



February 21, 2024

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

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

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith a copy of the postal ballot notice seeking approval of members, through remote e-voting for the following business:

1. **Ordinary Resolution-** Re-appointment of Mr. Sunil Prabhakaran Nair (DIN: 03454719) as Chief Executive Officer and Whole-Time Director of the Company for a period up to September 30, 2027, with effect from February 13, 2024.

In accordance with the relevant circulars issued by the Ministry of Corporate Affairs (‘MCA Circulars’), the Notice indicating, inter alia, the process and manner of remote e-voting, is being sent only through electronic mode to the members whose names appear on the Register of Members / List of Beneficial Owners as on **February 16, 2024 (“cut-off date”)** received from the Depositories and whose e-mail address are registered with the Company / Depositories.

The hard copies of the Notice, Postal Ballot Forms or pre-paid business envelope are not being sent to the members for this Postal Ballot, in accordance with the exemptions granted by the MCA Circulars. Members are required to communicate their assent or dissent through the remote e-voting system only.

The Company has engaged the services of Link Intime India Pvt Ltd (“Link Intime”) for the purpose of providing e-voting facility to all its members. The e-voting period commences **on Saturday, February 24, 2024, (9:00 AM IST) and ends on Sunday, March 24, 2024 (5:00 PM IST).**

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, Taloja Industrial Area, MIDC, Raigad, Navi Mumbai, Maharashtra -410206

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





The Notice along with the Explanatory Statement thereto can be downloaded from the Company's website at [www.snowman.in](http://www.snowman.in).

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

**Thanking You,**

Thanking You,

**For Snowman Logistics Limited**

KIRAN  
PANACHI  
KKAL  
GEORGE

Digitally signed by KIRAN  
PANACHIKKAL GEORGE  
DN: cn=PERSONAL,  
pseudoym=508af88626ab2af7cd,  
5136ad725556,  
2.5.4.20=AB8CDA86E3AB81383E3E  
480528E5721D22C9ED97E188C42A  
26482ADC436,  
postalCode=560043,  
ou=SNOWMAN,  
serialNumber=6075380aad07f59aa  
079666a4813af167538c78e4e348  
9c30ca0796aa108, cn=KIRAN  
PANACHIKKAL GEORGE,  
Date: 2024.02.21 11:37:44 +05'30'



**Kiran George  
Company Secretary & Compliance Officer**

**Encl: As stated**

**Corporate office**

**Snowman Logistics Ltd.**

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**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 OF POSTAL BALLOT**

**[Pursuant to Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014]**

Dear Member(s),

Notice is hereby given that pursuant to and in compliance with the provisions of Section 108 and 110 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as “the Act”), read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“Rules”), General Circular No. 14/2020 dated 8 April 2020, No. 17/2020 dated 13 April 2020, No. 22/2020 dated 15 June 2020, No. 33/2020 dated 28 September 2020, No. 39/2020 dated 31 December 2020, No. 10/2021 dated 23 June 2021, No. 20/2021 dated 8 December, 2021, No. 3/2022 dated 5 May, 2022, , No. 11/2022 dated 28 December, 2022 and No. 09/2023 dated September 25, 2023 and other relevant Circulars, if any, issued by the Ministry of Corporate Affairs (“MCA”) (collectively referred to as the “MCA Circulars”) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Regulation 44 and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the SEBI Listing Regulations”), including any statutory modification or re-enactment thereof for the time being in force, Secretarial Standard-2 on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI), and any other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the approval of the members of Snowman Logistics Limited (hereinafter referred to as “the Company”) is being sought for reappointment of Mr. Sunil Prabhakaran Nair (DIN: 03454719) as Chief Executive Officer and Whole Time Director (“**CEO&WTD**”) of the Company for a period up to September 30, 2027 with effect from February 13, 2024, by way of an ‘Ordinary Resolution’, through postal ballot process only by voting through electronic means (“**e-voting**”).

The Board of Directors of the Company, appointed Mr. Nagendra D Rao, Practicing Company Secretary (Membership No. 5553, COP No.7731), as the scrutinizer for conducting the postal ballot process in a fair and transparent manner and to submit his report to the Chairman of the Board of Directors of the Company or any one of the Key Managerial Personnel of the Company as authorized by the Board and the result of the voting by Postal Ballot will be announced within two working days from the conclusion of the e-voting.

