



ANNUAL REPORT  
2019-20

GEARING  
UP THE  
NEXT  
GENERATION



‘Be good, Do good’

**Shivshankar Lature**

Founder and Managing Director

Read the MD's Message on [page 12-13](#)

## Gearing up the next generation

India is witnessing a new revolution in connectivity and digital transformation. In what can be called as a paradigm shift, data has changed the way we work and play, live and learn. To accelerate and facilitate India's transformation to a 5G-enabled nation, Suyog Telematics Limited is actively investing forward with robust infrastructure in line with the nation's needs.



## Highlights of FY 2019-20

### Total Income

**123.41** Crore ▲ 15%

### Profit Before Tax

**43.43** Crore ▲ 4%

### Profit After Tax

**33.03** Crore ▲ 15%

### Net Worth

**127.13** Crore ▲ 30%

### Earning per Share (EPS)

**32.53** ▲ 15%

### Market Capitalization

**339.41** Crore ▲ 31%

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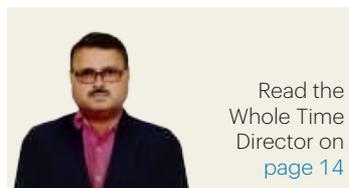
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## Welcome to our Annual Report 2020

We are pleased to present our Annual Report on our operational and financial performance for the financial year 2019-2020. The information provided herein are true and fair and to the best of our knowledge.

Some information in this report may include forward looking statements for which we caution that actual result or performance could differ materially from the stated.

# Corporate Information

## BOARD OF DIRECTORS

**Shivshankar Lature**  
Managing Director

**Vivek Lature**  
Whole Time Director

**Deodatta Marathe**  
Independent Director

**Suchitra Lature**  
Non-Executive Director

**Leena Govekar**  
Independent Director

**Anand Kode**  
Independent Director

**Sanjay Sarda**  
Independent Director

**Ajay Sharma**  
Chief Financial Officer

## HEADS - BUSINESS DEVELOPMENT

**Tushar Shah**

**Mahesh Rajure**

## COMPANY SECRETARY & COMPLIANCE OFFICER

**Rahul Kapur**

## SECRETARIAL CONSULTANT

CorpNexus Solutions LLP

## INTERNAL AUDITOR

DBS & Associates, Chartered Accountants

## STATUTORY AUDITOR

SMPL & Associates, Chartered Accountants

## SECRETARIAL AUDITOR

Makarand M. Joshi & Co., Company Secretaries

## COST AUDITOR

Leena S. Murkute, Cost Accountant

## REGISTERED & CORPORATE OFFICE:

41, Suyog Industrial estate,  
1<sup>st</sup> Floor, L.B.S. Marg, Vikhroli (W),  
Mumbai – 400083  
Ph: 91-22-25795516

## BANKERS

Canara Bank  
Axis Bank  
IndusInd Bank  
State Bank of India

## WEBSITE

[www.suyogtelematics.co.in](http://www.suyogtelematics.co.in)

## REGISTRAR AND SHARE TRANSFER AGENT

**Bigshare Services Private Limited**

1<sup>st</sup> Floor, Bharat Tin Works Building,  
Opp. Vasant Oasis, Makwana Road,  
Marol, Andheri East,  
Mumbai 400059  
Ph: 91-22-6263 8200 | 91-22-6263 8200

# Suyog Telematics at a glance

We, Suyog Telematics Limited (STL, the Company), are one of the fastest-growing passive telecom infrastructure providers in India. We are engaged primarily in the business of installing, commissioning and servicing of poles, towers and optical fibre cable (OFC) systems, catering to the telecommunications industry. With operations across 12 telecom circles of the country, we partner with leading telecom providers to host their active telecommunications infrastructure in different geographies.

## Vision

“Evolving the way world speaks”.

## Mission

“To become the most affordable, innovative, reliable, superlative and ethical sharing telecom passive infrastructure company globally.”

## Major Achievements



25 years in operations



Total towers 2,614  
Total tenancies 2,954



Presence in 12 telecom circles



Top 816  
BSE listed Co



Forbes top 200  
Asian Companies



200+ employees

# Twenty-five years of enabling connectivity

Over the past two-and-a-half decades, we have achieved several milestones, which stand as validation of our commitment to quality, growth and innovation. Even as we celebrate our silver jubilee, we believe our journey has only begun.



## 1993

- ▶ Started by commissioning and servicing of 100 UHF/VHF systems and maintenance and servicing of 2/15 MARR (Multi Access Rural Radio) and S.C, V.H.F. Systems
- ▶ Erections of 40 meter MARR tower in Solapur region
- ▶ Successfully executed the project of laying telephone lines in the earthquake-hit region of Latur, Maharashtra. The project was completed in a record four days

## 1995

- ▶ Officially incorporated on July 28, 1995
- ▶ Successful track record of completing installation and commissioning of MARR system for telephone connectivity at gram panchayat level
- ▶ Completed installation of 8/60 MARR at Ambajogai, Beed district, along with foundation work and erection of 40m tower

- ▶ Completed 5000 MARR connections
- ▶ 100 km optical fiber network laid
- ▶ Erection and painting of 5,000 towers varying in sizes from 15 to 80 metres

## 1997

- ▶ Commenced projects with BSNL in Dhule, Nashik and Jalgaon
- ▶ Successful foundation, erection and painting of 40m tower and carried the installation and commissioning of 6, 10 and 12 channel UHF system in Amravati SSA

## 2000

- ▶ Installation of 20 telephone exchanges of SBM and MBM with a total capacity of 256 and 512 lines in association with CDoT
- ▶ Establishment of cyber café at Mumbai and Latur

**2001**

- ▲ Successfully completed the installation and commissioning of wireless in local loop and microwave system and first project of optical fiber in Pune district
- ▲ Commercial management system software at Solapur under BSNL

**2003**

- ▲ Optical fiber network set up in rural areas
- ▲ Madhya Pradesh's first software started

**Suyog Telematics**

- ▲ Gandhinagar state government office and printing press buildings connected by Suyog, while Gujarat was under the Chief Ministership of Shri. Narendra Modi
- ▲ Suyog conceptualises and launches tower sharing

**2004**

- ▲ New office opened

**2005**

- ▲ Installation and commissioning of wireless In local loop system in Raigad Telecom District for BSNL

**2006**

- ▲ Multiple challenging projects undertaken, such as – Diaphragm wall (inaugurated by Shri. V.K. Patil), Gabion wall in Devgarh, Jetty work at Borivali, Rockfall protection along the Konkan Railway, among others

**2007**

- ▲ Suyog empaneled with BSNL as an Infrastructure Provider Company and started building RTT sites in BSNL's Uttarakhand Circle
- ▲ Registered with Mobile Service Providers such as Bharti Airtel, Vodafone, Idea, TTML, Aircel and Loop, and signed MSA with these operators for sharing of passive telecom infrastructure.
- ▲ Commenced the prestigious MSRDC project for installation of flyover poles
- ▲ Actively contributed and built the first rooftop tower for TTML
- ▲ Installed BTS pole on 36 flyovers in Mumbai and Navi Mumbai, after experimenting with BTS pole on the Navi Mumbai-Airoli bridge

**2008**

- ▲ Vested with the opportunity for installing towers on building rooftops for Bharti Airtel, Tata, Idea and Vodafone
- ▲ 200 mobiles towers installed and Suyog started to work with different companies to provide its services

**2010**

- ▲ Large opportunity by Tata to install 200-300 towers in Mumbai and Navi Mumbai
- ▲ 15 towers for BSNL in Uttarakhand
- ▲ Commenced tower installations in Latur, Amaravati and Nagpur zones

**2011**

- ▲ Set up own optical fiber network of 150 km from Thane Ghodbunder Road to Kalamboli
- ▲ A portfolio of 81 telecom towers in Maharashtra and Uttarakhand distributed among a diverse client base

**2012**

- ▲ Owned the tender of MMRDA for improvement of mobile network coverage on street and along the track of Western and Central Railway route of Mumbai flyover, skywalks, foot over bridges and subways using poles

**2013**

- ▲ Suyog converts into a public limited company
- ▲ Portfolio of 358 poles in and around Mumbai, used by diverse clients
- ▲ 668 poles installed on job work basis for various TSPs

**2014**

- ▲ Suyog lists as a public limited company on the Bombay Stock Exchange's SME platform
- ▲ Installed our infrastructure on the JNPT, MMRDA and BEST buildings, garnering solid foundation in Maharashtra

**2015**

- ▲ Successfully completed commissioning of the CCTV project in MIDC SEEPZ, Andheri with the installation of CCTV cameras
- ▲ New office opened

**2016**

- ▲ Merger of NISA, which had 157 towers in Mumbai, Delhi and Gujarat, with STL

**2017**

- ▲ MSA with BSNL
- ▲ MSA with Idea Cellular for slum areas
- ▲ MSA with Vodafone for Bandra Worli Sea Link
- ▲ Migration to BSE Main Board

**2018**

- ▲ 46 CCTVs installed in Millennium Business Park
- ▲ 20-25 cameras installed free of cost in Mulund, to assist the Police department
- ▲ CCTVs installed in Kanjurmarg and Bhandup
- ▲ Successfully completed the CCTV Project of MIDC Mahape in Navi Mumbai

**2019**

- ▲ Projects with Bharti Airtel, Vodafone Idea and Reliance Jio across areas

**2020**

- ▲ UAT small cell installation for Vodafone Idea

# Our performance snapshot\*

\*post getting registered with DOT as IP-1

	2020	2019	2018	2017	2016	2015	2014	2013	2012	2011	2010	2009	2008
<b>INCOME STATEMENT INDICATORS</b>													
Revenue	<b>122.33</b>	105.34	84.61	60.54	43.75	21.71	11.72	8.89	9.09	5.50	4.82	1.82	0.23
Profit for the Year	<b>34.03</b>	28.64	18.48	17.01	12.06	3.37	0.93	1.00	0.76	0.62	0.70	0.12	0.02
Dividend	<b>0.51</b>	2.54	1.02										
<b>BALANCE SHEET INDICATORS</b>													
Total equity attributable to owners	<b>127.13</b>	97.48	69.68	52.06	35.05	22.99	10.62	5.69	4.19	3.43	2.58	0.17	0.04
Property, plant and equipment-Net block	<b>125.51</b>	101.03	86.42	67.64	39.36	20.25	10.49	4.71	1.78	1.70	0.60	0.20	0.00
Current Investments including Cash and cash equivalents	<b>6.40</b>	2.29	1.13	1.45	4.28	0.23	0.32	0.05	0.05	0.09	0.15	0.04	0.07
<b>ADDITIONAL INDICATORS</b>													
Earning per share-Diluted	<b>32.53</b>	28.2	18.2	16.75	14.25	2.52	1.87	4.32	3.61	29.07	33.49	1236.14	196.77

