR lakhs	Level 1 INR lakhs	Level 2 INR lakhs	Level 3 INR lakhs
<b>Quantitative disclosures fair value measurement hierarchy as at 31 March 2020:</b>					
<b>Financial assets measured as amortised cost</b>					
Trade receivables	31 March 2020	5,555.21	-	-	5,555.21
Cash and cash equivalents	31 March 2020	174.08	-	-	174.08
Other bank balances	31 March 2020	27.78	-	-	27.78
Loan	31 March 2020	0.81	-	-	0.81
Other financial assets	31 March 2020	1,177.42	-	-	1,177.42
<b>Total</b>		<b>6,935.30</b>	<b>-</b>	<b>-</b>	<b>6,935.30</b>
<b>Financial liabilities measured as amortised cost</b>					
Borrowings	31 March 2020	4,280.72	-	-	4,280.72
Trade payables	31 March 2020	1,530.53	-	-	1,530.53
Other financial liabilities	31 March 2020	2,087.57	-	-	2,087.57
<b>Total</b>		<b>7,898.82</b>	<b>-</b>	<b>-</b>	<b>7,898.82</b>

## Notes to the Financial Statements for the year ended 31 March 2020

Particulars	Date of valuation	Fair value measurement using			
		Total INR lakhs	Level 1 INR lakhs	Level 2 INR lakhs	Level 3 INR lakhs
<b>Quantitative disclosures fair value measurement hierarchy as at 31 March 2019:</b>					
<b>Financial assets measured as amortised cost</b>					
Trade receivables	31 March 2019	5,170.91	-	-	5,170.91
Cash and cash equivalents	31 March 2019	229.87	-	-	229.87
Other bank balances	31 March 2019	13.66	-	-	13.66
Loan	31 March 2019	0.81	-	-	0.81
Other financial assets	31 March 2019	1,142.45	-	-	1,142.45
<b>Total</b>		<b>6,557.70</b>	<b>-</b>	<b>-</b>	<b>6,557.70</b>
<b>Financial liabilities measured as amortised cost</b>					
Borrowings	31 March 2019	5,841.21	-	-	5,841.21
Trade payables	31 March 2019	1,864.14	-	-	1,864.14
Other financial liabilities	31 March 2019	3,923.27	-	-	3,923.27
<b>Total</b>		<b>11,628.62</b>	<b>-</b>	<b>-</b>	<b>11,628.62</b>

**\*During the year there are no financial assets/ liabilities which are measured at Level 1 and Level 2 category as there are no financial assets/ liabilities that are recognised and measured at fair value for which fair values are determined using judgements and estimates.**

### 30 Financial risk management

The Company's principal financial liabilities comprise loans and borrowings, trade and other payables. The main purpose of these financial liabilities is to finance the Company's operations. The Company's principal financial assets include loans, trade and other receivables, and cash and cash equivalents that derive directly from its operations.

The Company is exposed to market risk, credit risk and liquidity risk. The Company's risk management is carried out by a corporate finance team under the policies approved by the Board of Directors. The Board provides written principles for overall risk management as well as policies covering specific areas, such as credit risk, interest rate risk and investment of excess liquidity.

#### i) Market Risk- Interest Rate Risk

Market risk is the risk that the fair value of future cash flows of a financial instrument may fluctuate due to change in market price. The value of a financial instruments may change as result of change in interest rates and other market changes that affect market risk sensitive instruments. Market risk is attributable to all market risk sensitive financial instruments including payable, deposits, loans & borrowings.

The Company management evaluates and exercise control over process of market risk management. The Board recommends risk management objective and policies which includes management of cash resources, borrowing strategies and ensuring compliance with market risk limits and policies.

#### **The sensitivity analysis in the following sections relate to the position as at 31 March 2020 and 31 March 2019.**

The analyses exclude the impact of movements in market variables on: the carrying values of gratuity and other post-retirement obligations and provisions. The analysis for the contingent consideration liability is provided in note 26.

The Company assumes that the sensitivity of the relevant profit or loss item is the effect of the assumed changes in respective market risks. This is based on the financial assets and financial liabilities held at 31 March 2020 and 31 March 2019.

#### ii) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to the risk of changes in market interest rates relates primarily to the Company's long-term debt obligations with interest rates.

The Company manages its interest rate risk by having a portfolio of loans and borrowings. In order to optimize the Company's position with regards to interest income and interest expense, the Company performs a comprehensive corporate interest rate risk by using different type of economic product of floating rate of borrowings in its total portfolio.