The Company has engaged the services of Link Intime India Pvt Ltd (“Link Intime”) for the purpose of providing e-voting facility to all its members, pursuant to Section 108 of the Act read with Rule 20 of the Rules, as amended, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as “Listing Regulations”) and aforementioned MCA Circulars. In accordance with the MCA Circulars, the Notice indicating, inter alia, the process and manner of remote e-voting, is being sent only through electronic mode to the members whose names appear on the Register of Members / List of Beneficial Owners as on **Friday, February 16, 2024 (“cut-off date”)** received from the Depositories and whose e-mail address are registered with the Company / Depositories. Accordingly, the Company is pleased to provide remote e-voting facility to all its members to cast their votes electronically. The detailed instructions for e-voting are given in the Notes under the section ‘Procedure/Instructions for e-voting’.

In accordance to the aforementioned MCA Circulars, Members shall be permitted to exercise their voting rights only through e-voting. Hence, physical copy of this postal ballot notice along with postal ballot forms and pre-paid business envelope are not being sent to the Members.

The Company is pleased to offer e-voting facility which will enable the Members to cast their votes electronically. The details of e-voting facility are provided in the notes to this postal ballot notice. Members may note that the **e-voting commences on Saturday, February 24, 2024 from 9.00 a.m. IST and ends on Sunday, March 24, 2024 at 5:00 p.m. IST**. Members are therefore requested to cast their vote **not later than 5:00 p.m. IST on Sunday, March 24, 2024** to be eligible for being considered, failing which it will be considered that no vote has been received from the Members.

The Scrutinizer will submit his report to the Chairman of the Company or any one of the Key Managerial Personnel as authorized by the Board after completion of scrutiny of the e-voting. The result of the postal ballot through e-voting process shall be announced at the Registered/Corporate Office of the Company, on or before **March 26, 2024**. The result along with the Scrutinizer’s report would be displayed at the Registered/Corporate Office of the Company, intimated to Link Intime and Stock Exchanges where the Company's securities are listed and displayed on the Company's website [www.snowman.in](http://www.snowman.in) along with the Scrutinizer's report.

Approval of the Members is hereby sought for the proposal contained in the resolution appended below. Pursuant to Section 102 and Section 110 and other applicable provisions of the Act, the statement pertaining to the said Resolution setting out the material facts and the reasons/ rationale thereof are annexed to this Postal Ballot Notice (‘Notice’) for your consideration.

## RESOLUTION THROUGH POSTAL BALLOT

### **Item No. 1: Re-appointment of Mr. Sunil Prabhakaran Nair (DIN: 03454719) as Chief Executive Officer and Whole-Time 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 196, 197, 203 and all other applicable provisions, if any, read with Schedule V of the Companies Act, 2013 ("Act") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, the consent of the Members be and is hereby accorded for the re-appointment of Mr. Sunil Prabhakaran Nair (DIN: 03454719) as Chief Executive Officer and Whole-Time Director ('**CEO & WTD**') of the Company for a period up to September 30, 2027, with effect from February 13, 2024, liable to retire by rotation, upon the terms and conditions as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors ('Board'), including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the said tenure within the overall limits of section 197 of the Act with liberty to the Board of Directors to alter and vary the terms and conditions of the said re-appointment including remuneration as it may deem fit and in such manner as may be agreed to between the Board and CEO & WTD.

**RESOLVED FURTHER THAT** any one Director of the Board or CFO or the Company Secretary and Compliance Officer of the Company be and is hereby authorized to do all such acts, deeds, matters, and to execute all such documents as may be required in this connection to give effect to this Resolution."