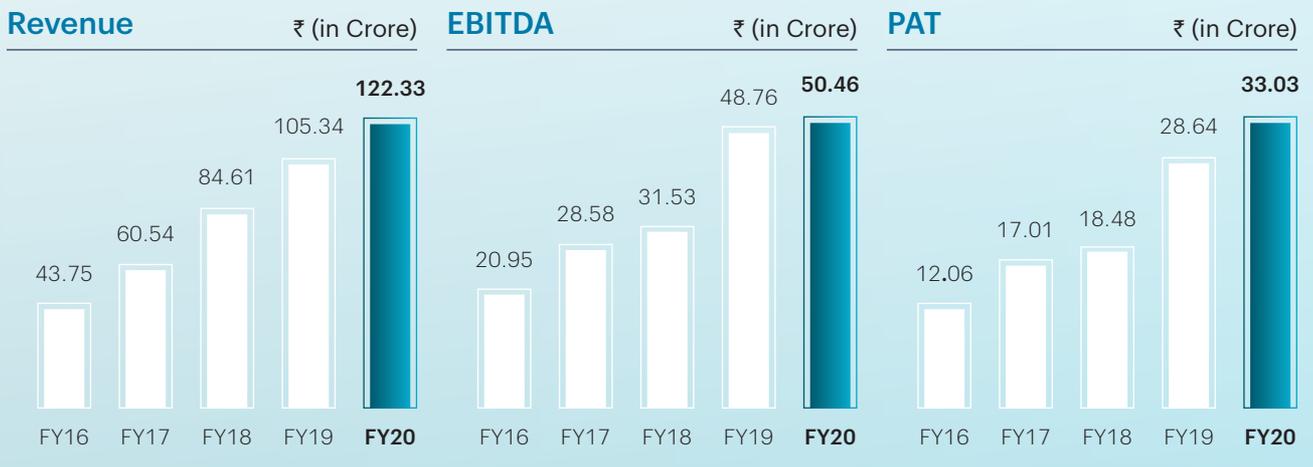
Note: Except EPS all figure are in ₹ crore

DOT - Department of Telecom

IP-1 - Infrastructure Provider category 1

# Key Performance Indicators

Ever since our inception, we have consistently maintained our performance across various financial and operational parameters.



# Upcoming Exciting Years

India is on an exciting journey, with telecommunications driving its growth momentum. At STL, we are well aware of the opportunities it brings and are aligned to grow with the nation.

We have formulated our organisational strategy and game plan to adapt to the changing macro environment. Our near-to-medium medium ambitions will be fueled by the evolution of 5G, a stronger balance sheet, active expansion and continued operational excellence.

## 1. Gearing up for 5G

We are well-placed with adequate and growing infrastructure to help 5G reach the far corners of India. Our small sites, which

can be installed even in challenging terrains, paves way for this. Our short-to-medium growth rate will be majorly driven by these.

## 2. Deleveraging our balance sheet and listing on the NSE

Within the next three-to-five years, we plan to list our company on the National Stock Exchange (NSE) with a fresh Initial Public Offer (IPO). The funds from this will help us minimize the debt on our balance and help us become largely debt-free in the medium term. This would translate into better profitability at a net level and consequently, stronger returns for our shareholders.

## 3. Geographical expansion

Currently, we are present in 12/22 telecom circles in India. Within the next one year, we expect to scale up our operations to 15 circles, helping host the latest telecom infrastructure in these regions.

## 4. Operational excellence

Over the years, STL has grown with the promise of unmatched quality and providing sustainable solutions. These anchor our promise for operational and service excellence, and even amidst challenging times, we believe that this will set us apart.



## Operational metrics



Total towers  
**2,614**



Small cell sites tenancy  
**1,249**



Total tenancy  
**2,954**



Slum/ Private sites tenancy  
**721**

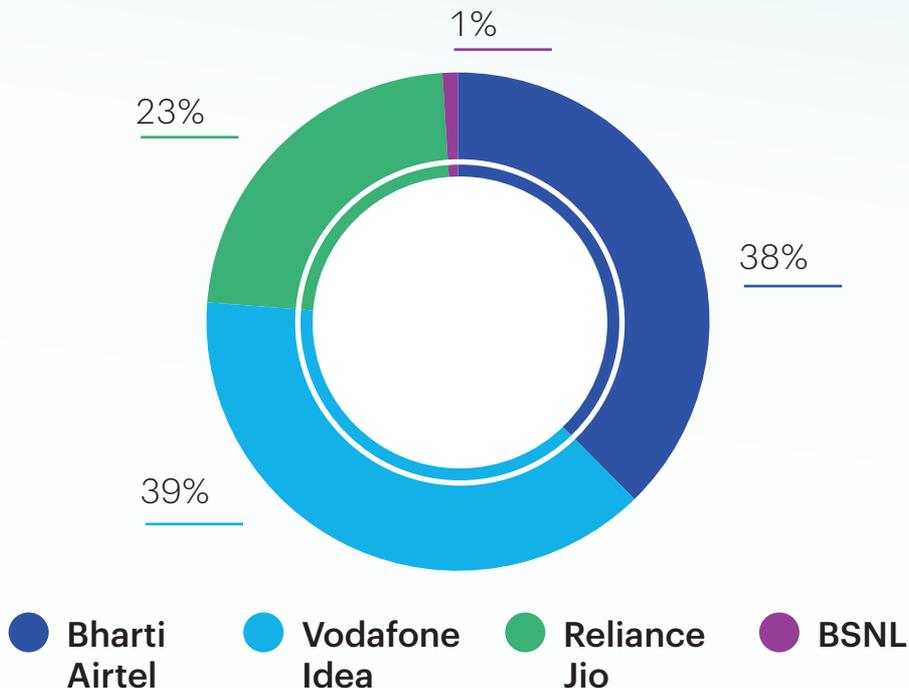


Total Telecom Circles  
**12**



Pole sites tenancy  
**984**

## Operator-wise tenancies



# Serving 'YOU' with fully operational towers

We are operationally present in twelve circles, and are spreading our wings farther with significant capex and growth plans.



# Product Portfolio

- Small cell sites • Fiber Optic Network • Pole sites • CCTV Sites
- Slum sites • RTT/RTP Sites • Cow • Ground Based Towers
- Macro Sites Government Sites



# Message from the Managing Director



Dear Shareholders,

It's my pleasure to present to you our annual report for the financial year ended 2020. This was a year which witnessed several macroeconomic and socioeconomic shifts in the world and in India, the most recent of which is the COVID-19 pandemic and its deep effects. For STL, our focus remained on operational efficiency, growing our value-accretive performance and maintaining our growth momentum. Even amidst the pandemic induced lockdowns, we are proud to have served our customers round the clock.

In 2020, the global economy was characterised by trade tensions and general conservatism. In India too, demand remained muted compared to the previous year, driven by specific regional developments. Contributing to this scenario was the financial services sector, whose successive sanitisation hampered

credit availability in the economy.

In response, we witnessed the Reserve Bank of India announcing consecutive policy rate cuts, to infuse liquidity and revive demand.

To accelerate the momentum, the Government of India also announced important measures, such as the National Infrastructure Pipeline (NIP) with a projected outlay of ₹ 102 lakh crore. Together with the rationalisation of the Goods and Services Tax (GST), and corporate tax rate cuts, such measures had set the stage for a recovery towards the fourth quarter. However, even as green shoots started to emerge, the COVID-19 pandemic broke out, impacting businesses and lives alike. While India achieved a growth rate of 4.2% in FY 2020, the International Monetary Fund (IMF) estimates the world and India to de-grow in the current fiscal by 3% and 4.9%, respectively, before bouncing back.

Our hearts go out to everyone who has been impacted directly or indirectly by the pandemic. I would like to place on record my heartfelt gratitude the governments at the centre and states, along with organisations, individuals and professionals, who are battling this menace with all their might.

The pandemic has changed the 'normal' as we have known it and has altered the paradigms of day-to-day life. In this context, India's adoption of technology to work, learn and play, witnessed a definite acceleration. The pandemic induced lockdowns have made data a necessity than a want, and further builds the case for ubiquitous connectivity in India.

This opportunity is well complemented by the Government of India's policies and programmes, such as Digital India and the Digital Communications Policy, 2018 and augurs well for the sector and in

At STL, we have always been bullish on India's growth and on connecting the nation for tomorrow. Through the year, we have worked hard to consistently deliver our service, drive results and grow further. Our relentless efforts, manifested through our on ground and support staff, helped keep all installed towers up and running even during the lockdown period.

turn, IP-1 service providers such as STL. Over ₹ 3.2 lakh crore has been allocated for the telecom industry in the NIP as well. We welcome these measures that help strengthen the sector with open hands.

At STL, we have always been bullish on India's growth and on connecting the nation for tomorrow. Through the year, we have worked hard to consistently deliver our service, drive results and grow further. Our relentless efforts, manifested through our on ground and support staff, helped keep all installed towers up and running even during the lockdown period.

The results of our steadfast efforts can be validated by our operational and financial performance. We installed new towers, laid more optical fibre and deepened our stakeholder relationships.

While in FY 2019 we crossed the ₹ 100 crore milestone in terms of

revenue, this year we have grown it by over 16% to touch ₹ 122.2 crore. Our profit before tax ranged at ₹ 44.2 crore and we achieved a net profit of ₹ 34.04 crore during the year.

As I write this message, STL is completing its 25<sup>th</sup> year of operations. We have covered several milestones and forged many long lasting relationships that have been instrumental in our growth. From being a telephone service infrastructure provider in the interior districts of Maharashtra, we are today one of the fastest-growing passive telecom infrastructure companies in India, covering half of all telecom circles in the country.

While we are certainly proud of our work done in the past, we have a long road ahead to cover in terms of achieving our vision. As we expand, we plan to undertake a capital raise in the medium term, considerably

deleverage our balance sheet and build on the 5G opportunity that will open new doors for us as much as for the nation. In realising this, I seek everyone's continued support and encouragement.

Best regards,

**SHIVSHANKAR LATURE**

Managing Director  
.....

