

August 23, 2016

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

Dear Sir/Madam,

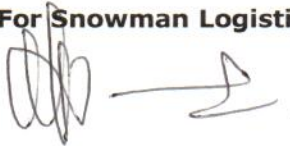
Sub: Notice of 23rd Annual General Meeting of Snowman Logistics Limited

With reference to the above captioned subject please find enclosed the Notice of 23rd Annual General Meeting of the Company scheduled to be held on Thursday, September 22, 2016 at Silver Jubilee Hall, Second Floor, Navi Mumbai Sports Association, Near MGM Hospital, Sector 1A, Vashi, Navi Mumbai – 400 703 at 10.30 AM.

Kindly take the above intimation on record for the purpose of dissemination through your website and oblige.

Thanking You

For Snowman Logistics Limited



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

Snowman Logistics Ltd.

Regd. Office : Sy. No. 36/1, Virgo Nagar, Old Madras Road, Bandapura Village, Bidarehalli Hobli, Bengaluru - 560 049, Karnataka.
CIN: L15122KA1993PLC048636 T (080) 3993 9500 F (080) 3993 9500 E info@snowman.in W www.snowman.in





SNOWMAN LOGISTICS LIMITED

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

Tel: +91 22 39272010 | **Email:** investorrelations@snowman.in | **Website:** www.snowman.in

CIN: L15122KA1993PLC048636

NOTICE

NOTICE is hereby given that the 23rd Annual General Meeting of the Members of Snowman Logistics Limited will be held on Thursday, September 22, 2016 at Silver Jubilee Hall, Second Floor, Navi Mumbai Sports Association, Near MGM Hospital, Sector 1A, Vashi, Navi Mumbai – 400 703 at 10.30 a.m. to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Balance Sheet as at March 31, 2016 and Statement of Profit & Loss for the year ended as on that date and the Cash Flow Statement together with the Reports of the Directors and Auditors thereon.
2. To re-appoint Mr. Prem Kishan Dass Gupta, (DIN: 00011670), Chairman & Director, who retires by rotation and being eligible, offers himself for re-appointment.
3. To re-appoint Mr. Tomoyuki Masuda (DIN: 07161595), Director who retires by rotation and being eligible, offers himself for re-appointment.
4. To re-appoint Auditors and fix their remuneration and in this connection, to consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and Companies (Audit and Auditors) Rules, 2014, as amended from time to time, pursuant to the recommendation of the Audit Committee and the Board of Directors, the consent of the Members of the Company be and is hereby accorded to appoint M/s. Price Waterhouse, Kolkata, Firm Registration No. 301112E, Chartered Accountants, as the Statutory Auditors to hold office from the conclusion of 23rd Annual General Meeting until the conclusion of the 24th Annual General Meeting at

a remuneration of such sum as may be fixed by the Board of Directors / any Committee of the Board of Directors plus service tax and reimbursement of out of pocket expenses as may be incurred in the performance of their duties.”

SPECIAL BUSINESS

5. To consider and, if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:

“RESOLVED THAT in accordance with the provisions of Section 161 and other applicable provisions of the Companies Act, 2013, Mrs. Mamta Gupta (DIN: 00160916), an Additional Director, holding office up to the date of this Annual General Meeting and in respect of whom the Company has received Notice in writing from a member under Section 160 of the Companies Act, 2013, signifying his intention to propose her as a candidate for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company or any committee thereof, be and are hereby authorised to do all such things, deeds, matters and act as may be required to give effect to this resolution and to do all things incidental and ancillary thereto.”

6. To consider and, if thought fit, to pass with or without modification, the following resolution as a Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed there under and SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and such other applicable Regulations, Mr. Shabbir Hassanbhai (DIN: 00268133), who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Companies

Act, 2013 and who was appointed as an Independent Director of the Company with effect from August 14, 2014 and whose term of office as an Independent Director was determined on August 14, 2016, be and is hereby appointed as Independent Director of the Company not liable to retire by rotation upto August 14, 2021.

RESOLVED FURTHER THAT the Board of Directors of the Company or any committee thereof, be and are hereby authorised to do all such things, deeds, matters and act as may be required to give effect to this resolution and to do all things incidental and ancillary thereto."