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

**Place: Bengaluru  
Date: 01-February-2024**

**Sd/-  
Kiran George  
Company Secretary & Compliance Officer**

## NOTES:

- 1) The explanatory statement pursuant to Section 102 read with Section 110 of the Act, any other applicable provisions of the Act, the rules made thereunder, Listing Regulations and Secretarial Standards on General Meetings (SS-2) stating all material facts and the reasons thereof for the proposed resolution, forming part of this Notice, is annexed herewith.
- 2) In accordance with the MCA Circulars, this Postal Ballot Notice is being sent only by electronic mode to those members whose names appear on the Register of Members / List of Beneficial Owners as on **Friday, February 16, 2024 (“cut-off date”)** received from the Depositories and whose e-mail address is registered with the Company / Depositories. Physical copies of the Postal Ballot Notice, postal ballot forms and pre-paid business reply envelopes are not being sent to members for this Postal Ballot.
- 3) Pursuant to Sections 108, 110 and other applicable provisions of the Act and the Rules made thereunder, the MCA Circulars and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and any amendments thereto, the Company is providing the facility to the members to exercise their right to vote on the proposed resolution electronically. The Company has engaged the services of Link Intime India Pvt Ltd (“Link Intime”), the agency to provide e-voting facility. Members are requested to read carefully the instructions for e-voting that are provided as part of this Postal Ballot Notice before casting their vote.
- 4) This Postal Ballot Notice will also be available on the Company’s website at [www.snowman.in](http://www.snowman.in), website 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 at [www.linkintime.co.in](http://www.linkintime.co.in).
- 5) Members will be able to cast their votes and convey their assent or dissent to the proposed resolution only through the remote e-voting process. Members whose names appear on the Register of Members/List of Beneficial Owners as on cut-off date will be considered for the purpose of e-voting.
- 6) Voting rights of a Member / Beneficial Owner (in case of electronic shareholding) shall be in proportion to his/her/its shareholding in the paid-up equity share capital of the Company as on the cut-off date. Any person who is not a member as on the cut-off date should treat this notice for information purpose only.
- 7) A member cannot exercise his/her vote through proxy on postal ballot. However, corporate, and institutional members shall be entitled to vote through their authorized representatives. Corporate and institutional members are requested to provide a proof of authorization (board resolution /authority letter /power attorney, etc.) in favour of their authorised representatives to the scrutinizer through e-mail to [nagendradrao@gmail.com](mailto:nagendradrao@gmail.com) with a copy marked to [investorrelations@snowman.in](mailto:investorrelations@snowman.in).
- 8) The e-voting period commences on **Saturday, February 24, 2024 from 9.00 a.m. IST and ends on Sunday, March 24, 2024 at 5:00 p.m. IST**. During this period, members of the Company holding equity shares either in physical form or in dematerialized form, as on the cut-off date i.e. **February 16, 2024** may cast their vote electronically. The e-voting module shall be disabled by Link Intime for voting after **March 24, 2024 (5:00 PM IST)**. Once the vote on a resolution is cast by a member, he or she will not be allowed to change it subsequently.

- 9) The resolution, if passed by requisite majority, shall be deemed to have been passed on the last date of e-voting i.e. **March 24, 2024**.
- 10) The Board of Directors of the Company, appointed Mr. Nagendra D Rao, Practicing Company Secretary (Membership No. 5553, COP No.7731), as the scrutinizer for conducting the postal ballot process in a fair and transparent manner.
- 11) The Scrutinizer will submit his report to the Chairman or any one of the Key Managerial Personnel as authorized by the Board of Directors after the completion of scrutiny and the result of the voting by postal ballot will be announced on or before **March 26, 2024** at the Registered Office of the Company at Plot No. M-8, Taloja Industrial Area, MIDC, Raigad, Navi Mumbai, Mumbai Raigarh Maharashtra - 410206 or Corporate office at No.54, Old Madras Road, Virgonagar, Bangalore - 560049 Karnataka . The result would be displayed at the Registered/Corporate Office of the Company, intimated to the Link Intime and Stock Exchanges where the Company's securities are listed, and displayed on the Company's website [www.snowman.in](http://www.snowman.in) along with the Scrutinizer's report.
- 12) The documents, if any, referred to in the statement will be available for inspection at the Corporate Office of the Company during working hours on all working days from the date of circulation of the Notice till March 24, 2024 (5:00 PM IST).
- 13) Resolutions passed by the members through postal ballot are deemed to have been passed as if they have been passed at a general meeting of the members.
- 14) In case of any queries, you may contact Mr. Kiran George, Company Secretary and Compliance Officer at [investorrelations@snowman.in](mailto:investorrelations@snowman.in).
- 15) For e-voting, please read carefully the "Procedure/instructions for e-voting" enumerated herein:

