



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

August 03, 2017

To,

The Chairman  
Snowman Logistics Limited,  
Plot No. M-8, Taloja Industrial Area,  
MIDC, Navi Mumbai – 410 206

Dear Sir,

**Sub: Consolidated - Scrutinizer's Report conducted through e-voting pursuant to the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 (3) (xii) of the Companies (Management and Administration) Rules, 2014 and Poll in pursuant to Section 109 of the Companies Act, 2013.**

I, Nagendra D Rao, Practicing Company Secretary, had been appointed as the Scrutinizer by the Board of Directors of **Snowman Logistics Limited** vide resolution dated May 17, 2017 pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 (3) (xii) of the Companies (Management and Administration) Rules, 2014, for the purpose of scrutinizing e-voting process in a fair and transparent manner and voting on poll conducted for business to be transacted at the 24<sup>th</sup> Annual General Meeting of the Shareholders of the Company held on Wednesday, August 2, 2017 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.

Accordingly, Snowman Logistics Limited has made arrangement with the system provider viz, Central Depository Services (India) Limited (CDSL) for providing a system of recording votes of the shareholders electronically through e-voting. Necessary Instructions in this regard to be followed by the Shareholders have also been duly mentioned in the Annual General Meeting Notice dated May 17, 2017 sent to the shareholders by Courier to their registered address.

The shareholders of the Company holding shares as on "cut-off" date July 26, 2017 were entitled to vote on the resolution as contained in the Notice of the Annual General Meeting and the total shareholders of the Company as on the "cut-off" date were 79,618.

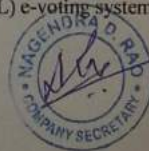
Pursuant to Rule 20 (3) of the Companies (Management and Administration) Rules, 2014, an advertisement was published by the Company in Business Standard, English Newspaper and Sakal in Marathi Newspaper on July 08, 2017 informing about the completion of dispatch of the notices along with other related matters mentioned therein.

The e-voting period commenced on Sunday, July 30, 2017 (9:00 AM) and ended on Tuesday, August 1, 2017 (5:00 PM).

The votes cast under e-voting facility were thereafter unblocked in the presence of two witnesses who were not in the employment of the Company and after the conclusion of the voting at the Annual General Meeting the votes cast there under were counted.

I have scrutinized and reviewed the e-voting and votes tendered therein based on the data downloaded from the Central Depository Services (India) Limited (CDSL) e-voting system.

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After the closure of the voting at the Annual General Meeting, the report on the poll taken at the meeting was generated in my presence and the voting was diligently scrutinized.

I now submit my Consolidated Report on the voting process and poll conducted at the 24<sup>th</sup> Annual General Meeting of the Shareholders of the Company in respect of the below mentioned resolutions.

**I. Resolution No. 1:-** To receive, consider and adopt the Balance Sheet as at March 31, 2017 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.

Type of Resolution - **Ordinary Resolution**

(i) Voted in favour of the Resolution:

Mode of Voting	Number of Members voted through electronic system and Poll at the venue	Number of Votes Cast in favour of the Resolution	% of total number of valid votes cast in favour of the resolution
E-voting	48	6,87,53,054	68.88
Poll	17	3,10,54,528	31.11
<b>Total</b>	<b>65</b>	<b>9,98,07,582</b>	<b>99.99</b>

(ii) Voted against the Resolution:

Mode of Voting	Number of Members voted through electronic system and Poll at the venue	Number of Votes Cast Against the Resolution	% of total number of valid votes cast against the resolution
E-voting	3	860	0.01
Poll	1	1	0
<b>Total</b>	<b>4</b>	<b>861</b>	<b>0.01</b>

(iii) Invalid Votes:

Mode of Voting	Total Number of members whose votes were declared invalid	Total number of Votes Cast by them
E-voting	Nil	Nil
Poll	Nil	Nil
<b>Total</b>	<b>Nil</b>	<b>Nil</b>

**Remarks:** The Ordinary Resolution No.1 as mentioned above is passed by requisite Majority.

**II. Resolution No. 2:-** To re-appoint Mrs. Mamta Gupta, (DIN: 00160916), Director, who retires by rotation and being eligible, offers herself for reappointment.

Type of Resolution - **Ordinary Resolution**



(i) Voted in favour of the Resolution:

Mode of Voting	Number of Members voted through electronic system and Poll at the venue	Number of Votes Cast in favour of the Resolution	% of total number of valid votes cast in favour of the resolution
E-voting	39	6,87,50,498	68.88
Poll	17	3,10,54,528	31.11
<b>Total</b>	<b>56</b>	<b>9,98,05,026</b>	<b>99.99</b>

(ii) Voted against the Resolution:

Mode of Voting	Number of Members voted through electronic system and Poll at the venue	Number of Votes Cast Against the Resolution	% of total number of valid votes cast against the resolution
E-voting	12	3,416	0.01
Poll	1	1	0
<b>Total</b>	<b>13</b>	<b>3,417</b>	<b>0.01</b>

(iii) Invalid Votes:

Mode of Voting	Total Number of members whose votes were declared invalid	Total number of Votes Cast by them
E-voting	Nil	Nil
Poll	Nil	Nil
<b>Total</b>	<b>Nil</b>	<b>Nil</b>

**Remarks: The Ordinary Resolution No.2 as mentioned above is passed by requisite majority.**

**III. Resolution No. 3:-** To re-appoint Mr. Tomoyuki Masuda (DIN: 07161595), Director who retires by rotation and being eligible, offers himself for reappointment.