7. To consider and, if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed there under and SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and such other applicable Regulations, , Mr. Bhaskar Avula Reddy (DIN:06554896), who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and who was appointed as an Additional Director (Independent Director) of the Company with effect from April 26, 2016, be and is hereby appointed as Independent Director of the Company not liable to retire by rotation up to April 26, 2021.

RESOLVED FURTHER THAT the Board of Directors of the Company or any committee thereof, be and are hereby authorised to do all such things, deeds, matters and act as may be required to give effect to this resolution and to do all things incidental and ancillary thereto."

8. To consider and, if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:

RESOLVED THAT pursuant to the provisions of Section 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed there under and SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and such other applicable Regulations, Mr. Arun Kumar Gupta (DIN: 06571270), who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and who was appointed as an Additional Director (Independent Director) of the Company with effect from April 26, 2016, be and is hereby appointed as Independent Director of the Company not liable to retire by rotation up to April 26, 2021.

RESOLVED FURTHER THAT the Board of Directors of the

Company or any committee thereof, be and are hereby authorised to do all such things, deeds, matters and act as may be required to give effect to this resolution and to do all things incidental and ancillary thereto."

9. To consider and, if thought fit, to pass with or without modification, the following resolution as a Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed there under and SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and such other applicable Regulations, Mr. Alwarthirunagari Kuppaswamy Thiruvenkata Chari (DIN: 00746153), who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and who was appointed as an Independent Director of the Company with effect from August 14, 2014 and whose term of office as an Independent Director was determined on August 14, 2016, be and is hereby appointed as Independent Director of the Company not liable to retire by rotation up to August 14, 2018.

RESOLVED FURTHER THAT the Board of Directors of the Company or any committee thereof, be and are hereby authorised to do all such things, deeds, matters and act as may be required to give effect to this resolution and to do all things incidental and ancillary thereto."

10. To consider and , if thought fit to pass with or without modification, the following resolution as an Ordinary Resolution:

RESOLVED THAT Mr. Pradeep Kumar Dubey (DIN: 07431457) an Additional Director, holding office up to the date of this Annual General Meeting and in respect of whom the Company has received Notice in writing from a member under Section 160 of the Companies Act, 2013, signifying his intention to propose him as a candidate for the office of Director, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company or any committee thereof, be and are hereby authorised to do all such things, deeds, matters and act as may be required to give effect to this resolution and to do all things incidental and ancillary thereto."

11. To consider and, if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any

statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 and Articles of Association of the Company the consent of the shareholders of the Company be and is hereby accorded to appoint Mr. Pradeep Kumar Dubey (DIN: 07431457) who was co-opted as Additional Director of the Company, as Whole Time Director of the Company liable to retire by rotation for a period of one year with effect from April 26, 2016 on such remuneration as set out in the Explanatory Statement

RESOLVED FURTHER THAT the above said remuneration shall be the minimum remuneration in case of absence of profits or inadequacy of profits.

RESOLVED FURTHER THAT the Board be and is hereby authorised to alter and vary any of the terms and conditions relating to the remuneration payable to Mr. Pradeep Kumar

Dubey, within the limits specified under the provisions of the Companies Act, 2013.

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

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

Place: New Delhi

Date: August 4, 2016

A. M. Sundar

*CFO, Company Secretary &
Compliance Officer*

Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE, ON A POLL, INSTEAD OF HIMSELF / HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.
2. Proxies in order to be effective, should be completed, stamped and signed and must be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder. A proxy form is annexed to this Report. Proxies submitted on behalf of limited companies, societies etc. must be supported by an appropriate resolution/authority as applicable to attend and vote at the AGM.
3. 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.
4. The Register of Members and Share Transfer Register of the

Company will remain closed on September 12, 2016.

5. 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.
6. Pursuant to Section 205C of the Companies Act, 1956, 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. 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. Members are encouraged to utilise the ECS /NECS for receiving dividends.
7. 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.
8. 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.