## Notes to the Financial Statements for the year ended 31 March 2020

The exposure of the Company's borrowing to interest rate change at the end of reporting period are as follows :

Particulars	Notes	31 March 2020	31 March 2019
		INR lakhs	INR lakhs
Variable rate borrowing			
Borrowings	12A	5,512.32	8,974.99
Overdraft from bank	12B	167.65	336.34
Working Capital Demand Loan	12B	500.00	-
<b>Total</b>		<b>6,179.97</b>	<b>9,311.33</b>

### Interest rate sensitivity

The following table demonstrates the sensitivity to a reasonably possible change in interest rates on that portion of borrowings affected. With all other variables held constant, the companies profit before tax is affected through the impact on interest rate borrowings, as follows:

Particulars	31 March 2020		31 March 2019	
	INR lakhs		INR lakhs	
Assumptions	Interest Rate		Interest Rate	
Sensitivity Level	0.5% increase	0.5% decrease	0.5% increase	0.5% decrease
Impact on statement of profit and loss	30.90	(30.90)	46.56	(46.56)

### iii) Credit Risk

Credit risk refers to the risk of default on its obligation by the counterparty resulting in a financial loss. The maximum exposure to the credit risk at the reporting date is primarily from trade receivables amounting to INR 5,518.28 lakhs, INR 5,170.91 lakhs as of 31 March 2020, 31 March 2019 respectively. Trade receivables are typically unsecured and are derived from revenue earned from customers located in India. Credit risk has always been managed by the company through continuously monitoring the creditworthiness of customers to which the company grants credit terms in the normal course of business. On account of adoption of Ind AS 109, the company uses expected credit loss model to assess the impairment loss or gain.

#### Credit Risk Management

##### Financial instruments and cash deposits

The Company maintains exposure in cash and cash equivalents and term deposits with banks. The Company has diversified portfolio of investment with various number of counter-parties which have good credit ratings, good reputation and hence the risk is reduced. Individual risk limits are set for each counter-party based on financial position, credit rating and past experience. Credit limits and concentration of exposures are actively monitored by the Company. For banks and financial institutions, only high rated banks/institutions are accepted.

The Company's maximum exposure to credit risk as at 31 March 2020 and, 31 March 2019 is the carrying value of each class of financial assets as disclosed in note 39.

##### Trade receivables and other financial assets

Trade receivables are typically unsecured and are derived from revenue earned from customers. Other financial assets are unsecured receivables. It comprises of Interest accrued on fixed deposits, security deposits, other deposits, and deposits with bank with maturity period more than 12 months.

Credit risk has been managed by the Company through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of customers to which the Company grants credit terms in the normal course of business. On account of adoption of Ind AS 109, the Company uses expected credit loss model to assess the impairment loss or gain. The Company uses a provision matrix and forward-looking information and an assessment of the credit risk over the expected life of the financial asset to compute the expected credit loss allowance for trade receivables. There are no significant credit risk pertaining to other financial assets.

Total maximum credit exposure on trade receivable and other financial assets as at 31 March 2020 is INR 6,149.47 lakhs (31 March 2019 is INR 5,507.44 lakhs)

The amount of Trade receivable outstanding as at 31 March 2020 and 31 March 2019 is as follows:

Particulars	0-30 days	30-60	60-90	90-180	180-365	More than 365 days	Total
March 31, 2020	2,192.38	2,169.88	253.50	787.52	408.89	337.30	6,149.47
March 31, 2019	2,685.11	1,679.55	397.03	374.58	295.34	75.83	5,507.44

## Notes to the Financial Statements for the year ended 31 March 2020

### Reconciliation of loss allowances provision - Trade Receivables and other financial assets

Particulars	INR lakhs
Loss Allowances on 31 March 2018	<b>1,282.60</b>
Bad Debt written off	(1,219.66)
Provision written back	(62.93)
Provision provided for the year	336.53
<b>Loss Allowances on 31 March 2019</b>	<b>336.54</b>
Provision provided for the year	257.74
<b>Loss Allowances on 31 March 2020</b>	<b>594.28</b>

#### iv) Liquidity risk

Prudent liquidity risk management implies maintaining sufficient cash and the availability of funding through an adequate amount of committed credit facilities to meet obligations when due. Due to the dynamic nature of the underlying businesses, company's finance team maintains flexibility in funding by maintaining availability under committed credit lines.

#### Financing arrangement

The Company has access to the following undrawn borrowing facilities at the end of the reporting period:

Particulars	31 March 2020	31 March 2019
	INR lakhs	INR lakhs
Fixed rate		
- Expiring within one year (Bank overdraft and other facilities)	632.35	863.66
<b>Total</b>	<b>632.35</b>	<b>863.66</b>

#### Maturities of financial liabilities

The table below analyses the company's financial liabilities into relevant maturity groupings based on their contractual maturities for all non-derivative financial liabilities:

Contractual maturities of financial liabilities at 31 March 2020: Particulars	On Demand	Less than 3 months	3 months to 6 months	6 months to 1 year	Between 1 year and 2 years	Between 2 years and 5 years	Total
	INR lakhs	INR lakhs	INR lakhs	INR lakhs	INR lakhs	INR lakhs	INR lakhs
Borrowings	667.65	185.48	706.10	1,007.57	1,894.81	1,718.36	6,179.97
Trade payables	-	1,531.82	-	-	-	-	1,531.82
Other financial liabilities	-	701.69	701.69	1,007.57	101.93	-	2,512.88
Lease Liability	-	61.04	63.17	139.94	359.93	1,500.38	2,124.46
<b>Total non derivative liabilities</b>	<b>667.65</b>	<b>2,480.03</b>	<b>1,470.96</b>	<b>2,155.08</b>	<b>2,356.67</b>	<b>3,218.74</b>	<b>12,349.13</b>