# Message from the Whole Time Director



STL is renowned for its innovative, economical, action-oriented solutions, and we will leverage these strengths to tap possible opportunities for growth.

## Dear Shareholders,

As I review the status of the telecom industry and the dynamics that drive it, I can say with reasonable certainty that interesting times lie ahead for us. We now see how data is becoming central to the way in which people and organisations function. With demand for data rising by the minute, we are expecting to play a greater role as an enabler of connectivity to a 'Digital India'. Especially with our capabilities in optical fibres, we are well-placed to host 5G in India's corners, and have proactively laid the groundwork for it.

With our fast-paced execution and strong relationships, we have maintained domain leadership in multiple circles and have championed installations in undulating territories. This gives us ample confidence to execute

projects both in urban and rural areas alike, wherever customer demand calls for us.

STL is renowned for its innovative, economical, action-oriented solutions, and we will leverage these strengths to tap possible opportunities for growth. Through this, we aim to deliver even better results and returns for all our stakeholders.

We solicit your kind cooperation and guidance in achieving this.

Best regards,

**VIVEK LATURE**  
Whole-time Director  
.....

# Message from the Chief Financial Officer

We plan to list the organisation on the National Stock Exchange in the short-term and use the funds to fuel our expansion objectives.



## Dear Shareholders,

It's been six years since STL listed on the Bombay Stock Exchange and we have been able to deliver superior and consistent performance in return for your trust and support in us.

We have grown and have crossed more milestones than ever in the past six years. As we go forward, we are committed to the mission of doubling our revenue, and maintaining our margins at both gross and net levels (~30% and ~50%, respectively). This will be done using the orders already secured.

We plan to list the organisation in the National Stock Exchange in the short-term and use the funds to fuel

our expansion objectives. We also are working on mission mode to become debt-free within the next three-to-five years. Together, these measures will augur well in expanding our footprint and increasing our net profit in the years to come.

Best regards,

**AJAY SHARMA**  
Chief Financial Officer

# Message from the Business Heads



Looking ahead, we are banking on three growth engines which will propel our growth. These include deepening our presence in the existing markets, leading the space in small cell sites and connecting various circles in the country with an optical fibre network.

## Dear Shareholders,

We are going through a data-centred revolution that is set to chart the next wave in India's growth story. A key enabler to this will be 5G technology, set to be unveiled in India in 2021. As passive infrastructure providers, we at STL foresee a significant role for us to play in facilitating the adoption of 5G in India.

With our skillset in the space of optical fibres and tower infrastructure including small cell sites, we are already helping India's largest telecom players prepare for a 5G launch. In fact, our growth in small cell sites are expected to rise five-fold to 5,000 by the end of FY 2021. This is apart from the 300 full sites we are readying for operators. It's also worthwhile to note that all our sites

are being connected with optical fibres, which is a pre-requisite for 5G technology.

Looking ahead, we are banking on three growth engines which will propel our growth. These include deepening our presence in the existing markets, leading the space in small sites and connecting various circles in the country with an optical fibre network. By the end of this fiscal, we plan to post our presence in 15 of the 23 telecom circles in India and increase our operational footprint. We also view the opportunity in rural India as key to our growth, and expect 40% or more of our new business to be sought from these areas in the short-to-medium term.

As we go forward, I can confidently say that telecom sector is on its way to set new milestones. With the emergence of data as a basic need, active and passive players in the market are dedicatedly working to capitalise on the opportunity. At STL, we view this as a long-term play, and request your continued patronage to reach new heights together.

Best regards,

**TUSHAR SHAH**

Business Head

.....



As we realise the dream of a 'Digital India', we look forward to increasing our footprint within the existing circles and possible new circles

#### Dear Shareholders,

It's our pride to celebrate the 25<sup>th</sup> year of operations at STL. Through the years we have crossed several milestones, which have played a pivotal role in not only our growth, but also in India's telecom sector.

As we stand today, STL has become a well-established passive infrastructure player, preferred by all large telecom service providers (TSPs). In fact, in certain circles, such as Mumbai, we have grown to rank among the top three players in our space (with 2,800+ towers).

Similarly, our lasting partnerships with municipalities and public infrastructure authorities have helped us deploy the best infrastructure in key sections of cities and towns. For example, we have secured space from MMRDA, MSRDC and BEST on a long-term contract basis to install

our equipment on landmarks such as the Bandra Worli Sea Link (BWSL). This not only improves our serviceability and optics, but also contributes to delivering uninterrupted mobile connectivity to people.

As we realise the dream of a 'Digital India', we look forward to increasing our footprint within the existing circles and possible new circles. With 5G expected to be rolled out next year, we will now play a larger role than ever before in India's telecom ecosystem. Our readiness to host 5G infrastructure, with a definite focus on commissioning small cell sites, will further anchor our position in the telecom ecosystem.

The growth of 5G and the need for connectivity will also mandate the setting up of more number of towers. Towards this end, we

expect to set up ~10,000 towers across circles, within the next three years. We are also planning to lay a larger network of our own optical fibre cables, which will serve as readymade groundwork for TSPs to avail as needed.

Our growth and future plans are thus well-aligned with that of the nation and industry. Our mission remains to connect India with a better tomorrow, and together with our team, we are working actively towards manifesting it.

Best regards,

**MAHESH RAJURE**

Business Head

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## Our Board of Directors



**Shivshankar Lature**  
Managing Director

Shivshankar Lature is a co-founder and Managing Director. He holds a bachelor's degree in civil engineering. He possesses exceptional entrepreneurship, leadership and management skills, in-depth knowledge and an experience of more than two decades in the telecom industry. Under his leadership, STL has been recognised and awarded at various international forums such as Forbes Asia's 'Best under a Billion' by Forbes, 'India Best Company of the Year 2017' by International Brand Consulting Corporation, USA, 'India SME 100' award by AXIS Bank, and so on.



**Vivek Lature**  
Whole Time Director

Vivek Lature is a co-founder and Whole Time Director of STL. He holds a bachelor's degree in commerce. He is known for his knowledge and experience of over two decades in the telecom industry. His core competencies lie in project management, operations and business development.



**Deodatta Marathe**  
Non-Executive Independent Director

Deodatta Marathe is Non-Executive Independent Director. He holds B.A. (Economics) and B.E. (Civil Engineering) degrees. He has a professional experience of around four decades in the field of civil engineering. He has worked in various capacities for P.W.D. Maharashtra where he retired as Secretary to Government (P.W. Department) Maharashtra. Post-retirement, he has worked as a Member D.A.B. on N.H.A.I Projects and is currently dealing with arbitration and serving as a freelance consulting engineer.



### Suchitra Lature

Non-Executive  
Non-Independent Director

Suchitra Lature is a Non-Executive, Non Independent Director. She has completed her master's degree in English from Willington College. She is skilled in human resource management and administration.



### Leena Govekar

Non-Executive  
Independent Director

Leena Govekar is a Non-Executive Independent Director. She is a post graduate in electronics and telecommunication. She is pursuing her Doctorate of Philosophy in the field of telecommunication. She has an experience of handling research and innovative development work in the academics field.



### Anand Kode

Non-Executive  
Independent Director

Anand Kode is a Non-Executive Independent Director. His core competencies lie in general management, advisory and business strategy.



### Sanjay Sarda

Non-Executive  
Independent Director

Sanjay Sarda is a Non-Executive Independent Director. He has completed his Master of Technology from Indian Institute of Technology (IIT), Kharagpur. His engineering specialisations are electronics, communication and instrumentation.

He also completed a Management Development Programme (MDP) with specialisation in Leadership and Change Management from the Indian Institute of Management (IIM) Ahmedabad. He has 26+ years of diversified work experience in USA and India, with start-ups to large corporate, in various industrial sectors. He is also a Certified Corporate Director by the Institute of Directors and IICA.

# Serving through a pandemic

The significance of robust connectivity was pronounced more than ever as COVID-19 induced consecutive lockdowns in India and rest of the world. As the entire society shifted to a remote model, we doubled up as facilitators of technology.

Functioning as a B2B enterprise, we consider offering uninterrupted and quality service to our operating partners as extremely important. While STL has always been customer and

consumer centric, the outbreak of COVID-19 required our serviceability to be dialled up further. Keeping our promise of unmatched customer service, we worked around the clock to maintain our operations intact. Even during the pandemic-induced lockdowns, our valued employees braved the situation to ensure that our installations were working at their 100% potential with minimal downtime.

It's the assurance of undeterred support from STL that encourages every major telecom operator to partner with us. Going forward, we will further build on this and strengthen our relationships, continuing to demonstrate reliability, quality and serviceability as the cornerstones of our business.



# Our role in 5G

Today, data drives the way the world moves. In the wake of the fourth industrial revolution, data-driven enterprises demonstrate a clear edge and their customers benefit from a never-before scale. At STL, we view data as the enabler of tomorrow, that can accelerate the pace of India's and the world's development at an unprecedented pace.

Facilitating this scale and pace is connectivity, which India is rapidly mainstreaming. While 4G technology has taken off, the future is 5G, which is expected to render speeds up to 100x compared to 4G, and is smarter and more efficient. As per Ericsson, in India, ~USD 17 billion worth of revenues

will be garnered by 5G-enabled digitization, and will be the foundation of implementing Industry 4.0 in the country.

On cue, telecom service providers are stepping up to the challenge and are awaiting the dedicated 5G wave auction, expected in 2021. Cognisant of this trend and the opportunities it will create, we at STL have picked up this trend proactively, investing ahead to enable telecom providers with the necessary infrastructure needed to host their technology. All our small sites are being connected by 5G-ready optical fibre networks and the we are in the process of multiplying our installations five-fold by the end of FY 2021.

Through this, we expect to not only increase the scale of our operations, but also actively play a part in the future of India's connectivity. We are partnering with all the key telecom service providers and have secured orders to install custom passive infrastructure to catalyse their 5G journey. We are also expanding our footprint to nearly 15 telecom circles from the current 12, and are laying the groundwork for India to be a 5G-enabled nation.



# Engaging with the society and our people

Glimpses of our social service through corporate social responsibility



Encouraging and engaging with our employees



Training for continuous improvement



## BOARD'S REPORT

To  
The members  
Suyog Telematics Limited

The Board of Directors hereby submits the 25<sup>th</sup> report of the business and operations of your Company along with audited financial statements, for the year ended March 31, 2020.