9. 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-13, Kantilal Maganlal Industrial Estate, Pannalal Silk Mill Compound, L.B.S Road, Bhandup (W), Mumbai – 400 078

10. The Notice of the AGM, Annual Report 2015-16 and attendance slip, is being sent by electronic mode to those Members whose e-mail addresses are registered with the depository participant(s), except those members who have requested for a physical copy. Physical copy of the notice of AGM, Annual Report 2015-16 and attendance slip are being sent to those members who have not registered their e-mail addresses with the depository participant (s). Members who have received the notice of AGM, Annual Report and attendance slip in electronic mode are requested to print the Attendance slip and submit a duly filled Attendance Slip at the registration counter to attend the AGM.

11. In compliance with the provisions of Section 108 of the Companies Act, 2013 and the Rules framed thereunder and in accordance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by CDSL, on all resolutions set forth in this Notice.

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on Monday, 19 September 2016 (9.00 a.m. IST) and ends on Wednesday, 21 September 2016 (5.00 p.m. IST).. During this period shareholders' of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date (record date) of Thursday, 15 September 2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Any person, who acquires shares of the Company and becomes a shareholder of the Company after dispatch of the notice of AGM and holds shares as on the cut-off date ie. Thursday, 15 September 2016, may obtain the sequence number by sending a request at rnt.helpdesk@linkintime.co.in.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on Shareholders.
- (v) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

For Members 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) <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).



- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for Snowman Logistics Limited on which you choose to vote.
- (xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The

m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

- (xx) Note for Non – Individual Shareholders and Custodians
Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.

A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.

After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.

The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.

A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutiniser to verify the same.

- (xxi) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com
- (xxii) All grievances connected with the facility for voting by electronic means may be addressed to Mr. Mehboob Lakhani, Assistant Manager, Central Depository Services (India) Limited, 17th Floor, Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai - 400001, or send an email to helpdesk.evoting@cdslindia.com or call 18002005533.

12. Members of the Company, holding shares either in physical form or dematerialised form, as on the cut-off date i.e. September 15, 2016, will be eligible to cast their vote electronically or by way of poll.

13. Members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again at the meeting.

14. All documents referred to in the accompanying Notice and Statement annexed thereto shall be open for inspection at the Registered Office of the Company during normal business hours on any working day till the date of the Annual General Meeting.
15. The Board of Directors has appointed Mr. Nagendra D Rao, Practising Company Secretary (Membership No. 5553, COP No. 7731) as the Scrutiniser for conducting the e-voting process in accordance with law and in a fair and transparent manner. The Scrutiniser shall immediately after the conclusion of the voting at the general meeting, first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two (2) witnesses not in the employment of the Company and prepare, note later than three (3) working days of conclusion of the meeting, a consolidated Scrutiniser's Report of the total votes cast in favour or against, if any, and submit it forthwith to the Chairman of the Company or a person authorised by him in writing who shall countersign the same. The Chairman or the person authorised by him in writing, as the case may be, shall declare the result of the voting forthwith.
- The Results declared along with the Scrutiniser's Report shall be placed on the website of the Company and on the website of NSDL and communicated to the BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed immediately after the result is declared by the Chairman.
16. All Investor Queries / Complaints / Grievances may be addressed to the Company Secretary at the Registered and Corporate Office of the Company or by sending an email to investorrelations@snowman.in.
- Members can also write to M/s Link Intime (India) Private Limited, the Registrar and Share Transfer Agents of the Company, having their office at C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (West), Mumbai - 400 078.
16. The Route Map of the venue of the Annual General Meeting forms part of this Notice and is published elsewhere in the Annual Report of the Company

ANNEXURE TO NOTICE

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

Item No. 5

Aged 48 years, Mrs. Mamta Gupta is the wife of Mr. Prem Kishan Dass Gupta, Chairman & Director. She holds a degree in Bachelor of Commerce and was appointed as an Additional Director, in the Board meeting held on 5 November 2015. She is a partner in the family business firm – Newsprint Trading and Sales Corporation and is actively involved in its business development.

