



ISO 9001 : 2008

Limited

CIN No : U32109MH1995PLC091107

Ref.No

Date :

Date: 29th October, 2016

To
Corporate Relationship Department
BSE Limited
Floor-25, P.J.Towers
Dalal Street,
Mumbai-400 001

Scrip Code: 537259

Sub: Notice of EGM

Dear Sir/ Madam,

The Extraordinary General Meeting of the Members of Suyog Telematics Limited is to be held on Monday, 23rd May, 2016 at 11.00 A.M.at Mantra Restaurant, Ground Floor, Powai Plaza, Hiranandani, Opposite Pizza Hut, Powai, Mumbai – 400076. The notice has been dispatched to the shareholders, Directors and the Auditors of the Company.

Please take note of the same.

For **Suyog Telematics Limited**

Vedika Gupta
(Compliance Officer and Company Secretary)
ACS: 40698



SUYOG TELEMATICS LIMITED

CIN: L32109MH1995PLC091107

Regd. Off: 41, 1st Floor, Suyog Industrial Estate, LBS Marg, Vikhroli (West), Mumbai-400083

Phone: +91-22-25795516; Fax: +91-22-25795516; E-Mail: sgl@suyogtelematics.com

Website: www.suyogtelematics.co.in

NOTICE

NOTICE is hereby given that an EXTRA-ORDINARY GENERAL MEETING of the Members of the Company will be held on Monday, 23rd May, 2016 at 11.00 A.M. at Mantra Restaurant, Ground Floor, Powai Plaza, Hiranandani, Opposite Pizza Hut, Powai, Mumbai – 400076 to transact the following **Special Business**:

1. Alteration of Articles of Association of the Company

To consider and if though fit, to pass with or without modification the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), the draft regulations contained in the Articles of Association submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company with immediate effect;

“**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, any director of the company and/or Miss. Vedika Gupta, Company Secretary be and are hereby authorized to do all such acts, deeds and actions as may be necessary, proper or expedient to give effect to this resolution.”

2. Increase in Authorized Share Capital and alteration of Memorandum of Association of the Company

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

“**RESOLVED THAT** pursuant to the provisions of Section 61 read with Section 64 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the rules framed there under, the consent of the members of the Company be and is hereby accorded to increase the Authorized Share Capital of the Company from existing Rs. 10,00,00,000 (Rupees Ten Crores) divided into 1,00,00,000 (One Crore) Equity Shares of Rs. 10/- each to Rs. 25,00,00,000 (Rupees Twenty Five Crores) divided into 2,50,00,000 (Two Crore Fifty Lakhs) Equity Shares of Rs. 10/- each by creation of additional 1,50,00,000 (One Crore Fifty Lakhs) Equity Shares of Rs. 10/- each ranking pari passu in all respect with the existing Equity Shares of the Company.

RESOLVED FURTHER THAT the Memorandum of Association of the Company be altered in the following manner i.e. existing Clause V of the Memorandum of Association be deleted and the same be substituted with the following new clause as Clause V:

V. The Authorised Share Capital of the Company is Rs. 25,00,00,000/- (Rupees Twenty Five Crores) divided into 2,50,00,000 (Two Crore Fifty Lakhs) Equity Shares of face value of Rs. 10/- each.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any director of the company and/or Miss. Vedika Gupta, Company Secretary be and are hereby authorized to do all such acts, deeds and actions as may be necessary, proper or expedient to give effect to this resolution.”

3. Issue of Bonus Shares

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT, in accordance with Section 63 and other applicable provisions of the Companies Act, 2013, read with Rule 14 of the Companies (Share Capital & Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the relevant provisions of the Memorandum and Articles of Association of the Company and the recommendation of the Board of Directors of the Company and subject to the regulations and guidelines issued by the Securities and Exchange Board of India (SEBI), including the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 (as amended from time to time) and applicable Regulatory Authorities, and such permissions, sanctions and approvals as may be required in this regard, consent of the Members be and is hereby accorded to the Board for capitalization of such sum standing to the credit of securities premium / free reserves of the Company, as may be considered necessary by the Board, for the purpose of issuance of bonus shares of Re.10/- (Rupeesten) each, credited as fully paid-up shares to the holders of the existing equity shares of the Company, whose names appear in the Register of Members maintained by the Company’s Registrars and Transfer Agents / List of Beneficial Owners, as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), on such date ('record date') as determined by the Board of Directors, in the proportion of 1 (one) equity share for every 5 (five) existing equity share held by the Members.

“RESOLVED FURTHER THAT, the Bonus Shares so allotted shall rank pari passu in all respects with the fully paid-up equity shares of the Company as existing on the 'record date' (as determined by the Board of Directors) and shall always be subject to the terms and conditions contained in the Memorandum and Articles of Association of the Company.