Contractual maturities of financial liabilities at 31 March 2019: Particulars	On Demand	Less than 3 months	3 months to 6 months	6 months to 1 year	Between 1 year and 2 years	Between 2 years and 5 years	Total
	INR lakhs	INR lakhs	INR lakhs	INR lakhs	INR lakhs	INR lakhs	INR lakhs
Borrowings	336.34	809.74	941.07	1,719.30	2,316.16	3,188.71	9,311.32
Trade payables	-	1,878.86	-	-	-	-	1,878.86
Other financial liabilities	-	1,081.81	941.07	1,719.81	180.59	-	3,923.28
<b>Total non derivative liabilities</b>	<b>336.34</b>	<b>3,770.41</b>	<b>1,882.14</b>	<b>3,439.11</b>	<b>2,496.75</b>	<b>3,188.71</b>	<b>15,113.46</b>

## Notes to the Financial Statements for the year ended 31 March 2020

### 31 Capital Management

#### Risk Management

For the purpose of the Company's capital management, capital includes issued equity capital, share premium and all other equity reserves attributable to the equity holders of the Company. The primary objective of the Company's capital management is to maintain optimum capital structure to reduce cost of capital and to maximize the shareholder value.

The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants which otherwise would permit the banks to immediately call loans and borrowings. To maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Company monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. The Company includes within net debt, interest bearing loans and borrowings, trade and other payables, less cash and cash equivalents.

Consistent with others in the industry, the company monitors capital on the basis of the following gearing ratio:

Net debt (total borrowings net of cash and cash equivalents) divided by total equity (as shown in the balance sheet)

**The company's strategy is to maintain a gearing ratio less than 1. The gearing ratio was as follows:**

Particulars	31 March 2020	31 March 2019
	INR lakhs	INR lakhs
Net debt	5,512.32	8,974.99
Total equity	41,968.93	43,504.24
Net debt to equity ratio	0.13	0.21

**The company evaluates the performance based Earning before interest, tax, depreciation and amortisation (EBITDA) ratio.**

Particulars	31 March 2020	31 March 2019
	INR lakhs	INR lakhs
EBITDA	6,019.15	5,898.88
Revenue from operations	24,020.19	23,254.93
EBITDA ratio	25%	25%

In order to achieve this overall objective, the Company's capital management, amongst other things, aims to ensure that it meets financial covenants attached to the interest-bearing loans and borrowings that define capital structure requirements.

The company has satisfied all financial debt covenants prescribed in the terms of bank loan except as mentioned below:

#### IFC

- Current ratio of atleast 1.33 times should be maintained whereas as on 31 March 2020 it is 1.30 times.
- Historic debt service coverage ratio of not less than 1.50 times whereas as on 31 March 2020 it is 1.11 times.

#### HDFC Bank

- Historic debt service coverage ratio of not less than 1.50 times whereas as on 31 March 2020 it is 1.11 times.

**There is no impact of the breach of covenants and the same has been duly communicated to the bank.**

## Notes to the Financial Statements for the year ended 31 March 2020

### 32 Micro small and medium enterprises

Particulars	31 March 2020	31 March 2019
	INR lakhs	INR lakhs
Disclosure of dues/payments to micro and small enterprises as envisaged under the Micro, Small and Medium Enterprises Development (MSMED) Act, 2006		
(a) i) Principal amount due to suppliers registered under the MSMED Act and remaining unpaid as at year end	1.29	14.72
ii) Interest due thereon remaining unpaid as at year end	1.16	0.22
(b) The amount of interest paid by the buyer under the terms of Section 16 of MSMED Act, 2006 along with the amount of the payment made to the supplier beyond the appointed day during each accounting year.		
i) Delayed payment of principal amount beyond the appointed date during the entire accounting year.	-	-
ii) Interest actually paid under section 16 of the Act, during the entire accounting year.	-	-
(c) The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act, 2006.	-	-
(d) The amount of interest accrued and remaining unpaid on 31 March 2019	-	-
(i) Total interest accrued during the period		
(ii) Total interest remaining unpaid out of the above as at period end	1.16	0.22
(e) The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise, for the purpose of disallowance as a deductible expenditure under Section 23 of MSMED.	-	0.22

Note: The above information has been determined to the extent such parties have been identified by the Company.

## Notes to the Financial Statements for the year ended 31 March 2020

### 33 Offsetting financial assets and financial liabilities

#### Collateral against borrowings

Trade receivables and non-current assets of the Group are pledged as security against debt facilities from the lender. For carrying amount of assets pledged as security refer note 29.