### • Company Overview

Our Company was incorporated on July 28, 1995 and since then (25 years) it is serving the telecom industry. We are registered as an infrastructure provider Category-I (IP-I) with DoT (Department of Telecommunications) and are also an ISO 9001: 2008, ISO 14001:2015 & OHSAS 18001:2007 certified company.

Our Company was founded by promoters Shivshankar Lature, B.E. Civil and Vivek Lature, B.Com among other three persons. Former is Managing Director (MD) and latter is Whole Time Director (WTD) of the Company. Both of them have well reputation, integrity and have in-depth knowledge and acumen of telecom industry. It is managed and administered by team of Board of Directors consisting of seven (7) directors which have further its five committees.

The Company was converted into Public Limited Company w.e.f. March 02, 2013. On January 22, 2014, the Company was listed on Bombay Stock Exchange (BSE) SME after an Initial Public Offer (IPO) and on January 03, 2017 the Company has voluntarily migrated to BSE Main Board.

### • Business Overview

Suyog Telematics Limited is a passive telecommunication infrastructure provider in India, engaged primarily in the business of installing and commissioning of telecom Towers and Optical Fiber Cable ("OFC") Systems in India.

Our business is to build, own and operate telecom Towers, optical fiber cable (OFC) systems and related assets and to provide these passive infrastructure assets on a shared basis to wireless and other communications service providers. These customers use the space on our telecommunication towers to install active communication-related equipment to operate their wireless communications networks.

Long term relationship with MMRDA (Municipal Metropolitan Region Development Authority), MSRDC (Maharashtra State Road Development Corporation), NHAI (National Highway Authority of India) and BEST helps Company to erect telecom towers at their places. Further, the Company has also erected telecom towers at slum areas, from where huge data consumption requirement comes.

Our three largest customers are Bharti Airtel, Vodafone Idea and Reliance Jio, which are the three leading wireless telecommunication service providers in India by wireless revenue.

We have our telecom towers in Mumbai, Maharashtra, Gujarat, Delhi, Rajasthan, Karnataka, Tamil Nadu, Andhra Pradesh, Odisha, Assam & NE, West Bengal and Uttarakhand. We are expanding our arm towards (Presence across Nation) PAN India.

### • Financial highlights

The Financial Performance of the Company for the Financial Year ended March 31, 2020 is as follows:

Particulars	(In Cr)		
	2019-20	2018-19	% increase/decrease
Revenue	122.33	105.34	16.13%
Other Income	1.08	2.28	-52.63
Total Income	123.41	107.61	14.68
Expenditure	66.72	53.11	27.89
Finance Cost	6.04	6.97	-30.56
PBDT	50.65	47.54	6.54
Depreciation	7.22	5.75	25.56

(In Cr)

Particulars	2019-20	2018-19	% increase/decrease
PBT	43.43	41.79	3.92
Tax	10.40	13.15	-20.91
PAT	33.03	28.64	15.33
EPS	3.25	2.82	15.25
Shareholders Fund	127.13	97.48	30.42
Borrowed Funds	30.85	45.68	-32.46
Fixed Assets	139.72	112.24	24.48
Profit Turnover Ratio	35.50	39.67	-10.51
Debt Equity Ratio	0.21:1	1.09	-16.36

- Share capital**

There has been no change in the Authorized, Issued, Subscribed and Paid-up share capital of the Company during the financial year 2019-20.

Accordingly, as on March 31, 2020, the Authorized share capital stood at INR 25,00,00,000/- (Rupees Twenty-Five Crores Only) divided into 2,50,00,000 (Two Crores and Fifty Lakhs) Equity Shares of ₹ 10/- (Rupees Ten Only) each. The Issued, Subscribed and Paid-up share capital stood at ₹ 10,15,44,000/- (Rupees Ten Crore Fifteen Lakhs Forty-Four Thousand Only) divided into 1,01,54,400 (One Crores One Lakhs Fifty-Four Thousand and Four Hundred) of ₹ 10/- (Rupees Ten Only) each.

- Transfer to Reserves**

The Company has not transferred any amount to the general reserve for the financial year ended March 31, 2020.

- Dividend**

The Company has declared and paid Interim dividend for financial year 2019-20 as follows:

Interim Dividend for FY	2019-20
Declaration date	27 <sup>th</sup> June, 2020
Dividend per Equity share	₹ 0.50 (5%)
Total Dividend after deducting TDS	4684864.19

- Deposits**

The Company has not accepted any deposit as defined under Section 2 (31) of the Companies Act, 2013 and as such no amount of principal or interest was outstanding as on the date of balance sheet.

### Directors and Key Managerial Personnel

During the financial year ended March 31, 2020, there have been following change in the composition of the Board of directors.

Re-appointment of Suchitra Lature as rotational director	Pursuant to the provisions of the Companies Act, 2013, Suchitra Lature (DIN: 07440192), Non-Executive Director of the Company will retire by rotation at the ensuing AGM and being eligible, has offered himself for re-appointment. The Board recommends his re-appointment
Appointment of Sanjay Sarda as Independent Additional director	Sanjay Sarda (DIN: 00157186) has been appointed as an Additional Independent Director in the Board meeting held on August 24, 2019 with immediate effect up to AGM to be held on September 21, 2019. Further, in the AGM his appointment as Independent Director was proposed by the Board of Directors.
Gurushantappa Lature	Gurushantappa Lature (DIN: 02281331) retired with effect August 27, 2019.
Kallinath Chitradurga	Kallinath Chitradurga tender his resignation with effect from August 27, 2019.

Brief resume, nature of expertise, details of directorships held in other companies of the Director proposed to be re-appointed, along with the shareholding in the Company, as stipulated under Secretarial Standard 2 and Regulation 36 of the Listing Regulations, is appended as an Annexure to the Notice of the ensuing AGM.

- **Declaration by Independent Director(s)**

The Company has received declarations from all the Independent Directors of the Company confirming that they continue to meet the criteria of independence as prescribed under Section 149 of the Companies Act, 2013 and the Listing Regulations. The Independent Directors have also confirmed that they have complied with the Company's code of conduct.

- **Board Diversity and Policy on Director's Appointment and Remuneration**

The Company believes that building a diverse and inclusive culture is integral to its success. A diverse Board will be able to leverage different skills, qualifications, professional experiences, perspectives and backgrounds, which is necessary for achieving sustainable and balanced development. The Board has adopted a Policy on Nomination, Remuneration and Board Diversity, which sets out the criteria for determining qualifications, positive attributes and independence of a Director. The detailed policy is available on the Company's website at <http://suyogtelematics.co.in/wp-content/uploads/2017/08/new-nomination-and-remuneration-policy-final-v.1.pdf> and is annexed as Annexure A to this report.

- **Annual Board Evaluation and Familiarization Programme for Board Members**

A note on the familiarization programme adopted by the Company for orientation and training of the Directors, and the Board evaluation process undertaken in compliance with the provisions of the Companies Act, 2013 and Listing Regulations is provided in the Report on Corporate Governance, which forms part of this Annual Report.

- **Committees of Board, Number of Meetings of the Board and Board Committees**

The Board of Directors met 5 (Five) times during the financial year ended March 31, 2020. As on March 31, 2020, the Board of directors has five (Five) of its committees, namely, Audit Committee, Nomination & Remuneration Committee, Stakeholders Relationship Committee, Corporate Social Responsibility Committee and Committee of Directors.

All the recommendations made by committees of the Board were accepted by the Board. A detailed update on the Board, its composition, detailed charter including terms and reference of various Board Committees, number of Board and Committee meetings held during FY 2019-20 and attendance of the Directors at each meeting is provided in the Report on Corporate Governance, which forms part of this Report.

- **Subsidiary/ joint venture/ associate company**

The Company doesn't have any subsidiary, joint venture and associate company.

- **Auditor and Auditor's Report**

- o **Statutory Auditor and their report**

In terms of the provisions of Section 139 of the Companies Act, 2013, M/s SPML & Associates, Chartered Accountants, were appointed as the Statutory Auditors of the Company by the shareholders at the 24<sup>th</sup> AGM of the Company for a period of five years i.e. up to 29<sup>th</sup> AGM.

The Board has duly examined the Statutory Auditor's Report on the Financial Statements of the Company for the financial year ended March 31, 2020 M/s SPML & LLP., Chartered Accountants, which does not contain any observation, qualifications, reservations, disclaimer or adverse remarks.

- o **Secretarial Auditor and their report**

The Company had appointed M/s. Harish Chawla & Associates, Company Secretaries, New Delhi, to conduct its Secretarial Audit for the financial year ended March 31, 2020. The Secretarial Auditor has submitted its Report, confirming compliance by the Company of all the provisions of applicable corporate laws. The Report does not contain any qualification, observation, disclaimer or adverse remark. The Secretarial Audit Report for the FY 2019 - 20 is annexed as Annexure B to this report. The Board has appointed M/s. Makarand M. Joshi & Co., Company Secretaries, Mumbai, as Secretarial Auditor of the Company for the FY 2020-21.

o **Cost Auditor and their report**

In terms of the provisions of Section 148 of the Companies Act, 2013, the Company had appointed Ms. Leena S. Murkute, Practicing Cost Accountant, Mumbai, to conduct its Cost Audit for the financial year ended March 31, 2020. The Cost Auditor has submitted its Report, which does not contain any observation, qualifications, reservations, disclaimer or adverse remark. The Board has re-appointed Ms. Leena S. Murkute, Practicing Cost Accountant, Mumbai, as Cost Auditor of the Company for the FY 2020-21.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, since the remuneration payable to the Cost Auditors is required to be ratified by the shareholders, the Board recommends the same for approval by shareholders at the ensuing AGM.

• **Cost Records**

Maintenance of cost records has been specified by the Central Government under section 148(1) of the Companies Act, 2013 and the prescribed cost records have been made and maintained by the Company.

• **Corporate Social Responsibility**

The Company constituted Corporate Social Responsibility Committee under Section 135 of the Companies Act, 2013 in the Board Meeting held on 18<sup>th</sup> September, 2015 and the Corporate Social Responsibility Policy was approved in the Board Meeting held on 18<sup>th</sup> April, 2016. A report on the same is attached with the Board's Report at Annexure C. During the financial year 2019-2020 the Company has made donations but that are not qualified as CSR expenditure in terms of Sec 135 of the Companies Act, 2013. The Company is in process finding suitable options to do expenditures which are qualified as CSR.