Type of Resolution - **Ordinary Resolution**

(i) Voted in favour of the Resolution:

Mode of Voting	Number of Members voted through electronic system and Poll at the venue	Number of Votes Cast in favour of the Resolution	% of total number of valid votes cast in favour of the resolution
E-voting	45	6,87,52,958	68.88
Poll	17	3,10,54,528	31.11
<b>Total</b>	<b>62</b>	<b>9,98,07,486</b>	<b>99.99</b>



(ii) Voted against the Resolution:

Mode of Voting	Number of Members voted through electronic system and Poll at the venue	Number of Votes Cast Against the Resolution	% of total number of valid votes cast against the resolution
E-voting	6	956	0.01
Poll	1	1	0
<b>Total</b>	<b>7</b>	<b>957</b>	<b>0.01</b>

(iii) Invalid Votes:

Mode of Voting	Total Number of members whose votes were declared invalid	Total number of Votes Cast by them
E-voting	Nil	Nil
Poll	Nil	Nil
<b>Total</b>	<b>Nil</b>	<b>Nil</b>

Remarks: The Ordinary Resolution No. 3 as mentioned above is passed by requisite majority.

IV. Resolution No. 4:- Appointment of M/s. S R Batliboi and Co, LLP, Firm Registration No. 301003E/E300005, Chartered Accountants, as Auditors and fix their remuneration.

Type of Resolution - Ordinary Resolution

(i) Voted in favour of the Resolution:

Mode of Voting	Number of Members voted through electronic system and Poll at the venue	Number of Votes Cast in favour of the Resolution	% of total number of valid votes cast in favour of the resolution
E-voting	46	6,87,52,888	68.88
Poll	17	3,10,54,528	31.11
<b>Total</b>	<b>63</b>	<b>9,98,07,416</b>	<b>99.99</b>

(ii) Voted against the Resolution:

Mode of Voting	Number of Members voted through electronic system and Poll at the venue	Number of Votes Cast Against the Resolution	% of total number of valid votes cast against the resolution
E-voting	5	1,026	0.01
Poll	1	1	0
<b>Total</b>	<b>6</b>	<b>1,027</b>	<b>0.01</b>

(iii) Invalid Votes:

Mode of Voting	Total Number of members whose votes were declared invalid	Total number of Votes Cast by them
E-voting	Nil	Nil
Poll	Nil	Nil
<b>Total</b>	<b>Nil</b>	<b>Nil</b>



Remarks: The Ordinary Resolution No. 4 as mentioned above is passed by requisite majority.

V. Resolution No. 5:- Appointment of Mr. Sunil Prabhakaran Nair (DIN: 03454719) as Director.

Type of Resolution - **Ordinary Resolution**

(i) Voted in favour of the Resolution:

Mode of Voting	Number of Members voted through electronic system and Poll at the venue	Number of Votes Cast in favour of the Resolution	% of total number of valid votes cast in favour of the resolution
E-voting	43	6,87,51,628	68.88
Poll	17	3,10,54,528	31.11
<b>Total</b>	<b>60</b>	<b>9,98,06,156</b>	<b>99.99</b>

(ii) Voted against the Resolution:

Mode of Voting	Number of Members voted through electronic system and Poll at the venue	Number of Votes Cast Against the Resolution	% of total number of valid votes cast against the resolution
E-voting	8	2,286	0.01
Poll	1	1	0
<b>Total</b>	<b>9</b>	<b>2,287</b>	<b>0.01</b>

(iii) Invalid Votes:

Mode of Voting	Total Number of members whose votes were declared invalid	Total number of Votes Cast by them
E-voting	Nil	Nil
Poll	Nil	Nil
<b>Total</b>	<b>Nil</b>	<b>Nil</b>

Remarks: The Ordinary Resolution No. 5 as mentioned above is passed by requisite majority.

VI. Resolution No. 6:- Appointment of Mr. Sunil Prabhakaran Nair (DIN: 03454719) as Whole time Director and payment of Remuneration.

Type of Resolution - **Special Resolution**

(i) Voted in favour of the Resolution:

Mode of Voting	Number of Members voted through electronic system and Poll at the venue	Number of Votes Cast in favour of the Resolution	% of total number of valid votes cast in favour of the resolution
E-voting	42	6,87,51,899	68.88
Poll	17	3,10,54,528	31.11
<b>Total</b>	<b>59</b>	<b>9,98,06,427</b>	<b>99.99</b>



(ii) Voted against the Resolution:

Mode of Voting	Number of Members voted through electronic system and Poll at the venue	Number of Votes Cast Against the Resolution	% of total number of valid votes cast against the resolution
E-voting	9	2,015	0.01
Poll	1	1	0
<b>Total</b>	<b>10</b>	<b>2,016</b>	<b>0.01</b>

(iii) Invalid Votes:

Mode of Voting	Total Number of members whose votes were declared invalid	Total number of Votes Cast by them
E-voting	Nil	Nil
Poll	Nil	Nil
<b>Total</b>	<b>Nil</b>	<b>Nil</b>

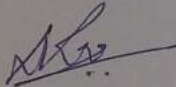
**Remarks: The Special Resolution No. 6 as mentioned above is passed by requisite majority.**

The register, all other papers and relevant records relating to electronic voting and Poll shall remain in our safe custody until the chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting and the same are handed over to the Company Secretary for safe keeping.

I further wish to inform that the Report of Scrutinizer pursuant to Section 109 of the Companies Act, 2013 read with Rule 21(2) of the Companies (Management and Administration) Rules, 2014] with regards to the Poll is being submitted separately in Form No. MGT-13.

Thanking You,

Yours Faithfully,



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