Companies in which Mrs. Mamta Gupta holds directorship and committee membership

Sr. No.	Name of the Company	Nature of interest
1.	Gateway Distriparks Limited	Additional Director, (Member –CSR Committee)
2.	Gateway Rail Freight Limited	Additional Director, (Member –CSR Committee)
3.	Snowman Logistics Limited	Additional Director, (Member –CSR Committee)
4.	Prism International Private Limited	Director & Shareholder (Member – Audit Committee)
5.	Perfect Communications Private Limited	Director & Shareholder
6.	Star Cineplex Private Limited	Director & Shareholder
7.	Prestige Infracon Private Limited	Director & Shareholder
8.	Newsprint Trading & Sales Corporation	Partner

Shareholding in the company

Mrs. Mamta Gupta holds no equity shares in the Company.

None of the Directors except Mr. Prem Kishan Dass Gupta, and Mrs. Mamta Gupta are interested or concerned in the proposed resolution.

Your Directors recommend the resolution proposed at Item No. 5 for the approval of shareholders by way of an Ordinary Resolution.

Item no. 6 to 9

Pursuant to the Listing Agreement entered with the Stock Exchanges, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, applicable provisions of the Companies Act, 2013 and Rules framed there under, Mr. Shabbir Hassanbhai, Mr. Bhaskar Avula Reddy, Mr. Arun Kumar Gupta and Mr. Alwarthirunagari Kuppuswamy Thiruvenkata Chari, have been appointed as Independent Directors at different times.

Pursuant to the provisions of Section 149 of the Companies Act, 2013 ("Act"), effective from April 1, 2014, listed companies are required to have at least one-third of the total number of directors as independent directors, who are not liable to retire by rotation.

The Nomination and Remuneration Committee and the Board of Directors evaluated the performance of the Independent Directors, based on their attendance record, contributions, their interventions and inter-personal relationships and noted that they had discharged their duties in a transparent and fair manner, in the best interests of the company. The Nomination and Remuneration Committee of the Board of Directors recommended the appointment of Mr. Shabbir Hassanbhai up to 14 August 2021, Mr. Bhaskar Avula Reddy upto 26 April 2021, Mr. Arun Kumar Gupta up to 26 April 2021 and Mr. Alwarthirunagari Kuppuswamy Thiruvenkata Chari upto 14 August 2018.

These Non-executive Directors have given a declaration to the Board that they satisfy the criteria of independence as provided under section 149(6) of the Act. In the opinion of the Board, these directors fulfill the conditions specified in the Act and the Rules framed there under for appointment as Independent Directors and that the proposed directors are independent of the management.

In compliance with the provisions of section 149, 150 and Schedule IV of the Act, the appointment of these Independent Directors is being placed before the Shareholders for approval.

A copy of draft Letter of Appointment for independent directors setting out terms and conditions of appointment of these Directors shall be open for inspection by the Members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday and is also available on the website of the Company, www.snowman.in.

The Board recommends the Resolutions as set out in item no. 6 to 9 for approval of the members. None of the Directors, or Key Managerial Personnel and their relatives except the concerned Independent Directors who are being appointed is interested or concerned in these resolutions.

Item no. 10

Mr. Pradeep Kumar Dubey, aged 45, is the Chief Operating Officer and designated as the Whole time Director. He joined the Company on November 29, 2007. He has over 19 years of experience in the logistics and supply chain industry. He holds a Masters in Science. He was a visiting faculty for logistics and supply chain at Symbiosis Institute of Management, Bangalore. He has published papers in International Journal. Prior to joining the Company, he has worked at Gati Cargo Management Services Limited, Safexpress Private Limited, V-Trains (India) Limited, South Eastern Roadways Limited and Merind Limited.

He does not hold directorship in any other Companies and is not a member of any Committees of the Board.

Shareholding in the company

Mr. Pradeep Kumar Dubey holds 1,59,085 equity shares in the Company.

Except Mr. Pradeep Kumar Dubey, none of the Directors or any Key managerial Personnel are interested or concerned in the above resolution.

Your Directors recommend the resolution proposed at Item No. 10 for the approval of shareholders by way of an Ordinary Resolution.

Item no. 11

Pursuant to the recommendation of the Nomination & Remuneration Committee, the Board of Directors of the Company vide resolution passed on February 10, 2016 approved appointment of Mr. Pradeep Kumar Dubey as an Additional Director and vide resolution passed on April 26, 2016 designated him as Whole time Director for a period of 1 year subject to approval of the shareholders at the Annual general Meeting in accordance with the provisions of Section 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013.