The Company has also formulated a Corporate Social Responsibility Policy, which is available on the Company's website at <http://suyogtelematics.co.in/investor-relation/>

• **Management discussion and analysis report**

The Management Discussion and Analysis Report is attached as Annexure G.

• **Corporate Governance**

The Company is committed to benchmarking itself with global standards for providing good corporate governance. The Board constantly endeavors to take the business forward in such a way that it maximizes long term value for the stakeholders. The Company has put in place an effective corporate governance system which ensures that the provisions of Listing Regulations are duly complied with. A detailed report on the corporate governance pursuant to the requirements of Listing Regulations forms part of this Annual Report. A certificate confirming compliance of conditions of corporate governance as stipulated in Listing Regulations is annexed as Annexure H to this report.

• **Business Responsibility Report**

As stipulated under the Listing Regulations, the Business Responsibility Report, describing the initiatives taken by the Company from environmental, social and governance perspective forms a part of the Annual Report.

• **Risk management policy**

The Company has adopted risk management policy which outlines the risk management framework of the Company. The policy contains the following aspects:

1. Overview of risk management.
2. Roles & Responsibilities of the Board of Directors, Audit Committee and other Key Personnel of the Company with regards to risk Management.
3. Structure & procedure for identification, escalation and minimization of risk.

• **Internal financial controls and their adequacy**

The Company has established a robust framework for internal financial controls. The Company has in place adequate controls, procedures and policies, ensuring orderly and efficient conduct of its business, including adherence to the Company's policies, safeguarding of its assets, prevention and detection of frauds and errors, accuracy and completeness of accounting records, and

timely preparation of reliable financial information. During the year, such controls were assessed and no reportable material weaknesses in the design or operation were observed. Accordingly, the Board is of the opinion that the Company's internal financial controls were adequate and effective during FY 2019-20.

- **Vigil mechanism or Whistle Blower Policy**

The Code of Conduct and vigil mechanism applicable to Directors and Senior Management of the Company is available on the Company's website at <http://suyogtelematics.co.in/wp-content/uploads/2017/01/whiste-blower-policy-1.pdf>

- **Other Statutory Disclosures**

- o **Annual return:**

Pursuant to the provisions of Section 134(3)(a) of the Companies Act, 2013, extract of the Annual Return in Form MGT-9 for the financial year ended 31<sup>st</sup> March 2020 made under the provisions of Section 92(3) of the Act is attached as Annexure F which forms part of this Report. Further the Company has placed its Annual Return (as at 31<sup>st</sup> March 2019 and as at 31<sup>st</sup> March 2020), referred to in Section 92(3) in MGT-7 format on the website of the company at <https://suyogtelematics.co.in/result-annual-report/>:

- o **Related party transactions**

The details of transactions/contracts/arrangements entered by the Company with related party / parties as defined under the provisions of Section 2(76) of the Companies Act, 2013, during the financial year under review, are furnished in Annexure D and forms part of this Report.

- o **Particulars of loans, guarantees or investments under section 186**

Details of Loans, Guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013 are given in the note no. 5, 11 and 12 to the Financial Statements.

- o **Significant and material orders**

There are no significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and Company's operations in future.

- o **Material Changes and commitments, if any, affecting the financial position of the company between the end of the financial year and the date of Board report.**

Management does not perceive any material changes affecting financial position of the Company between the end of the financial year and the date of Board report.

- o **Change in the nature of business**

There is no change in nature of the business of the Company during the financial year.

- o **Capital Market Ratings**

As on March 31, 2020, the Company was rated by one domestic rating Agency, namely, CRISIL. As on March 31, 2020, CRISIL rating for Long term borrowing is BBB- with stable outlook. For short term borrowing rating is CRISIL A3.

- o **Employee Stock Option Plan**

The Company Employee Stock Options ('ESOP') scheme, has been approved by the shareholders in the AGM held on September 24, 2018, which shall be administered by Nomination and Remuneration Committee.

- o **Particulars of employees**

Disclosures relating to remuneration of Directors u/s 197(12) of the Companies Act, 2013 read with Rule 5(1) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is annexed as Annexure E to this report.

None of the employees was in receipt of remuneration more than or equal to one crore and two lacs rupees in a year or equal to or more than eight lakh and fifty thousand per month. Additionally, none of the employees, if employed throughout the financial year or part thereof, was in receipt of remuneration in that year which, in the aggregate, or as the case may be, at a rate which, in the aggregate, is in excess of that drawn by the managing director or whole-time director and holds by himself

or along with his spouse and dependent children, not less than two percent of the equity shares of the company. Hence, the information as required to be provided in terms of Section 197 (12) of the Companies Act, 2013 read with Rule 5(2) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is not applicable on the Company.

- **Conservation, technology absorption and foreign exchange earnings and outgo:**

- (i) **Conservation of Energy:**

- The Company initiates all efforts to minimize the consumption. At all levels conservation of energy is stressed upon. Company also takes possible measures to reduce the consumption by deploying automation.

- (ii) **Technology Absorption:**

- “Go Green” is inherent to our Business Model of Tower Sharing as every Co-Location, we add to the network helps in bringing down the energy consumption on a per Co-Location Basis.

- We have institutionalized a Green Towers program which is aimed at minimizing dependency on diesel consumption and thereby reducing carbon footprint.

- (iii) **Foreign Exchange Earnings and Outgo:**

- Foreign Exchange earnings and outgo for the financial years ended March 31, 2020 and March 31, 2019 were nil.

- **Declaration by the managing director:**

- Declaration signed by the Managing Director stating that the members of board of directors and senior management personnel have affirmed compliance with the code of conduct of board of directors and senior management is attached with the Corporate Governance Report as Annexure B.

- **Declaration of the directors on the code of conduct**

- This is to inform that the Company has adopted a Code of Conduct for its employees including the Directors. We confirm that the Company has in respect of the financial year ended 31<sup>st</sup> March, 2020, received from the senior management team of the Company and the Members of the Board, a declaration of compliance with the Code of Conduct.

- **Disclosure under Section 197(14) of the Companies Act, 2013**

- Neither the Managing Director & CEO nor the Whole-time Director of the Company receives any remuneration or commission from its holding or subsidiary Company.

- **Bonus Shares**

- Your Company has not issued bonus shares during the financial year 2019- 20.

- **Transfer to investor education and protection fund.**

- There is no requirement to transfer funds to the Investor Education and Protection Fund during the Financial Year.

- **Disclosure under the sexual harassment of women at workplace.**

- Prevention of Sexual harassment

- The Company is committed to provide a protective environment at workplace for all its women employees. To ensure that every woman employee is treated with dignity and respect and as mandate under “ The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal ) Act, 2013” the Company has in place a formal policy for prevention of sexual harassment of its women employees.

- The Company has in place an Anti-Sexual Harassment Policy in line with the requirement of “The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013”.

- Further, the Company has constituted Internal Complaints Committee to redress Complaints received regarding sexual harassment during the period. The following is a summary of sexual harassment complaints received and disposed off during the period:

Number of Complaints received	Nil
Number of Complaints disposed off	Nil

- **Following provisions are not applicable to the company for the relevant financial year.**

1. Details in respect of frauds reported by auditors other than those which are reportable to the Central Government.
2. Dividend Distribution Policy.
3. Disclosure under Section 43(a) (ii) Of the Companies Act, 2013.
4. Disclosure under Section 54(1) (d) Of the Companies Act, 2013.
5. Disclosure under Section 67(3) of the Companies Act, 2013.
6. Disclosure under Section 68 of the Companies Act, 2013.

- **Secretarial standards**

The Directors state that applicable Secretarial Standards, i.e. SS-1 and SS-2, relating to 'Meetings of the Board of Directors' and 'General Meetings', respectively, have been duly followed by the Company.

- **Directors' responsibility statement**

To the best of their knowledge and belief and according to the information and explanations obtained by them, your Directors make the following statements in terms of Section 134 (3) (c) of the Companies Act, 2013:

- (a) In the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (b) The directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;
- (c) The directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (d) The directors had prepared the annual accounts on a going concern basis; and
- (e) The directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- (f) The directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

- **Acknowledgments**

The Board of Directors wish to place on record its appreciation for the commitment, dedication and hard work done by the employees of the Company and the cooperation extended by Banks, Government Authorities, Customers, Shareholders and looks forward to a continued mutual support and co-operation.

Date: August 27, 2020  
Place: Mumbai

**Vivek Lature**  
Whole Time Director  
DIN: 02274098

**Shivshankar Lature**  
Managing Director  
DIN: 02090972

## NOMINATION AND REMUNERATION POLICY

The Nomination and Remuneration Committee of Suyog Telematics Limited ("the Company") was constituted on 29<sup>th</sup> July, 2013 consisting of two Independent Directors and other one non-executive Director.

### 1. OBJECTIVE

The Nomination and Remuneration Committee and this Policy is in compliance with Section 178 of the Companies Act, 2013 read along with the applicable rules thereto.

#### The Key Objectives of the Committee would be:

- a) To guide the Board in relation to appointment and removal of Directors, Key Managerial Personnel and Senior Management.
- b) To evaluate the performance of the members of the Board and provide necessary report to the Board for further evaluation of the Board.
- c) To recommend to the Board on Remuneration payable to the Directors, Key Managerial Personnel and Senior Management.

### 2. DEFINITIONS

#### (a) Key Managerial Personnel: Key Managerial Personnel means—

- (i) Chief Executive Officer or the managing director or the manager;
- (ii) Company secretary,
- (iii) Whole-Time Director;
- (iv) Chief Financial Officer; and
- (v) such other officer as may be prescribed.

(b) Senior Management: Senior Management means personnel of the company who are members of its core management team excluding the Board of Directors. This would also include all members of management one level below the executive directors including all functional heads.

### 3. ROLE OF COMMITTEE

#### The role of the Committee inter alia will be the following:

- a) To formulate a criteria for determining qualifications, positive attributes and independence of a Director.
- b) To recommend to the Board the appointment and removal of Senior Management
- c) To carry out evaluation of Director's performance and recommend to the Board appointment / removal based on his / her performance.
- d) To recommend to the Board on (i) policy relating to remuneration for Directors, Key Managerial Personnel and Senior Management and (ii) Executive Directors remuneration and incentive.
- e) To make recommendations to the Board concerning any matters relating to the continuation in office of any Director at any time including the suspension or termination of service of an Executive Director as an employee of the Company subject to the provision of the law and their service contract;
- f) To develop a succession plan for the Board and to regularly review the plan;

### 4. MEMBERSHIP

- a) The Committee shall consist of a minimum 3 non-executive directors, majority of them being independent.
- b) Minimum two (2) members shall constitute a quorum for the Committee meeting.
- c) Term of the Committee shall be continued unless terminated by the Board of Directors.