#### **PROCEDURE/INSTRUCTIONS FOR E-VOTING:**

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

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

1. Individual Shareholders holding securities in demat mode with NSDL
  1. Existing IDeAS user can visit the e-Services website of NSDL viz. <https://eservices.nsd.com> either on a personal computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name i.e. LINK INTIME and you will be re-directed to "InstaVote" website for casting your vote during the remote e-Voting period.
  2. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsd.com> Select "Register Online for IDeAS Portal" or click at <https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp>

3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://eservices.nsdl.com> either on a personal computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name i.e. LINK INTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.
2. Individual Shareholders holding securities in demat mode with CDSL
  1. Existing users who have opted for Easi / Easiest, can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website [www.cdslindia.com](http://www.cdslindia.com) and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.
  2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by the company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider i.e. LINKINTIME for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.
  3. If the user is not registered for Easi/Easiest, the option to register is available at CDSL website [www.cdslindia.com](http://www.cdslindia.com) and click on login & New System Myeasi Tab and then click on registration option.
  4. Alternatively, the user can directly access e-Voting page by providing demat account number and PAN No. from a link in [www.cdslindia.com](http://www.cdslindia.com) home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, the user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
3. Individual Shareholders (holding securities in demat mode) login through their depository participants;  
You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name i.e. LinkIntime and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.



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

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

1. Open the internet browser and launch the URL: <https://instavote.Link Intime.co.in>
2. Click on “**Sign Up**” under ‘**SHARE HOLDER**’ tab and register with your following details: -

**A. User ID:** Shareholders holding shares in **physical form shall provide** Event No + Folio Number registered with the Company. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.

**B. PAN:** Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

**C. DOB/DOI:** Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)

**D. Bank Account Number:** Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

*\*Shareholders holding shares in **physical form** but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above*

*\* Shareholders holding shares in **NSDL form**, shall provide ‘D’ above*

▶ Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$&\*), at least one numeral, at least one alphabet and at least one capital letter).

▶ Click “confirm” (Your password is now generated).

3. Click on ‘Login’ under ‘**SHARE HOLDER**’ tab.
4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘**Submit**’.

**Cast your vote electronically:**

1. After successful login, you will be able to see the notification for e-voting. Select ‘**View**’ icon.
2. E-voting page will appear.
3. Refer the Resolution description and cast your vote by selecting your desired option ‘**Favour / Against**’ (If you wish to view the entire Resolution details, click on the ‘**View Resolution**’ file link).
4. After selecting the desired option i.e. Favour / Against, click on ‘**Submit**’. A confirmation box will be displayed. If you wish to confirm your vote, click on ‘**Yes**’, else to change your vote, click on ‘**No**’ and accordingly modify your vote.

### Guidelines for Institutional shareholders:

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.Link Intime.co.in> and register themselves as '**Custodian / Mutual Fund / Corporate Body**'. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the '**Custodian / Mutual Fund / Corporate Body**' login for the Scrutinizer to verify the same.

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

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

### Helpdesk for Individual Shareholders holding securities in demat mode:

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at: 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cDSLindia.com">helpdesk.evoting@cDSLindia.com</a> or contact at toll free no. 1800 22 55 33

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

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

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

*In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain minimum 8 characters, at least one special character (@!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter.*

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

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

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular “Event”.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 SETTING OUT ALL MATERIAL FACTS AND REASONS FOR THE PROPOSED RESOLUTION**

**Item No. 1**

The Members of the Company at the 25<sup>th</sup> annual general meeting held on July 30, 2018 approved the re-appointment of Mr. Sunil Prabhakaran Nair, as Chief Executive Officer and Whole-Time Director (“CEO&WTD”) of the Company for a period of 3 years i.e. up to February 12, 2021. Further, the Members of the Company at the 28<sup>th</sup> annual general meeting held on September 03, 2021 approved the re-appointment of Mr. Sunil Prabhakaran Nair, as Chief Executive Officer and Whole-Time Director of the Company for a period of 3 years i.e. up to February 12, 2024.