The details of remuneration payable to Mr. Pradeep Kumar Dubey and the terms and conditions of the appointment are given below:

The remuneration shall be as follows:

(a) Salary per annum:

Basic Salary	Rs.23,64,000
House Rent Allowance	Rs.9,45,600
Child Education Allowance	Rs.24,000
Special Allowance	Rs.4,67,352
Office wear Allowance	Rs.18,000

(b) Perquisites:

- a) Company's contribution to provident fund – 12% of basic pay
- b) Leave travel allowance of Rs.1,97,000 per annum
- c) Medical Allowance - Rs.15,000/- per annum
- d) Reimbursement of expenses - Rs.4,80,000 per annum
- e) Ex-gratia
- f) Gratuity: Gratuity payable shall be in accordance with the provisions of the Payment of Gratuity Act.

Except Mr. Pradeep Kumar Dubey, none of the Directors or any Key managerial Personnel are interested or concerned in the above resolution.

Your Directors recommend the resolution proposed at Item No. 11 for the approval of shareholders by way of an Ordinary Resolution.

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

Place: New Delhi
Date: August 4, 2016

A. M. Sundar
CFO, Company Secretary & Compliance Officer

Additional Information about Directors recommended for appointment or seeking reappointment at the Annual General Meeting.**1) Mr. Prem Kishan Dass Gupta**

Mr. Prem Kishan Gupta, aged 58 years, is our Chairman and Director. He is 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.

Companies in which Mr. Prem Kishan Gupta holds directorship

Sr. No.	Name of the Company	Nature of interest
1	Gateway Distriparks Limited	Director & Shareholder (Member – Audit Committee, Member – Nomination & Remuneration Committee, Member – Stakeholders Relationship Committee, Member – CSR Committee)
2	Gateway Rail Freight Limited	Director & Nominee Shareholder (Chairman – CSR Committee, Member – Nomination & Remuneration Committee)
3	Gateway Distriparks (Kerala) Limited	Director
4	Snowman Logistics Limited	Director & Shareholder (Chairman – Stakeholders Relationship Committee, Chairman – CSR Committee, Member – Audit Committee, Member – Nomination & Remuneration Committee)
5	Newsprint Trading & Sales Corporation	Partner
6	Edutech Informatics India Limited	Shareholder

*Directorships in Foreign Companies, Private Limited Companies, Trusts, Societies and Companies under Section 8 of the Companies Act, 2013 are not included in the above table.

Shareholding in the company

Mr. Prem Kishan Gutpa holds 4,40,000 shares in the Company.

2) Mr. Tomoyuki Masuda

Mr. Tomoyuki Masuda, aged 51 years is the Non-Executive Director. He holds a degree in Faculty of Agriculture, Marine Science from Tokyo University and is the Senior Vice President-Living Essentials Group, Mitsubishi Corporation India Private Limited.

Companies in which Mr. Tomoyuki Masuda holds directorship and committee membership

Sr. No.	Name of the Company	Nature of interest
1	Snowman Logistics Limited	Director (Member- Stakeholders Relationship Committee)

*Directorships in Foreign Companies, Private Limited Companies, Trusts, Societies and Companies under Section 8 of the Companies Act, 2013 are not included in the above table

Shareholding in the company

Mr. Tomoyuki Masuda does not hold any shares in the Company.

3) Mr. Shabbir Hassanbhai

Mr. Shabbir Hassanbhai, aged 69 years, is an accountant and has more than 40 years of business experience in manufacturing and cross border trading of wood products and metals. He has worked in Singapore, Middle East and USA. Mr. Hassanbhai is an Independent Director of the Company and has been part of many committees of the Board and is also on the Board of its subsidiaries viz., Gateway Rail Freight Ltd and Snowman Logistics Ltd. Mr. Hassanbhai also serves on several institutions in Singapore amongst which are: Chairman, Advisory Board, NTU-SBF Centre for African Studies, Nanyang Technological University; Board Member, Middle East Institute, National University of Singapore; Co-Chair, of the Singapore-Oman Business Council; Vice Chairman, Singapore Business Federation; Vice President, Singapore Indian Development Association.