### 5. CHAIRMAN

- a) Chairman of the Committee shall be an Independent Director.
- b) Chairperson of the Company may be appointed as a member of the Committee but shall not be a Chairman of the Committee.
- c) In the absence of the Chairman, the members of the Committee present at the meeting shall choose one amongst them to act as Chairman.
- d) Chairman of the Nomination and Remuneration Committee meeting could be present at the Annual General Meeting or may nominate some other member to answer the shareholders' queries.

**6. FREQUENCY OF MEETINGS**

The meeting of the Committee shall be held at such regular intervals as may be required.

**7. COMMITTEE MEMBERS' INTERESTS**

- a) A member of the Committee is not entitled to be present when his or her own remuneration is discussed at a meeting or when his or her performance is being evaluated.
- b) The Committee may invite such executives, as it considers appropriate, to be present at the meetings of the Committee.

**8. SECRETARY**

The Company Secretary of the Company shall act as Secretary of the Committee.

**9. VOTING**

- a) Matters arising for determination at Committee meetings shall be decided by a majority of votes of Members present and voting and any such decision shall for all purposes be deemed a decision of the Committee.
- b) In the case of equality of votes, the Chairman of the meeting will have a casting vote.

**10. NOMINATION DUTIES**

The duties of the Committee in relation to nomination matters include:

- Ensuring that there is an appropriate induction & training programme in place for new Directors and members of Senior Management and reviewing its effectiveness;
- Ensuring that on appointment to the Board, Non-Executive Directors receive a formal letter of appointment in accordance with the Guidelines provided under the Companies Act, 2013;
- Identifying and recommending Directors who are to be put forward for retirement by rotation.
- Determining the appropriate size, diversity and composition of the Board;
- Setting a formal and transparent procedure for selecting new Directors for appointment to the Board;
- Developing a succession plan for the Board and Senior Management and regularly reviewing the plan;
- Evaluating the performance of the Board members and Senior Management in the context of the Company's performance from business and compliance perspective;
- Making recommendations to the Board concerning any matters relating to the continuation in office of any Director at any time including the suspension or termination of service of an Executive Director as an employee of the Company subject to the provision of the law and their service contract.
- Delegating any of its powers to one or more of its members or the Secretary of the Committee;
- Recommend any necessary changes to the Board.

**11. REMUNERATION DUTIES**

The duties of the Committee in relation to remuneration matters include:

- To consider and determine the Remuneration Policy, based on the performance and also bearing in mind that the remuneration is reasonable and sufficient to attract retain and motivate members of the Board and such other factors as the Committee shall deem appropriate all elements of the remuneration of the members of the Board.
- To approve the remuneration of the Senior Management including key managerial personnel of the Company maintaining a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company.
- To delegate any of its powers to one or more of its members or the Secretary of the Committee.
- to consider any other matters as may be requested by the Board;

**12. MINUTES OF COMMITTEE MEETING**

- Proceedings of all meetings must be minuted and signed by the Chairman of the Committee at the subsequent meeting. Minutes of the Committee meetings will be tabled at the subsequent Board and Committee meeting.

Date: August 27, 2020  
Place: Mumbai

**Vivek Lature**  
Whole Time Director  
DIN: 02274098

**Shivshankar Lature**  
Managing Director  
DIN: 02090972

**Form No. MR-3**  
**SECRETARIAL AUDIT REPORT**

**For the Financial Year ended March 31, 2020**

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies  
(Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,

The Members,

**Suyog Telematics Limited**

41 Suyog Industrial Estate, 1<sup>st</sup> Floor, LBS Marg,  
Vikhroli, West Mumbai, Maharashtra – 400083, India.

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Suyog Telematics Limited [CIN: L32109MH1995PLC091107] (hereinafter called the "Company"). Secretarial audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on March 31, 2020 complied with the statutory provisions listed hereunder and also that the Company has proper board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2020 according to the provisions of:

- (i) The Companies Act, 2013 (the "Act") and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the regulations and bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following regulations and guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - (a) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
  - (b) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (c) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - (d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
  - (e) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
  - (f) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
  - (g) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
  - (h) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client to the extent of securities issued;
  - (i) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; Not Applicable as the Company has not delisted any of its securities during the financial year under review.
  - (j) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; Not applicable as the Company has not bought back any of its securities during the financial year under review.

I have also examined compliance with the applicable clauses of the Secretarial Standards issued by The Institute of Company Secretaries of India related to board and general meetings.

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. above except:

- (a) The payment of remuneration to the Managerial Personnel including non-executive directors in excess of shareholders' approval for the current as well as previous financial years as the resolution proposed in the previous year AGM for the payment of remuneration to the Managerial Personnel was not approved by the Shareholders. The Company has represented to us that it is in the process of complying with the prescribed statutory requirements to regularize such excess payments, including seeking approval of shareholders, as necessary.
- (b) The Company has reported the Corporate Governance Report for the quarter ended October to December, 2019 to BSE Limited (BSE) on January 17, 2020.

**I further report that:**

The board of directors of the Company is duly constituted as per the provisions of the Act and amendments made there under. The changes in the composition of the board of directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All the decisions at Board Meetings and Committee Meetings were carried with requisite majority as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board as the case may be.

I further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

**I further report that during the audit period there were no instances of:**

- I. Public Issue | Right Issue | Preferential issue of shares | issue of debentures | issue of sweat Equity.
- II. Redemption | Buy-back of securities.
- III. Major decisions taken by the Members in pursuance to Section 180 of the Act.
- IV. Foreign Technical Collaborations.

I further report that during the audit period, the Company has not undertaken any events/ actions having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc.

**For Harish Chawla & Associates**  
Practicing Company Secretary

**Harish Chawla**  
Proprietor  
M. No. FCS 9002  
C P No.: 15492

Place: Delhi  
Date: August 27, 2020

Note: This report is to be read with our letter of even date which is annexed as Annexure A and forms an integral part of this report.

To,  
The Members,  
**Suyog Telematics Limited**  
41 Suyog Industrial Estate, 1<sup>st</sup> Floor, LBS Marg,  
Vikhroli, West Mumbai, Maharashtra – 400083, India.

My report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices that I followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
4. Where ever required, I have obtained the management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedures on test basis.
6. The secretarial audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For **Harish Chawla & Associates**  
Practicing Company Secretary

**Harish Chawla**  
Proprietor  
M. No. FCS 9002  
C P No.: 15492

Place: Delhi  
Date: August 27, 2020

## Annual Report on Corporate Social Responsibility

(FY 2019-20)

1.	A brief outline of the Company's CSR policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programs	We strive to position ourselves as a prominent player in the global sustainable environmental transition. The Company is yet to devise a plan on Corporate Social Responsibility of the Company.
2.	Web – Links	
3.	The Composition of Corporate Social Responsibility Committee	Shivshankar Lature, Managing Director (Chairman) Suchitra Lature, Non -Executive Director Sanjay Sarda, Independent Director
4.	Average net profit of the Company for last three financial years	₹ 29,79,62,457
5.	Prescribed CSR Expenditure (two per cent of the amount as in item 4 above)	₹ 59,59,250

6. Details of CSR spent during the financial year:

(a) Total amount to be spent for the financial year: ₹ 59,59,250

(b) Amount unspent: ₹ 59,59,250

(c) Manner in which the amount spent during the financial year:

Sl. No	CSR project or activity Identified.	Sector in which the Project is covered	Projects or programs (1) Local area or other (2) Specify the State and district where projects or programs was undertaken	Amount outlay (budget) project or programs wise	Amount spent on the projects or programs Sub-heads: (1) Direct expenditure on projects or programs (2) Overheads:	Cumulative expenditure upto to the reporting period	Amount spent: Direct or through implementing agency
NA							

7. Reason for not spending: Company has started search of suitable implementing agency for implementing its policy.

8. A responsibility statement of the CSR Committee that the implementation and monitoring of CSR Policy, is in compliance with CSR objectives and Policy of the company:

The CSR Committee ensures that the implementation and monitoring of CSR policy is in compliance with the CSR objectives and Policy of the Company.

Date: August 27, 2020  
Place: Mumbai

**Vivek Lature**  
Whole Time Director  
DIN: 02274098

**Shivshankar Lature**  
Chairman of CSR Committee  
Managing Director  
DIN: 02090972

**Form No. AOC-2**

(Pursuant to clause (h) of sub-section(3) of Section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto

**1. Details of contracts or arrangements or transactions not at arm's length basis**

During the year under review all the contracts/arrangement /transactions were on arm's basis.

**2. Details of material contracts or arrangement or transactions at arm's length basis:**

Name(s) of the related party and nature of relationship	NA
Nature of contracts/arrangement/transactions	NA
Duration of the contracts/arrangement/transactions	NA
Salient terms of the contracts or arrangement or transactions including the value, if any	NA
Date(s) of approval by the Board, if any	NA
Amount paid as advance, if any	NA

By Order of the Board of Directors  
For **Suyog Telematics Limited**

Date: August 27, 2020  
Place: Mumbai

**Vivek Lature**  
Whole Time Director  
DIN: 02274098

**Shivshankar Lature**  
Managing Director  
DIN: 02090972

## Annexure - E

**Details pertaining to Remuneration as required under Section 197(12) of the Companies Act, 2013 Read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014**

1.	The ratio of the remuneration of each Director to the median remuneration of the employees of the Company for FY 2019-20	The median remuneration of employees is ₹ 2,49,744 per annum. Please refer Table A for the ratios.
2.	The percentage increase in remuneration of each Director, CFO, CEO, CS or Manager in FY 2019-20	Please refer Table A
3.	The percentage increase in the median remuneration of employees in the financial year	15.62%
4.	The number of permanent employees on the rolls of the Company as on March 31, 2020.	200 (approx.)
5.	Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration	Average percentage increase in the salaries of employees other than managerial personnel is 15.62%, whereas managerial remuneration has not increased.
6.	Affirmation that the remuneration is as per the remuneration policy of the Company	Yes, remuneration paid is as per the remuneration policy of the Company

Table A

Sl. No.	Name of Directors and KMP	Remuneration for FY 2019-20 (In ₹)	% increase in remuneration in FY 2019-20	Ratio of remuneration of each Director to median remuneration of employees	Comparison of the remuneration of the KMP against the performance of the Company	
<b>Executive Directors</b>						
1	Shivshankar Lature	84,00,000	-	-	Total Income and PBT of the Company (on standalone basis) has increased by 15% and 4% respectively for FY 2019-20 as compared to FY 2018-19.	
2	Vivek Lature	54,00,000	-	-		
<b>Non – Executive Directors</b>						
4	Suchitra Lature	21,60,000	-	-		
<b>Independent Directors</b>						
5	Anand Kode	N.A.	N.A.	N.A.		
6	Deodatta Marathe	N.A.	N.A.	N.A.		
7	Sanjay Sarda	N.A.	N.A.	N.A.		
8	Leena Govekar	N.A.	N.A.	N.A.		
<b>Key Managerial Personnel other than Executive Directors</b>						
9	Ajay Sharma	9,50,000				
11	Rahul Kapur	7,20,000	33.33%	N.A.		