### 34 Assets Pledged as security - Pari-passu ( Refer Note 12)

Particulars	Notes	31 March 2020	31 March 2019
		INR lakhs	INR lakhs
<b>Non-current assets</b>			
(a) Property, plant and equipment	3	36,651.67	41,324.69
(b) Capital work-in-progress	3	14.11	19.80
(c) Intangible assets	4	6.06	7.06
(d) Right of Use Assets	5	13,272.59	
(e) Financial assets			
(i) Other financial assets	6E	1,132.61	1,090.79
(f) Deferred tax assets (Net)	7	4,475.66	5,325.98
(g) Income tax assets (Net)	8	1,604.59	1,588.74
(h) Other non-current assets	9	758.43	900.70
<b>Total Non-current assets</b>		<b>57,915.72</b>	<b>50,257.76</b>
Current assets			
(a) Financial assets			
(i) Trade receivables	6A	5,555.21	5,170.91
(ii) Cash and cash equivalents	6B	174.08	229.87
(iii) Other bank balances	6C	27.78	13.66
(iv) Loan	6D	0.81	0.81
(v) Other financial assets	6E	44.81	51.66
(b) Other current assets	9	448.02	445.11
<b>Total current assets</b>		<b>6,250.71</b>	<b>5,912.02</b>
<b>Total assets</b>		<b>64,166.43</b>	<b>56,169.78</b>



## Notes to the Financial Statements for the year ended 31 March 2020

- 35** As per the provisions of Regulation 17(1)(a) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, the Board of directors of the top 1000 listed entities shall have at least one independent woman director by April 1, 2020. However in order to be compliant, the Company has appointed the independent women director w.e.f. May 15, 2020 which is subsequent to April 01, 2020. The management has taken an external view on such non-compliance and accordingly, does not anticipate any other material implication of the same on the financial statements.
- 36** Due to outbreak of COVID-19 globally and in India, the Company's management has made an initial assessment of impact on business and financial risks on account of COVID-19. Considering that the Company is in the business of providing temperature-controlled warehousing storage services which is considered under Essential Service, the management believes that the impact of this outbreak on the business and financial position of the Company will not be significant. The management does not see any risks in the Company's ability to continue as a going concern and meeting its liabilities as and when they fall due. The impact of the Covid-19 pandemic on future business operation of the Company may be different from that estimated as at the date of approval of these financial statements considering the uncertainty in overall economic environment and the Company will continue to closely monitor any material changes to future economic conditions.
- 37** The figures for the corresponding previous period have been regrouped/reclassified wherever necessary, to make them comparable.

As per our report of even date

**For S.R. Batliboi & Co. LLP**

Chartered Accountants

ICAI firm registration number: 301003E/E300005

**per Vishal Sharma**

Partner

Membership number: 096766

Place: Faridabad

Date: June 05, 2020

**For and on behalf of the Board of Directors of  
Snowman Logistics Limited**

**Prem Kishan Dass Gupta**

Chairman

DIN: 00011670

Place: New Delhi

Date: June 05, 2020

**Sunil Nair**

CEO and Whole Time Director

DIN: 03454719

Place: Bangalore

Date: June 05, 2020

**A. M. Sundar**

CFO and Company Secretary

Place: Bangalore

Date: June 05, 2020



**SNOWMAN**<sup>®</sup>

**SNOWMAN LOGISTICS LIMITED**

**Registered Office:** Plot No.M-8, Taloja Industrial Area, MIDC, Raigad, Navi Mumbai, Maharashtra - 410 206

Tel: +91 22 39272010

Email: investorrelations@snowman.in Website: www.snowman.in

CIN: L15122MH1993PLC285633

**NOTICE**

NOTICE is hereby given that the 27th Annual General Meeting of the Members of Snowman Logistics Limited will be held on Tuesday, September 15, 2020 at 03.00 p.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, 2020, the Statement of Profit & Loss for the financial year ended as on that date and the Cash Flow Statement together with the Reports of the Board of Directors and the Statutory Auditors thereon.
2. To appoint a Director in place of Mr. Prem Kishan Dass Gupta (DIN: 00011670), who retires by rotation and being eligible has offered himself for re-appointment.
3. To appoint a Director in place of Mrs. Mamta Gupta, (DIN: 00160916), who retires by rotation and being eligible has offered herself for re-appointment.

**SPECIAL BUSINESS:**

4. Appointment of Ms. Shukla Wassan as a Non-Executive Independent Director of the Company:

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

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualifications of Directors) Rules, 2014, including any statutory modification(s) or re-enactment thereof for the time being in force and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Ms. Shukla Wassan (DIN : 02770898), who was appointed as an Additional Director in the capacity of a Non-Executive Independent Director with effect from May 15, 2020 be and is hereby appointed as a Non-Executive Independent Director of the Company for a term of two years commencing from May 15, 2020.

**RESOLVED FURTHER THAT** any of the Directors of the Board or the Company Secretary and Compliance Officer of the Company be and are hereby severally authorized to do all such acts, deeds, matters, and to execute all such documents as may be required in this connection to give effect to this Resolution."

5. Appointment of Mr. Samvid Gupta as a Non-Executive Director of the Company:

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

**"RESOLVED THAT** in accordance with the provisions of Section 161 and all other applicable provisions, if any, of the Companies Act, 2013, Mr. Samvid Gupta (DIN: 05320765) who was appointed as an Additional Director(Non-Executive) on the Board of Directors of the company and who ceases to hold such office as per the provisions of Section 161 of the Companies Act, 2013 at this Annual General Meeting and in respect of whom the Company has received a notice from a Member in writing proposing his candidature for the office of Director be and is hereby appointed as a Non-Executive Director, liable to retire by rotation, with effect from May 15, 2020."