He is currently Singapore's Non-Resident High Commissioner to the Federal Republic of Nigeria; He was awarded in 2010 the Public Service Medal (PBM) by the President of the Republic of Singapore.

Companies in which Mr. Shabbir Hassanbhai holds directorship and committee membership

Sr. No.	Name of the Company	Nature of interest
1	Gateway Distriparks Limited	Director (Chairman- Audit Committee, Member – Nomination & Remuneration Committee, Stakeholders Relationship Committee)
2	Gateway Distriparks (Kerala) Ltd.	Director (Chairman- Audit Committee, Chairman– Nomination & Remuneration Committee)
3	Gateway East India Pvt. Ltd	Director
4	Gateway Rail Freight Ltd.	Director (Chairman- Audit Committee, Chairman– Nomination & Remuneration Committee)
5	Snowman Logistics Ltd.	Director & Shareholder (Chairman- Audit Committee, Chairman– Nomination & Remuneration Committee)
6	Chandra CFS AND Terminal Operators Private Limited	Director (Chairman- Audit Committee, Chairman– Nomination & Remuneration Committee)

*Directorships in Foreign Companies, Trusts, Societies and Companies under Section 8 of the Companies Act, 2013 are not included in the above table.

Shareholding in the company

Mr. Shabbir Hassanbhai holds 2,20,000 shares in the Company.

4) Mr. Bhaskar Avula Reddy

Mr. Bhaskar Reddy, aged 63 years, has served the Government of India in Indian Revenue Service (Income Tax) for over 30 years. He has a Masters degree in Science (Chemistry) and a Law degree. He has attended a Senior Management Programme at York University Business School, Toronto, Canada. He has held key assignments as Commissioner of Income Tax, Director in Cabinet Secretariat, New Delhi, First Secretary in Indian Embassy, Yangon (Myanmar) and as Adjudicating Authority under FERA. He was awarded a Certificate of Merit and a Certificate of Appreciation by the Central Board of Direct Taxes. He has extensive experience in taxation, general management and finance. Mr. Bhaskar Reddy is an Independent Director of the Company.

Companies in which Mr. Bhaskar Reddy holds directorship and committee membership

Sr. No.	Name of the Company	Nature of interest
1	Gateway Distriparks Limited	Director (Chairman – Stakeholders Relationship Committee, Member- Audit Committee, Nomination & Remuneration Committee, CSR Committee)
2	Gateway Distriparks (Kerala) Limited	Director (Member- Audit Committee, Nomination & Remuneration Committee)
3	Chandra CFS And Terminal Operators Pvt. Ltd.	Director
4	Snowman Logistics Ltd.	Additional Director
5	Elcon Greengen India Private Limited	Director
6	Apollo Corporate Services And Consultants Private Limited	Director & shareholder
7	Nescon Wincon Private Limited	Director
8	Boulderhills Consultants Private Limited	Director & shareholder

*Directorships in Foreign Companies, Trusts, Societies and Companies under Section 8 of the Companies Act, 2013 are not included in the above table.

Shareholding in the company

Mr. Bhaskar Avula Reddy holds no shares in the Company.

5) Mr. Arun Kumar Gupta

Mr. Arun Kumar Gupta has over 30 years work experience, and has performed management roles at renowned organisations such as Saxo Bank, CSC, Syntel, Sapient, NIIT, and TCS. Currently, he serves as Additional Director on the board of a leading ITES company. He graduated in Mechanical Engineering from Delhi College of Engineering, did his MBA from Faculty of Management Studies (FMS), Delhi, and completed an executive leadership development program from Cornell University, USA

Companies in which Mr. Arun Kumar Gupta holds directorship and committee membership

Sr. No.	Name of the Company	Nature of interest
1	Gateway Distriparks Limited	Additional Director
2	Gateway Rail Freight Limited	Additional Director
3	Snowman Logistics Limited	Additional Director
4	Silverskills Private Limited	Director

Shareholding in the company

Mr. Arun Kumar Gupta holds no equity shares in the Company.