“RESOLVED FURTHER THAT, any director of the company and/or Miss. Vedika Gupta, Company Secretary be and is hereby authorized to take all other steps as may be necessary to give effect to the aforesaid resolution and determine all other terms and conditions of the issue of bonus shares as the Board may in its absolute discretion deem fit.”

Place: Mumbai
Date:

On Behalf of the Board
For **Suyog Telematics Limited**

Sd/-
Shivshankar Lature
DIN: 02090972
Managing Director

NOTES:

1. An Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013, setting out material facts relating to Special Business to be transacted at the EGM is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

The instrument appointing the proxy in order to be effective, should be deposited at the registered office of the Company, duly completed and signed, at least 48 hours before commencement of the EGM. A proxy form is being sent herewith.
3. The notice of Extraordinary General Meeting is being sent by Electronic mode only to the members whose email addresses are registered with the Company / Depository Participant(s) for communication purpose unless any member has requested for a hard copy of the same. For members who have not registered their Email addresses, physical copies of the notice of Extraordinary General Meeting are being sent by the permitted mode.
4. Members and/or proxies should bring the attendance slips duly filled in at the meeting to avoid any inconvenience.
5. In terms of the requirements of the Secretarial Standards -2 on "General Meetings" issued by the Institute of the Company Secretaries of India and approved & notified by the Central Government, Route Map for the location of the aforesaid meeting is enclosed.
6. The Company is providing its Members the facility to cast their vote on the resolution by electronic means ("e-voting").
1. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the Extra Ordinary General Meeting (EGM) by electronic means and the business may be transacted through e-Voting Services provided by CDSL.

The instructions for e-voting are as under:

In case of members receiving e-mail:

- (i) Log on to the e-voting website www.evotingindia.com
- (ii) Click on "Shareholders" tab.
- (iii) Now, select the "COMPANY NAME" from the drop down menu and click on "SUBMIT"
- (iv) 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.
- (v) Next enter the Image Verification as displayed and Click on Login.

- (vi) 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.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN*	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <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 last 8 digits of the demat account/folio number in the PAN field. In case the folio 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 folio number 100 then enter RA00000100 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend BankDetails	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the number of shares held by you as on the cut-off date in the Dividend Bank details field.

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then reach directly 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xii) 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.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

- (xiv) 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.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
 - Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

In case of members receiving the physical copy:

- (A) Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.
 - (B) The voting period begins on <Date and Time> and ends on <Date and Time>. During this period shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of <Record Date>, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - (C) 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.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.
- II. The e-voting period commences on **20th May, 2016 at 9 A.M.** and ends on **22nd May, 2016 at 5 P.M.** During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date: **17th May, 2016**, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
 - III. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of **17th May, 2016**.

- IV. Mr. Nilesh A. Pradhan of M/s Nilesh A. Pradhan & Co. Practicing Company Secretary (Membership No. FCS: 5445) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

- V. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, and forthwith submit the same to the Chairman of the Company.

- VI. The Results shall be declared on or after the EGM of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.suyogtelematics.co.in and on the website of CDSL within two (2) days of passing of the resolutions at the EGM of the Company and communicated to the Stock exchanges.

MEMBERS HOLDING EQUITY SHARES IN ELECTRONIC FORM, AND PROXIES THEREOF, ARE REQUESTED TO BRING THEIR DP ID AND CLIENT ID FOR IDENTIFICATION.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 1

Suyog Telematics Limited was incorporated as Suyog Telematics Private Limited on 28th July, 1995 under the provisions of the Companies Act, 1956. The existing Memorandum and Articles of Association (“MOA & AOA”) were based on the Companies Act, 1956 and several clauses / regulations in the existing MOA & AOA contain references to specific sections of the Companies Act, 1956 and which are no longer in force. The Existing regulations of the Articles of Association are replaced by the new set of regulations and adopted as new set of Articles of Association as per the requirements of Table F of First Schedule in the Companies Act, 2013. The modification in Articles of Association is carried out to give effect to provisions of the Companies Act, 2013. Consent of the shareholders by way of a Special Resolution is required in this regard. The shareholders of the Company can obtain a copy of the draft Articles of Association from the Secretarial Department at the registered office of the Company.

None of the Directors / Key Managerial Personnel or their relatives is concerned or interested in the resolution except to the extent of their shareholding in the Company, if any.