**RESOLVED FURTHER THAT** any of the Directors of the Board or the Company Secretary and Compliance Officer of the Company be and are hereby severally authorized to do all such acts, deeds, matters, and to execute all such documents as may be required in this connection to give effect to this Resolution."

6. Appointment of Mr. Ishaan Gupta as a Non-Executive Director of the Company:

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

**"RESOLVED THAT** in accordance with the provisions of Section 161 and all other applicable provisions, if any, of the Companies Act, 2013, Mr. Ishaan Gupta (DIN: 05298583) who was appointed as an Additional Director(Non-Executive) on the Board of Directors of the company and who ceases to hold such office as per the provisions of Section 161 of the Companies Act, 2013 at this Annual General Meeting and in respect of whom the Company has received a notice from a Member in writing proposing his candidature for the office of Director be and is hereby appointed as a Non-Executive Director, liable to retire by rotation, with effect from May 15, 2020."

**RESOLVED FURTHER THAT** any of the Directors of the Board or the Company Secretary and Compliance Officer of the Company be and are hereby severally authorized to do all such acts, deeds, matters, and to execute all such documents as may be required in this connection to give effect to this Resolution."

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

**Place: Bangalore  
Date: : August 12, 2020**

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

**Notes:**

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its circular No. 20/2020 dated May 5, 2020 read with circular No. 14/2020 dated April 8, 2020 and Circular No. 17/2020 dated April 13, 2020 (collectively referred to as "MCA Circulars") permitted the holding of the Annual General Meeting ("AGM") through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and MCA Circulars, the AGM of the Company is being held through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM").

2. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.

3. Body Corporates whose Authorised Representatives are intending to attend the Meeting through VC/OAVM are requested to send to the Company by email at [investorrelations@snowman.in](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.

4. Those Shareholders whose email IDs are not registered can get their Email ID registered as follows;

- Members holding shares in demat form can get their 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.

5. In compliance with the aforesaid MCA Circulars and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, Notice of the AGM along with the Annual Report 2019-20 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 2019-20 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).

6. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

7. In terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and Secretarial Standards issued by the Institute of Company Secretaries of India, additional information on directors recommended for appointment / re-appointment at the Annual General Meeting and directors liable to retire by rotation and seeking re-election is provided separately.

8. The Register of Members and Share Transfer Register of the Company will remain closed from Saturday, 5th September 2020 to Tuesday, 15 September 2020 (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 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. A. M. Sundar, Chief Financial Officer, Company Secretary and Compliance Officer, at the Company's registered office.

11. Members desirous of obtaining any information as regards Accounts are requested to write to the company at least one week before the meeting so that the information required will be made available at the meeting.

12. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the Special Businesses to be transacted at the Annual General Meeting (AGM) is annexed hereto.

13. Members are requested to notify promptly any change in address to the Registrars at the following address:

M/s. Link Intime India Pvt. Ltd.  
Unit : Snowman Logistics Limited.  
C 101, 247 Park,  
L B S Marg, Vikhroli West,  
Mumbai - 400 083  
Tel No: +91 22 49186000 Fax: +91 22 49186060

14. M/s. S.R.Batliboi and Co.LLP (Firm Registration No. 301003E/E300005), were appointed as statutory auditors of the Company, to hold office from the conclusion of 24th Annual General Meeting (AGM) until the conclusion of the 29th AGM, subject to ratification by members every year. Pursuant to Companies Amendment Act, 2017 read with the Companies (Audit and Auditors) Second Amendment Rules, 2018, with effect from 7th May, 2018, the requirement for placing the matter relating to Appointment of Statutory Auditors for ratification by members at every annual general meeting, during the term of their appointment, has been done away with. In view of the above M/s. S.R.Batliboi and Co.LLP (Firm Registration No. 301003E/E300005), continuous to be the statutory auditors of the Company, till the conclusion of the 29th AGM to be held in the calendar year 2022.

15. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.

## 16. VOTING THROUGH ELECTRONIC MEANS

i. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and Regulation 44 of the SEBI Listing Regulations, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by Link Intime India Pvt Ltd, on all the resolutions set forth in this Notice. The instructions for e-voting are given herein below.

ii. The remote e-voting period commences on Saturday, September 12, 2020 (9:00 a.m. IST) and ends on Monday, September 14, 2020 (5:00 p.m. IST). During this period, Members holding shares either in physical form or in dematerialized form, as on Friday, September 4, 2020 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:

1. Log-in to e-Voting website of Link Intime India Private Limited (LIPL).
2. Visit the e-voting system of LIPL. Open web browser by typing the following URL: <https://instavote.linkintime.co.in>.
3. Click on "Login" tab, available under 'Shareholders' section.
4. Enter your User ID, password and image verification code (CAPTCHA) as shown on the screen and click on "SUBMIT".
5. Your User ID details are given below:
  - a. Shareholders holding shares in demat account with NSDL: Your User ID is 8 Character DP ID followed by 8 Digit Client ID
  - b. Shareholders holding shares in demat account with CDSL: Your User ID is 16 Digit Beneficiary ID
  - c. Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company

6. Your Password details are given below:

If you are using e-Voting system of LIPL: <https://instavote.linkintime.co.in> for the first time or if you are holding shares in physical form, you need to follow the steps given below:

Click on "Sign Up" tab available under 'Shareholders' section register your details and set the password of your choice and confirm (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).