6) Mr. A.K.T.Chari

Mr. A.K.T Chari aged 76, holds a degree in Electrical Engineering from the University of Madras, India and has over 40 years of experience in area of financial services. He previously held the position of Chief General Manager/Adviser in Industrial Development Bank of India (IDBI), where he handled project finance activities of the institution in various industrial and infrastructure sectors. Later he worked as Chief Operations Officer/Executive Director/Head Project Finance and as Adviser in IDFC, where he was engaged in financing infrastructure projects, in multiple sectors. He was also involved in various policy initiatives in the Power, Telecom and Road Sectors. He currently serves on the Boards of few Companies.

Companies in which Mr. A.K.T.Chari holds directorship and committee membership

Sr. No.	Name of the Company	Nature of interest
1	Infrastructure Development Corporation (Karnataka) Limited	Nominee Director (Member – Audit Committee)
2	Feedback Infra Private Limited	Nominee Director (Member – CSR Committee)
3	Mahindra Susten Pvt. Limited (Formerly known as Mahindra EPC Services Private Limited)	Independent Director (Member – Audit Committee, Nomination & Remuneration Committee and CSR Committee)
4	HDFC Pension Management Company Limited	Independent Director (Member – Audit Committee, Nomination & Remuneration Committee and Investment Committee)
5	Snowman Logistics Limitedz	Independent Director (Member- CSR Committee, Nomination & Remuneration Committee)
6	IDFC Infra Debt Fund Limited	Independent Director (Member – Audit Committee, Nomination & Remuneration Committee, Credit Committee and Risk Management Committee)
7	IDFC Projects Limited	Independent Director (Member – Audit Committee)

Shareholding in the company

Mr. A.K.T.Chari holds no equity shares in the Company.



SNOWMAN LOGISTICS LIMITED

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

Tel: +91 22 39272010 | **Email:** investorrelations@snowman.in | **Website:** www.snowman.in

CIN: L15122KA1993PLC048636

ATTENDANCE SLIP

TO BE HANDED OVER AT THE ENTRANCE OF THE MEETING HALL

SR.NO. _____

Full name of the Member attending
(IN BLOCK LETTERS)

Full Name of the Proxy
(IN BLOCK LETTERS)
(To be filled in if Proxy attends instead of the Member)

I hereby record my presence at the 23rd ANNUAL GENERAL MEETING of the Company at Silver Jubilee Hall, Second Floor, Navi Mumbai Sports Association, Near MGM Hospital, Sector 1A, Vashi, Navi Mumbai – 400 703 being held on Thursday, September 22, 2016 at 10.30 AM.

Ledger Folio No.	
DP ID *	
Client ID *	
No. of shares held:	