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors at its meeting held on February 01, 2024, re-appointed Mr. Sunil Prabhakaran Nair, as Chief Executive Officer and Whole-Time Director of the Company for a period up to September 30, 2027 with effect from February 13, 2024, subject to approval of the Shareholders.

The Board, while re-appointing Mr. Sunil Prabhakaran Nair, as Chief Executive Officer and Whole-Time Director of the Company, considered his background, experience and contributions to the Company during his past tenure as the CEO & WTD.

Mr. Sunil Prabhakaran Nair is functioning in a professional Capacity.

**DETAILS PURSUANT TO REGULATION 36(3) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND PARA 1.2.5 OF SS-2, SECRETARIAL STANDARD ON GENERAL MEETING ARE AS GIVEN BELOW:**

<b>Name of the Director</b>	Mr. Sunil Prabhakaran Nair
<b>DIN</b>	03454719
<b>Date of Birth (Age)</b>	05-March-1971 (Age: 53)
<b>Date of first appointment on the Board</b>	01-12-2016
<b>A Brief Resume of the Director including</b>	Sunil Prabhakaran Nair, who holds postgraduate degree in commerce from Marathwada University and Master of Business Administration (Supply Chain Management) from the United Business Institute, Belgium.

<b>qualification &amp; Nature of his Expertise in Specific Functional Areas;</b>	Sunil has more than 30 years of experience in the supply chain and logistics sector. Sunil's experience encompasses multiple industries, including Pharma, Agriculture, Seafood & Meat, Dairy, Retail, QSR, FMCG and many more. His understanding of structuring business for growth and driving organizational profitability for captive as well as third-party services has been one of his key strengths. Over the last decade, he has been instrumental in pivoting business towards profitability and creating value for stakeholders.
<b>Terms and conditions of appointment</b>	Mr. Sunil Prabhakaran Nair is reappointed as CEO & WTD for a period up to September 30, 2027 with effect from February 13, 2024.
<b>Details of Remuneration</b>	Remuneration to be paid: The existing remuneration of Rs. 1,80,00,000/- per annum as approved by the Members of the Company at the 30 <sup>th</sup> Annual General Meeting held on September 20, 2023 shall continue to be paid until next revision by the Board of Directors subject to the recommendation of Nomination & Remuneration Committee.  Remuneration last drawn (during FY 2022-23): Rs. 1,47,99,408/-
<b>Disclosure of Relationships Between Directors and Key Managerial Personnel Inter-Se;</b>	Nil
<b>No. of board meetings attended during the year (Considered as on date of this notice)</b>	5
<b>Names of listed entities in which the person also holds the directorship and the membership of Committees of the board along with listed entities from which the person has resigned in the past three years;</b>	<u>Directorships</u> Nil <u>Membership of Committees</u> Nil <u>Chairmanship of Committees</u> Nil <u>Name of the listed entities from which the appointee has resigned in the past three years:</u> Nil
<b>Shareholding of non-executive/executive directors in the listed entity, including shareholding as a beneficial owner.</b>	24,020 (Equity shares)

None of the Directors and Key Managerial Personnel of the Company or their respective relatives, except Mr. Sunil Prabhakaran Nair, to whom the resolution relates, is concerned or interested in the Resolution mentioned at Item No. 1 of the Notice.

In compliance with the provisions of Section 196, 197, 203 and other applicable provisions of the Act, read with Schedule V to the Act, and Regulation 17(1C) of the SEBI Listing Regulations, the approval of the Members is sought for the re-appointment of Mr. Sunil Prabhakaran Nair as CEO & Whole-time Director of the Company as set out above.

The Board recommends the ordinary resolution set forth in Item No. 1 of the accompanying Notice for the approval of the Members of the Company.

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

**Place: Bengaluru  
Date: 01-February-2024**

**Sd/-  
Kiran George  
Company Secretary & Compliance Officer**