For Shareholders holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (applicable for both demat shareholders as well as physical shareholders).
DOB/ DOI	Enter the DOB (Date of Birth)/ DOI as recorded with depository participant or in the company record for the said demat account or folio number in dd/mm/yyyy format.
Bank Account Number	Enter the Bank Account number (Last Four Digits) as recorded in your demat account or in the company records for the said demat account or folio number. <ul style="list-style-type: none"> <li>• Please enter the DOB/ DOI or Bank Account number in order to register. If the above mentioned details are not recorded with the depository participants or company, please enter Folio number in the Bank Account number field as mentioned in instruction (iv-c).</li> </ul>

If you are holding shares in demat form and had registered on to e-Voting system of LIPL: <https://instavote.linkintime.co.in>, and/or voted on an earlier voting of any company then you can use your existing password to login.

**If Shareholders holding shares in Demat Form or Physical Form have forgotten password:**

Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

Incase shareholder is having valid email address, Password will be sent to the shareholders registered e-mail address. Else, shareholder can set the password of his/her choice by providing the information about the particulars of the Security Question & Answer, PAN, DOB/ DOI, Dividend Bank Details etc. and confirm. (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).

**NOTE:** The password is to be used by demat shareholders for voting on the resolutions placed by the company in which they are a shareholder and eligible to vote, provided that the company opts for e-voting platform of LIPL.

For shareholders holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

**• Cast your vote electronically**

7. After successful login, you will be able to see the notification for e-voting on the home page of INSTA Vote. Select/ View "Event No" of the company, you choose to vote.

8. On the voting page, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting. 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'. You may also choose the option 'Abstain' and the shares held will not be counted under 'Favour/Against'.

9. If you wish to view the entire Resolution details, click on the 'View Resolutions' File Link.

10. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, 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.

11. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

12. You can also take the printout of the votes cast by you by clicking on "Print" option on the Voting page.

**General Guidelines for shareholders:**

• Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to e-Voting system of LIPL: <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.

- During the voting period, shareholders can login any number of time till they have voted on the resolution(s) for a particular "Event".
- Shareholders holding multiple folios/demat account shall choose the voting process separately for each of the folios/demat account.
- In case the shareholders have any queries or issues regarding e-voting, please refer the Frequently Asked Questions ("FAQs") and Instavote e-Voting manual available at <https://instavote.linkintime.co.in>, under Help section or write an email to [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in) or Call us :- Tel : 022 - 49186000.

#### **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:
  - a. Demat Account No. or Folio No.: Enter your 16 digit Demat Account No. or Folio Number registered with the Company
  - b. PAN: Enter your 10 digit Permanent Account Number (PAN)
  - c. Mobile No.
  - d. Email ID

2. Click "Go to Meeting"

#### **Note:**

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

In case the shareholders/members have any queries or issues regarding Instameet, you can write an email to [instameet@linkintime.co.in](mailto: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](mailto:investorrelations@snowman.in) from 10th September, 2020 (9.00 a.m. IST) to 12th September, 2020 (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 scrutiniser during the meeting, shareholders/ members who have not exercised their vote through the remote e-voting can cast the vote as under:

1. On the Shareholders VC page, click on the link for e-Voting "Cast your vote".
2. Enter Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMeet and click on 'Submit'.
3. After successful login, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.
4. Cast your vote by selecting appropriate option i.e. "Favour/ Against" as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'.
5. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on "Save". A confirmation box will be displayed. If you wish to confirm your vote, click on "Confirm", else to change your vote, click on "Back" and accordingly modify your vote.
6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

**Note:**

Shareholders/ Members, who will be present in the Annual General Meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting.

Shareholders/ Members who have voted through Remote e-Voting prior to the Annual General Meeting will be eligible to attend/participate in the Annual General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

In case the shareholders/members have any queries or issues regarding e-voting, you can write an email to [instameet@linkintime.co.in](mailto:instameet@linkintime.co.in) or Call us: - Tel : ( 022-49186175 )

**Other Instructions**

1. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and make, not later than 48 hours of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.
2. The result declared along with the Scrutinizer's Report shall be placed on the Company's website [www.snowman.in](http://www.snowman.in) and on the website of Link Intime India Pvt Ltd <https://instavote.linkintime.co.in/> immediately. The Company shall simultaneously forward the results to National Stock Exchange of India Limited and BSE Limited, where the shares of the Company are listed.



## ANNEXURE TO NOTICE

### Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

#### Item No. 4: Appointment of Ms. Shukla Wassan, (DIN: 02770898) as a Non-Executive independent Director of the Company:

Pursuant to the recommendation of the Nomination & Remuneration Committee, the Board of Directors of the Company vide resolution passed by Circulation on May 15, 2020, appointed Ms. Shukla Wassan as an Additional Director of the Company pursuant to Section 161(1) of the Companies Act, 2013, in the capacity of Non-Executive Independent Director for a term of two years with effect from May 15, 2020, subject to the approval of the Members of the Company.