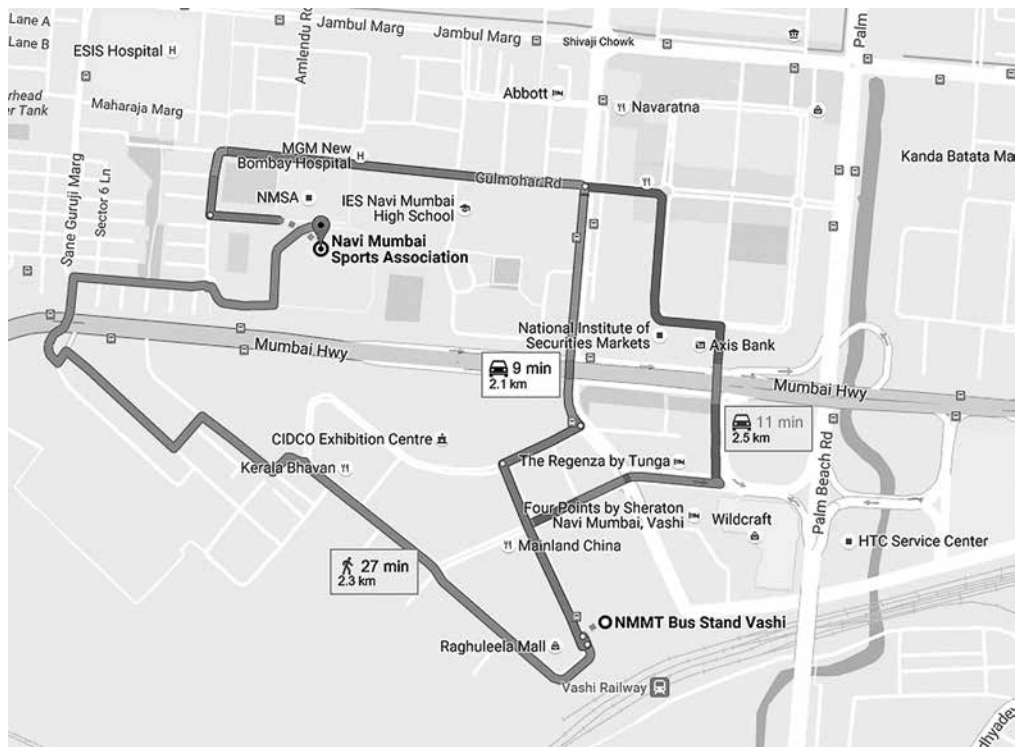
Member's/Proxy's Signature

(To be signed at the time of handing over this slip)

* Applicable for the members holding shares in electronic form.

TEAR HERE

NMMT Bus Stand Vashi to Navi Mumbai Sports Association





SNOWMAN LOGISTICS LIMITED

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

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CIN: L15122KA1993PLC048636

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the member (s) :	
Registered address :	
Email id :	
Folio No. / DP ID - Client ID :	

I/We, being the member (s) of shares of the above named company, hereby appoint:

1) Name Address

E-mail Id Signature or failing him;

2) Name Address

E-mail Id Signature or failing him;

3) Name Address

E-mail Id Signature or failing him;

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 23rd Annual General Meeting of the Company, to be held on Thursday, September 22, 2016, at Silver Jubilee Hall, Second Floor, Navi Mumbai Sports Association, Near MGM Hospital, Sector 1A, Vashi, Navi Mumbai – 400 703 and at any adjournment thereof in respect of such resolutions as are indicated below.

** I / We wish my above proxy(ies) to vote in the manner as indicated in the box below:

TEAR HERE

Resolution	Optional	
	For	Against
Ordinary Business		
Adoption of Annual Accounts for the year ended March 31, 2016		
Re-appointment of Mr. Prem Kishan Dass Gupta, who retires by rotation.		
Re-appointment of Mr. Tomoyuki Masuda, who retires by rotation.		
Appointment of M/s. Price Waterhouse, Firm Registration No. 301112E, Chartered Accountants, as Auditors and fix their remuneration		
Special Business		
Appointment of Mrs. Mamta Gupta as Director		
Appointment of Mr. Shabbir Hassnabhai as Independent Director to hold office upto August 14, 2021		
Appointment of Mr. Bhaskar Avula Reddy as Independent Director to hold office upto April 26, 2021		
Appointment of Mr. Arun Kumar Gupta as Independent Director to hold office upto April 26, 2021		
Appointment of Mr. A.K.T.Chari as Independent Director to hold office upto August 14, 2018		
Appointment of Mr. Pradeep Kumar Dubey as Director		
Appointment of Mr. Pradeep Kumar Dubey as the Wholetime Director to hold office upto April 26, 2017		

Signed this day of 2016

Signature of shareholder

Please affix
revenue
stamp

Signature of first proxy holder

Signature of second proxy holder

Signature of third proxy holder

Note:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. A Proxy need not be a member of the Company.
3. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
4. ** This is only optional. Please put a 'X' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
5. Appointing a proxy does not prevent a member from attending the meeting in person if he/she so wishes.
6. In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.

EVSN (Electronic Voting Sequence Number)	
**Sequence Number	

** Only Members who have not updated their PAN with the Company / Depository Participant shall use the Sequence Number in the PAN field.

Note: Please read the instructions printed under the Note No.11 to the Notice dated August 4, 2016 calling the 23rd Annual General Meeting. The Voting period starts from 9.00 a.m. on Monday, September 19, 2016 and ends at 5.00 p.m. on Wednesday, September 21, 2016. The voting module shall be disabled by CDSL for voting thereafter.