The Board recommends passing of the resolution set out at Item No. 1 as a Special Resolution

Item No. 2

The Authorised Share Capital of the company as reflected in the Memorandum and Articles of Association as on date is Rs. 10,00,00,000/- (Rupees Ten crores) divided into 1,00,00,000 (One crore) equity shares of face value of Rs. 10/- (Rupees Ten) each. The Board of Directors of the Company in their meeting held on 18th April, 2016 subject to requisite approvals and consents resolved to capitalize its reserves through bonus issue. In view of the proposed bonus issue, the Authorised Share Capital of the Company needs to be increased. Also the management has future plans to increase the issued and paid up capital with the increase in the size of the business.

Consequent to the increase of Authorised Share Capital, the Authorised Share Capital Clause contained in Clause V of the Memorandum of Association of the Company need to be altered as indicated in Resolution No.2 respectively contained in the Notice convening the EGM.

None of the Directors / Key Managerial Personnel or their relatives is concerned or interested in the resolution except to the extent of their shareholding in the Company, if any.

The Board recommends passing of the resolution set out at Item No. 2 as an Ordinary Resolution

Item No. 3

The Authorized Capital of the Company as reflected in the Memorandum of Association of the Company is Rs. 10,00,00,000/- (Rupees Ten Crores) divided into 1,00,00,000 (One Crore) Equity Shares of Rs.10/- (Rupees Ten only) each. The Issued and Paid up Equity Share Capital of the Company comprised of 84,62,000 (Eighty Four Lakhs Sixty Two Thousand) Equity Shares of Rs. 10/- each aggregating Rs. 8,46,20,000 (Rupees Eight Crores Forty Six Lakhs Twenty Thousand).

The members are aware that the operations and performance of the Company has grown significantly over the past few years, which has generated considerable interest in the Company's equity shares in the Market. The market price of the Company's shares has also increased significantly. In order to

improve the liquidity of the Company's shares in the stock market, the Board of Directors of the Company at their meeting held on April 18, 2016, considered it desirable to recommend issue of Bonus shares at a proportion of 1 equity share for every 5 equity shares subject to approval of the shareholders and such other authorities as may be necessary.

The issue of Bonus shares by capitalization of reserves is authorised by the Articles of Association of the Company as altered in conformity with the Companies Act, 2013 earlier in this EGM.

All the shareholders whose names appear in the Register of Members maintained by the Company's Registrars and Transfer Agents / List of Beneficial Owners, as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), on such date ('record date') as determined by the Board of Directors shall be entitled to the bonus issue.

None of the Directors / Key Managerial Personnel or their relatives is concerned or interested in the resolution except to the extent of their shareholding in the Company, if any.

The Board recommends passing of the resolution set out at Item No. 3 as an Ordinary Resolution.

SUYOG TELEMATICS LIMITED

CIN: L32109MH1995PLC091107

Regd. Off: 41, 1st Floor, Suyog Industrial Estate, LBS Marg, Vikhroli (West), Mumbai-400083

Phone: +91-22-25795516; Fax: +91-22-25795516; E-Mail: sgl@suyogtelematics.com

Website: www.suyogtelematics.co.in

ATTENDANCE SLIP

Members attending the Meeting in person or by Proxy are requested to complete the Attendance slip and hand it over at the entrance of the meeting room.

I hereby record my presence at the Extraordinary General Meeting of the Company in the _____ (Venue) on Monday, 23rd May, 2016 at 11.00 a.m.

Full Name of the Member:
(In Block Letters)

Signature

Folio number: DP ID* No.: Client ID* No.:

* Applicable for members holding shares in electronic form.

Full Name of the Proxy:
(In Block Letters)

Signature

Note: Please fill up this attendance slip and hand it over at the entrance of the meeting hall

**Form No. MGT – 11
Proxy Form
(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies
(Management and Administration) Rules, 2014)**

CIN: L32109MH1995PLC091107

Name of the company: Suyog Telematics Limited

Registered office: 41, Suyog Industrial Estate, 1st Floor, LBS Marg, Vikhroli West, Mumbai-400083

Name of the member(s): Registered Address: Email ID: Folio number/Client ID*: DP ID*
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I / We _____, being member(s) of _____ shares of the above named Company, hereby appoint

- Name:
 Address:
 E-mail Id:
 Signature: or failing him
- Name:
 Address:
 E-mail Id:
 Signature: or failing him
- Name:
 Address:
 E-mail Id:
 Signature:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extraordinary general meeting of the company, to be held on the 23rd day of May, 2016 At 11.00 a.m. at.....(venue) and at any adjournment thereof in respect of such resolutions as are indicated below :

Resolution No.	Particulars of the Resolution	For	Against
1	Alteration of Articles of Association of the Company		
2	Increase in Authorized Share Capital and alteration of Memorandum of Association of the Company		
3	Issue of Bonus Shares		

Signature of shareholder

Signature of Proxy holder(s)

Revenue Stamp

Note: 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.

ROUTEMAP

(From the registered office of the Company)