The Company received a notice from a Member under Section 160 of the Companies Act, 2013, signifying his intention to propose the candidature of Ms. Shukla Wassan (DIN: 02770898) for the office of Independent Director of the Company.

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

<b>Date of Birth</b>	18-December-1959
<b>Date of Appointment</b>	15-May-2020
<b>A Brief Resume of the Director &amp; Nature of her Expertise in Specific Functional Areas;</b>	Ms. Shukla Wassan is a Law graduate, Fellow Member of Institute of Company Secretaries of India and Member of the Chartered Institute of Arbitrators, UK. During her rich and diverse career spanning over three decades, she has been a part of the Corporate Management Team of multinational companies - Hindustan Coca-Cola Beverages Pvt Ltd, Reckitt Benckiser Ltd, Xerox India Ltd & Max New York Life Insurance Co. Her wide-ranging areas of expertise includes Joint Venture, Refranchising, Strategic Alliances, Fund Structuring, Intellectual Property, Indirect Taxation, Competition Law, Arbitration, Corporate Governance, POSH and Corporate Social Responsibilities. She has served on the Boards of listed and unlisted companies for more than a decade. She has been a Member and Chairperson of the Board and Audit Committee of Companies in India, Nepal, Bangladesh and Sri Lanka. She is also a prominent speaker in seminars and international conferences. She has been a Committee Member of various industry forums including CII and FICCI with leadership roles in community organization.
<b>Details of Remuneration</b>	She is entitled for the sitting fees for attending the Board Meeting and the Committee Meeting if any where she is a member.
<b>Disclosure of Relationships Between Directors and Key Managerial Personnel Inter-Se;</b>	Nil
<b>Names of other Listed Entities in which the person also holds the Directorship and the Membership / Chairmanship of Committees of the Board</b>	<b>Directorships</b> Gateway Distriparks Limited India Glycols Limited <b>Membership of Committees</b> Nil <b>Chairmanship of Committees</b> Nil
<b>No. of Shares held in the Company</b>	Nil

The Director has given a declaration to the Board that she satisfies the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1) (b) of the Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015. In the opinion of the Board, the director fulfils the conditions specified in the Act and the Rules framed there under for appointment as an Independent Director and that the director is independent of the management.

A copy of draft Letter for the Appointment of Ms. Shukla Wassan setting out terms and conditions of appointment of the Director shall be open for inspection by the Members at the Registered Office of the Company during normal business hours on any working day.

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

#### **Item No. 5: Appointment of Mr. Samvid Gupta (DIN: 05320765) as a Non-Executive Director of the Company:**

Pursuant to the recommendation of the Nomination & Remuneration Committee, the Board of Directors of the Company vide resolution passed by Circulation on May 15, 2020, appointed Mr. Samvid Gupta as an additional Director (Non-Executive) of the Company with effect from May 15, 2020, and who ceases to hold such office as per the provisions of Section 161 of the Companies Act, 2013 at this Annual General Meeting and in respect of whom the Company has received a notice from a Member in writing proposing his candidature for the office of Director.

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

<b>Date of Birth</b>	30-September-1992
<b>Date of Appointment</b>	15-May-2020
<b>A Brief Resume of the Director &amp; Nature of his Expertise in Specific Functional Areas;</b>	Mr. Samvid Gupta, aged 28 holds a bachelor's degree in Business Administration from Boston University. Samvid has over 6 years of experience, particularly involved in various aspects of business including Financial Planning, Sales, Projects, Business Analysis and Strategic Planning. He is also managing sales of newsprint and coated paper in Newsprint Trading & Sales Corporation as a partner.
<b>Details of Remuneration</b>	He is entitled for the sitting fees for attending the Board Meeting and the Committee Meeting if any where he is a member.
<b>Disclosure of Relationships Between Directors and Key Managerial Personnel Inter-Se;</b>	Mr. Samvid Gupta is son of Mr. Prem Kishan Dass Gupta and Mrs. Mamta Gupta and brother of 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 their appointment.
<b>Names of other Listed Entities in which the person also holds the Directorship and the Membership / Chairmanship of Committees of the Board</b>	<b>Directorships</b> Gateway Distriparks Limited <b>Membership of Committees</b> Nil <b>Chairmanship of Committees</b> Nil
<b>No. of Shares held in the Company</b>	Nil

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

**Item No. 6: Appointment of Mr. Ishaan Gupta (DIN: 05298583) as a Non-Executive Director of the Company:**

Pursuant to the recommendation of the Nomination & Remuneration Committee, the Board of Directors of the Company vide resolution passed by Circulation on May 15, 2020, appointed Mr. Ishaan Gupta as an additional Director (Non-Executive) of the Company with effect from May 15, 2020, and who ceases to hold such office as per the provisions of Section 161 of the Companies Act, 2013 at this Annual General Meeting and in respect of whom the Company has received a notice from a Member in writing proposing his candidature for the office of Director.