**Notes: -**

- a) For computing employees median salary, only those employees were considered who were associated with the Company for whole year.
- b) Percentage increase in remuneration is based on annualized remuneration

Date: August 27, 2020  
Place: Mumbai

**Vivek Lature**  
Whole Time Director  
DIN: 02274098

**Shivshankar Lature**  
Managing Director  
DIN: 02090972

**Form No. MGT-9****EXTRACT OF ANNUAL RETURN**As on financial year ended on 31<sup>st</sup> March, 2020**[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]****I. REGISTRATION AND OTHER DETAILS:**

<b>CIN</b>	L32109MH1995PLC091107
<b>Registration Date</b>	28/07/1995
<b>Name of the Company</b>	SUYOG TELEMATICS LIMITED
<b>Category / Sub-Category of the Company</b>	Company Limited by shares Indian Non-Government Company
<b>Address of the Registered office and contact details</b>	41, Suyog Industrial Estate, 1 <sup>st</sup> Floor, LBS Marg, Vikhroli West, Mumbai, Maharashtra, 400083
<b>Whether listed company</b>	Yes
<b>Name, Address and Contact details of Registrar and Transfer Agent, if any:</b>	M/s. Bigshare Services Pvt. Ltd, 1 <sup>st</sup> Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri East, Mumbai, Maharashtra 400059

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:**

All the business activities contributing 10 % or more of the total turnover of the company shall be stated: -

Sl. No.	Name and Description of main products/ services	NIC Code of the Product/ service	% to total turnover of the company
1	Activities of providing Telecom Tower Infrastructure sharing for telecommunication services	612	98.25%

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:**

Sr. No.	Name and address of the Company	CIN / GLN	Holding / subsidiary / associate	% of shares held	Applicable section
1	-	-	-	-	-

**IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity):****Category-wise Share Holding:**

Category of Shareholders	No. of Shares held at the beginning of the year :01/04/2019				No. of Shares held at the end of the year: :31/03/2020				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
(1) Indian									
a) Individual / HUF	5040000	-	5040000	49.63	5040000	-	5040000	49.63	0
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	-	-	-	-	-	-	-	-	-
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any others (specify)									
<b>Sub-total(A)(1):</b>	<b>5040000</b>	<b>-</b>	<b>5040000</b>	<b>49.63</b>	<b>5040000</b>	<b>-</b>	<b>5040000</b>	<b>49.63</b>	<b>0</b>

Category of Shareholders	No. of Shares held at the beginning of the year :01/04/2019				No. of Shares held at the end of the year: :31/03/2020				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>(2) Foreign</b>									
a) NRIs - Individuals	-	-	-	-	-	-	-	-	-
b) Other – Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Banks / FI	-	-	-	-	-	-	-	-	-
e) Any other	-	-	-	-	-	-	-	-	-
<b>Sub-total (A)(2):</b>	-	-	-	-	-	-	-	-	-
<b>Total shareholding of Promoter (A) = (A)(1) +(A)(2)</b>	<b>5040000</b>	-	<b>5040000</b>	<b>49.63</b>	<b>5040000</b>	-	<b>5040000</b>	<b>49.63</b>	<b>0</b>
<b>B. Public Shareholding</b>									
(1) Institutions	-	-	-	-	-	-	-	-	-
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks / FI	-	-	-	-	-	-	-	-	-
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FII's	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
<b>Sub-total (B)(1):</b>	-	-	-	-	-	-	-	-	-
<b>(2) Non-Institutions</b>									
a) Bodies Corp.	3779550	0	3779550	37.22	3823988	0	3823988	37.66	0.44
i) Indian	-	-	-	-	-	-	-	-	-
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
i) Individual shareholders holding nominal share capital upto ₹ 1 lakh	205696	0	205696	2.03	183818	0	183818	1.81	(0.22)
ii) Individual shareholders holding nominal share capital in excess of ₹ 1 lakh	531436	0	531436	5.23	501459	0	501459	4.94	(0.30)
c) Others (specify)									
Hindu Undivided Family	52842	0	52842	0.52	59177	0	59177	0.58	0.06
Clearing Member	1208	0	1208	0.01	1984	0	1984	0.02	0.01
Non-Resident Indians (NRI)	45	0	45	0.00	0	0	0	0.00	(0.00)
Non Resident Indians (Repat)	523258	0	523258	5.15	523399	0	523399	5.15	0.00

Category of Shareholders	No. of Shares held at the beginning of the year :01/04/2019				No. of Shares held at the end of the year: :31/03/2020				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
Non Resident Indians (Non-Repatriated)	365	0	365	0.00	325	0	325	0.00	(0.00)
Market Maker	20000	0	20000	0.20	20250	0	20250	0.20	0.00
<b>Sub-total(B)(2):</b>	<b>5114400</b>	<b>0</b>	<b>5114400</b>	<b>50.37</b>	<b>5114400</b>	<b>0</b>	<b>5114400</b>	<b>50.37</b>	<b>0.00</b>
<b>Total Public Shareholding (B)=(B)(1) +(B)(2)</b>	<b>5114400</b>	<b>0</b>	<b>5114400</b>	<b>50.37</b>	<b>5114400</b>	<b>0</b>	<b>5114400</b>	<b>50.37</b>	<b>0.00</b>
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
<b>Grand Total (A+B+C)</b>	<b>10154400</b>	<b>0</b>	<b>10154400</b>	<b>100.00</b>	<b>10154400</b>	<b>0</b>	<b>10154400</b>	<b>100.00</b>	<b>0.00</b>

ii. SHAREHOLDING OF PROMOTERS:

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding During the year
		No. of Shares	% of total Shares of the Company	% of Shares Pledged/encumbered to total shares	No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total shares	
1.	Arvind Lature	50160	0.4940	0.0000	50160	0.4940	0.0000	0.0000
2.	Somnath Lature	50400	0.4963	0.0000	50400	0.4963	0.0000	0.0000
3.	Gurushantappa Lature	50400	0.4963	0.0000	50400	0.4963	0.0000	0.0000
4.	Vivek Lature	50640	0.4987	0.0000	50640	0.4987	0.0000	0.0000
5.	Shivshankar Lature	4838400	47.6483	100.0000	4838400	47.6483	100.0000	0.0000
TOTAL		5040000	49.6336		5040000	49.6336		0.0000

iii. CHANGE IN PROMOTERS' SHAREHOLDING:

Sr No.	Shareholding at the beginning of the year - 2019			Transactions during the year		Cumulative Shareholding at the end of the year - 2020	
	Name & Type of Transaction	No. of Shares Held	% Of Total Shares of The Company	Date of Transaction	No. of Shares	No of Shares Held	% Of Total Shares of The Company
NA							

iv. SHAREHOLDING PATTERN OF TOP TEN SHAREHOLDERS (OTHER THAN DIRECTORS, PROMOTERS AND HOLDERS OF GDRS AND ADRS):

Sr No.	NAME & TYPE OF TRANSACTION	Shareholding at the beginning of the year - 2019		Transactions during the year		Cumulative Shareholding at the end of the year - 2020	
		No. of shares held	% of total shares of the company	Date of transaction	No. of shares	No. of shares held	% of total shares of the company
1.	<b>NARIMAN INVESTMENT HOLDINGS PRIVATE LIMITED</b>	1905000	18.76	-	-	1905000	18.76
	Market Purchase	-	-	20-Sep-2019	495000	2400000	23.64
	AT THE END OF THE YEAR	-	-	31-Mar-2020	-	2400000	23.64
2.	<b>AUTHUM INVESTMENT AND INFRASTRUCTURE LIMITED</b>	0	0.00	-	0	0.00	0
	Market Purchase	-	-	10-Jan-2020	1416521	1416521	13.95
	AT THE END OF THE YEAR	-	-	31-Mar-2020	-	1416521	13.95
3.	<b>ALTURA CAPITAL ADVISORS LLP</b>	1299681	12.80	-	-	1299681	12.80
	Market Sale	-	0.00	03-Jan-2020	(1299681)	0	0
	AT THE END OF THE YEAR	-	0.00	31-Mar-2020	0	0	0
4.	<b>SATPAL KHATTAR</b>	506400	4.99	-	-	506400	4.99
	AT THE END OF THE YEAR	-	4.99	31-Mar-2020	-	506400	4.99
5.	<b>JM FINANCIAL SERVICES LIMITED</b>	495000	4.87	-	-	495000	4.87
	Market Purchase	-	4.90	12-Apr-2019	2594	497594	4.90
	Market Purchase	-	4.91	19-Apr-2019	659	498253	4.91
	Market Purchase	-	5.22	26-Apr-2019	31862	530115	5.22
	Market Purchase	-	5.23	03-May-2019	898	531013	5.23
	Market Sale	-	5.13	10-May-2019	(9890)	521123	5.13
	Market Sale	-	5.13	17-May-2019	(125)	520998	5.13
	Market Purchase	-	5.54	24-May-2019	41488	562486	5.54
	Market Sale	-	4.95	31-May-2019	(59933)	502553	4.95
	Market Purchase	-	5.29	21-Jun-2019	34300	536853	5.29
	Market Sale	-	0.41	20-Sep-2019	(495000)	41853	0.41
	Market Purchase	-	1.58	01-Nov-2019	118726	160579	1.58
	Market Purchase	-	1.58	06-Dec-2019	330	160909	1.58
	Market Sale	-	1.58	13-Dec-2019	(330)	160579	1.58
	Market Purchase	-	15.17	03-Jan-2020	1379951	1540530	15.17
	Market Sale	-	1.24	10-Jan-2020	(1414251)	126279	1.24
	Market Purchase	-	1.24	07-Feb-2020	2	126281	1.24
	Market Purchase	-	1.26	14-Feb-2020	1508	127789	1.26
	Market Sale	-	1.24	21-Feb-2020	(1510)	126279	1.24
	Market Sale	-	0.00	13-Mar-2020	(126279)	0	0.00
	AT THE END OF THE YEAR	-	0.00	31-Mar-2020	-	0	0

