



June 29, 2020

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| National Stock Exchange of India Limited Exchange Plaza Bandra Kurla Complex Mumbai – 400 050 Ph No: 2659 8452 Fax No: 2659 8237/38 Email: cmlist@nse.co.in Scrip Code: SNOWMAN | BSE Limited Department of Corporate Services Phiroze Jeejeebhoy Towers Mumbai – 400 001 Ph No: 22727 1233/34 Fax: 2272 1072/ 2037/2061/ 41 Email: corp.relations@bseindia.com Scrip Code: 538635 |
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Dear Sir/Madam,

Re: Annual Secretarial Compliance Report

Pursuant to Regulation 24A of SEBI (LODR) Regulations 2015 read with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated 8th February 2019, Please find enclosed the Annual Secretarial Compliance Report for the FY 2019-20.

kindly take the same on record.
Thanking you,

Yours faithfully,

FOR SNOWMAN LOGISTICS LIMITED

A.M Sundar
CFO, Company Secretary & Compliance Officer

Encl: Annual Secretarial Compliance Report



Corporate office

Snowman Logistics Ltd.

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

CIN: L15122MH1993PLC285633 T (080) 67693700

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

CIN: L15122MH1993PLC285633 T +91 22 39272004 E info@snowman.in W www.snowman.in



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

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 Listed Entity has not raised any share capital by issue of shares during the financial year under review]**;

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

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

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

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



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

(h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

and circulars/ guidelines issued thereunder;

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

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

| Sr. No. | Compliance Requirement (Regulations/ Circulars/ guidelines including specific clause) | Deviations | Observations / Remarks of the Practising Company Secretary |
|---------|---|---|---|
| 1. | Regulation 30 – Outcome of the Board meeting (Schedule III Part A – (4). | Delay in intimating Outcome of the Board meetings dated 13 th 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/ it's 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 Practicing Company Secretary in the previous reports | Observations made in the secretarial compliance report for the year ended: | Actions taken by the listed entity, if any | Comments of the Practicing Company Secretary on the actions taken by the listed entity |
|---------|---|--|---|---|
| 1 | The Listed entity shall disclose to the exchange (s) within 30 minutes of the closure of the meeting. However, the Listed Entity had delayed in intimation of the Outcome of the Board meeting dated 29th October, 2018. However, the Listed Entity has complied with the provision later on. | 31 st March, 2019 | The listed entity had filed the outcome of board meeting on the same day. | The Listed Entity had delayed in intimation of the Outcome of the Board meeting dated 29th October, 2018. However, the Listed Entity has complied with the provision on the same day. |
| 2. | The listed entities which were not identified as large corporates were required to submit a confirmation of not being a Large Entity to the Exchange. There has been delay in submitting the confirmation. However, the Listed Entity has complied with the provision later on. | 31 st 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

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

Place : Bengaluru.
Date : June 05, 2020.