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

<b>Date of Birth</b>	22-July-1988
<b>Date of Appointment</b>	15-May-2020
<b>A Brief Resume of the Director &amp; Nature of his Expertise in Specific Functional Areas;</b>	Mr. Ishaan Gupta, aged 32, has 10 years of experience handling strategy, operations, sales, legal, information technology and human resources for the company which is involved in various activities such as rail transportation, container handling, warehousing, cold chain distribution and road transportation among others. Apart from that he is also involved in supply of imported newsprint and other publication paper as a partner in Newsprint Trading and Sales Corporation."
<b>Details of Remuneration</b>	He is entitled for the sitting fees for attending the Board Meeting and the Committee Meeting if any where he is a member.
<b>Disclosure of Relationships Between Directors and Key Managerial Personnel Inter-Se;</b>	Mr. Ishaan Gupta is son of Mr. Prem Kishan Dass Gupta and Mrs. Mamta Gupta and brother of 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 their appointment.
<b>Names of other Listed Entities in which the person also holds the Directorship and the Membership / Chairmanship of Committees of the Board</b>	<b>Directorships</b> Gateway Distriparks Limited <b>Membership of Committees</b> Gateway Distriparks Limited (Allotment Committee) <b>Chairmanship of Committees</b> Nil
<b>No. of Shares held in the Company</b>	35,000 (Thirty-five thousand) only.

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

Your Directors recommend the resolution proposed at Item No. 6 for the approval of shareholders by way of an Ordinary Resolution.

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

#### 1) 1) Mr. Prem Kishan Dass Gupta

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

<b>Date of Birth</b>	22-February-1958
<b>Date of Appointment</b>	22-November-2006
<b>A Brief Resume of the Director &amp; Nature of his Expertise in Specific Functional Areas;</b>	Mr. Prem Kishan Dass Gupta, aged 62 years, is Chairman and Director of Snowman Logistics Ltd. He is also the Chairman and Managing Director of Gateway Rail Freight Limited and Gateway Distriparks Limited. He holds a Bachelor's degree in Science from the University of Delhi. He also runs his newsprint business - Newsprint Trading & Sales Corporation since 1978 and represents internationally reputed newsprint manufacturers from USA, Canada and Europe with strong tie ups in South-East Asia and India. He controls his investments through the NBFC Prism International Ltd. He is also a member of the Parents Leadership Council of Boston University.
<b>Details of Remuneration</b>	He is entitled for the sitting fees for attending the Board Meeting and the Committee Meeting if any where he is a member.
<b>Disclosure of Relationships Between Directors and Key Managerial Personnel Inter-Se;</b>	Mr. Prem Kishan Dass Gupta is related to Mrs. Mamta Gupta, Mr. Samvid Gupta and Mr. Ishaan Gupta None of the other Directors or Key Managerial Personnel or their relatives are interested or concerned in the above resolution except to the extent of their appointment.
<b>Names of other Listed Entities in which the person also holds the Directorship and the Membership / Chairmanship of Committees of the Board</b>	<p><b>Directorships</b></p> <p>Gateway Distriparks Limited</p> <p><b>Membership of Committees</b></p> <p>Mr. Prem Kishan Dass Gupta is a member of Allotment Committee, CSR Committee, Audit Committee, Stakeholders Relationship Committee and Nomination &amp; Remuneration committee of Gateway Distriparks Limited</p> <p><b>Chairmanship of Committees</b></p> <p>Nil</p>
<b>No. of Shares held in the Company</b>	4,40,000 (Four lakhs forty thousand) only.

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

## 2) Mrs. Mamta Gupta

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

<b>Date of Birth</b>	22-June-1967
<b>Date of Appointment</b>	05-November-2015
<b>A Brief Resume of the Director &amp; Nature of her Expertise in Specific Functional Areas;</b>	Mrs. Mamta Gupta, aged 53 years, holds a degree in Bachelor of Commerce. Mrs. Mamta Gupta has been a member of the Board since 2015. She is the member of CSR Committee of the Board and involved in the CSR initiatives taken by the Company. She is a partner in the family business firm - Newsprint Trading and Sales Corporation and is actively involved in its business development.
<b>Details of Remuneration</b>	She is entitled for the sitting fees for attending the Board Meeting and the Committee Meeting if any where she is a member.
<b>Disclosure of Relationships Between Directors and Key Managerial Personnel Inter-Se;</b>	Mrs. Mamta Gupta is related to Mr. Prem Kishan Dass Gupta, Mr. Samvid Gupta and Mr. Ishaan Gupta None of the other Directors or Key Managerial Personnel or their relatives are interested or concerned in the above resolution except to the extent of their appointment.
<b>Names of other Listed Entities in which the person also holds the Directorship and the Membership / Chairmanship of Committees of the Board</b>	<b>Directorships</b> Gateway Distriparks Limited <b>Membership of Committees</b> Nil <b>Chairmanship of Committees</b> Nil
<b>No. of Shares held in the Company</b>	Nil

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

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

Place: Bangalore  
Date: August 12, 2020

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



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