Sr No.	NAME & TYPE OF TRANSACTION	Shareholding at the beginning of the year - 2019		Transactions during the year		Cumulative Shareholding at the end of the year - 2020	
		No. of shares held	% of total shares of the company	Date of transaction	No. of shares	No. of shares held	% of total shares of the company
6.	<b>ALPANA S DANGI</b>	96778	0.95	30-Mar-2019		96778	0.95
	Market Purchase	-	1.05	10-May-2019	10015		1.05
	Market Purchase	-	1.17	31-May-2019	11933		1.17
	Market Sale	-	0.00	01-Nov-2019	(118726)		0.00
	Market Purchase	-	0.01	21-Feb-2020	1510		0.01
	Market Purchase	-	1.26	13-Mar-2020	126279		1.26
	AT THE END OF THE YEAR	-	1.26	31-Mar-2020	-	126279	1.26
7.	<b>ALPESHKUMAR FAKIRCHAND AGRAWAL</b>	56404	0.56	-	-	56404	0.56
	Market Sale	-	0.55	12-Apr-2019	(113)	56291	0.55
	Market Sale	-	0.52	26-Apr-2019	(3823)	52468	0.52
	Market Purchase	-	0.61	03-May-2019	9936	62404	0.61
	Market Purchase	-	0.62	17-May-2019	50	62454	0.62
	Market Purchase	-	0.62	07-Jun-2019	310	62764	0.62
	Market Sale	-	0.61	21-Jun-2019	(400)	62364	0.61
	Market Purchase	-	0.62	15-Nov-2019	254	62618	0.62
	Market Purchase	-	0.62	06-Dec-2019	3	62621	0.62
	Market Purchase	-	0.62	13-Dec-2019	11	62632	0.62
	Market Sale	-	0.62	10-Jan-2020	(50)	62582	0.62
	AT THE END OF THE YEAR	-	0.62	31-Mar-2020	-	62582	0.62
8.	<b>AVANI IMPEX PRIVATE LIMITED</b>	53976	0.53	30-Mar-2019	-	53976	0.53
	Market Sale	-	0.04	03-May-2019	-49500	4476	0.04
	Market Sale	-	0.00	17-May-2019	-4476	0	0.00
9.	<b>UTTAM BHARAT BAGRI</b>	48000	0.47	30-Mar-2019	-	48000	0.47
	AT THE END OF THE YEAR	-	0.47	31-Mar-2020	-	48000	0.47
10.	<b>KANWAL KISHORE ARORA</b>	43675	0.43	30-Mar-2019		43675	0.43
	Market Purchase		0.43	12-Apr-2019	225	43900	0.43
	AT THE END OF THE YEAR			31-Mar-2020		43900	0.43

**v. SHAREHOLDING OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:**

Sr. No.	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
	<b>For each of the Directors and KMP</b>				
1.	MR. SHIVSHANKAR LATURE				
	At the beginning of the year	4838400	47.6483	4838400	47.6483
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc)	-	-	-	-
	At the End of the year	4838400	47.6483	4838400	47.6483
2.	MR. VIVEK LATURE				
	At the beginning of the year	50640	0.4987	50640	0.4987
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc)	-	-	-	-
	At the End of the year	50640	0.4987	50640	0.4987

**V. INDEBTEDNESS:**

Indebtedness of the Company including interest outstanding/accrued but not due for payment:

Particulars	Secured Loans Excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>	46,65,29,491	11,06,80,285	0	57,72,09,776
i) Principal Amount				
ii) Interest due but not paid				
iii) Interest accrued but not due				
<b>Change in Indebtedness during the financial year</b>				
Addition	0	0	0	0
Reduction	11,54,85,459	2,65,18,131	0	14,20,03,590
Net Change	-11,54,85,459	-2,65,18,131	0	-14,20,03,590
<b>Indebtedness at the end of the financial year</b>	35,10,44,032	8,41,62,154	0	43,52,06,186
i) Principal Amount				
ii) Interest due but not paid				
iii) Interest accrued but not due				

**VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:****A. Remuneration to Managing Director, Whole-time Directors and/or Manager:**

Sl. No.	Particulars of Remuneration	Name of MD/ WTD/ Manager		
		Shivshankar Gurushantappa Lature (Executive Director)	Vivek Lature (Executive Director)	Total Amount
<b>1</b>	<b>Gross salary</b>	84,00,000	54,00,000	1,38,00,000
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	-	-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-
<b>2</b>	<b>Stock Option</b>	-	-	-
<b>3</b>	<b>Sweat Equity</b>	-	-	-
<b>4</b>	<b>Commission</b>	-	-	-
	- as % of profit	-	-	-
	- others, specify	-	-	-
<b>5</b>	<b>Others, please specify</b>	-	-	-
	<b>Total (A)</b>	<b>84,00,000</b>	<b>54,00,000</b>	<b>1,38,00,000</b>
	Ceiling as per the Act	22,512,253	22,512,253	450,245,06

**B. REMUNERATION TO OTHER DIRECTORS:**

Sl. No.	Particulars of Remuneration	NAME OF DIRECTORS							Total Amount
		Mrs. Suchitra Lature	Mr. Gurushantappa Lature*	Mr. Kallinath Chitradurga**	Mr. Anand Ganpat Kode	Mr. Deodatta Marathe	Mrs. Leena Vijay Govekar	Mr. Sanjay Sarda	
<b>1.</b>	<b>Independent Directors</b>								
	Fee for attending board / committee meetings	NA	15000	15000	20000	15000	25000	10000	1,00,000
	Commission	NA	-	-	-	-	-	-	-
	Others, please specify	NA	-	-	-	-	-	-	-
	<b>Total (1)</b>	<b>NA</b>	<b>15000</b>	<b>15000</b>	<b>20000</b>	<b>15000</b>	<b>25000</b>	<b>10000</b>	<b>1,00,000</b>
<b>2.</b>	<b>Other Non-Executive Directors</b>								
	Fee for attending board / committee meetings	21,60,000	NA	NA	NA	NA	NA	NA	21,60,000
	Commission	-	NA	NA	NA	NA	NA	NA	-
	Others, please specify	-	NA	NA	NA	NA	NA	NA	-
	<b>Total (2)</b>	<b>21,60,000</b>			<b>NA</b>	<b>NA</b>	<b>NA</b>	<b>NA</b>	<b>21,60,000</b>
	<b>Total (B)=(1+2)</b>	<b>21,60,000</b>	<b>15000</b>	<b>15000</b>	<b>20000</b>	<b>15000</b>	<b>25000</b>	<b>10000</b>	<b>22,60,000</b>
	<b>Total Managerial Remuneration</b>	<b>21,60,000</b>	<b>15000</b>	<b>15000</b>	<b>20000</b>	<b>15000</b>	<b>25000</b>	<b>10000</b>	<b>22,60,000</b>
	Overall Ceiling as per the Act		Max. of ₹ 1,00,000 per meeting to Independent Directors						

\* Mr. Gurushantappa Lature's cessation w.e.f. - 27-08-2019

\*\* Mr. Kallinath Chitradurga's cessation w.e.f. - 27-08-2019

**C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD:**

Sl. No.	Particulars of Remuneration	Key Managerial Personnel		
		Ajay Sharma (Chief Financial Officer)	Rahul Kapoor (Company Secretary)	Total
1	Gross salary	9,50,000	7,20,000	13,50,000
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	-	-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income tax Act, 1961	-	-	-
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission	-	-	-
	- as % of profit	-	-	-
	- others, specify	-	-	-
5	Others, please Specify	-	-	-
	<b>Total</b>	<b>9,50,000</b>	<b>7,20,000</b>	<b>13,50,000</b>

**VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:**

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
<b>A. COMPANY</b>					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
<b>B. DIRECTORS</b>					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-

Date: August 27, 2020  
Place: Mumbai

**Vivek Lature**  
Whole Time Director  
DIN: 02274098

**Shivshankar Lature**  
Managing Director  
DIN: 02090972

## Management Discussion and Analysis Report

### Economic overview

FY 2020 was a year which challenged economies across the globe. While most of the year was characterised by subdued activity and trade tensions, the final quarter of the fiscal saw the onset of the COVID-19 pandemic, that rattled societies and economies alike. It caused the world economic projections to stumble, indicating a 4.9% de-growth in CY 2020.

For India, FY 2020 posed a different set of challenges, apart from the pandemic. The year started with a conservative investment scenario, in anticipation of the outcome of the general elections. It also witnessed multiple interventions in the financial services ecosystem, which arrested credit growth in the country. The manufacturing scenario, especially of heavy goods, remained lukewarm as demand was stunted and construction activities were impacted by a prolonged monsoon.

However, the timely response by the government, together with the Reserve Bank of India (RBI) resulted in shoring of demand to a fair extent. Initiatives such as the rollout of the National Infrastructure Pipeline (NIP), rationalisation of the Goods and Services Tax (GST) and corporate tax cuts, contributed to expectations of a good fourth quarter. This was adequately supported by an accommodative monetary policy by the RBI. But even as green shoots started emerging in the beginning of 2020, the outbreak of the pandemic derailed the expectations of a revival and mandated consecutive lockdowns that restricted movement of people and goods. As an effect, the International Monetary Fund (IMF) has pegged India's growth in FY 2021 to be a negative 4.5%, before rising back to a positive trajectory from FY 2022 onwards.

### Industry overview

Nearly half of India is covered by wireless broadband penetration, as per the Telecom Regulatory Authority of India (TRAI). With one of the most affordable rates for connectivity, the country's demand for high-speed internet and associated requirements have skyrocketed in the past years. In fact, a recent report by Ericsson indicates that Indians on an average use 12 GB of data per month, the highest in the world. Within the next five years, this is expected to more than double and reach 25 GB per month per user in the country.

By 2025, India is also expected to have a billion smartphone data subscriptions (from 620 million in 2019), driven by ubiquitous connectivity, availability of 4G, affordability of smartphones and the demand for new content formats. India is also expected to add nearly 410 million smartphone users during this period. After rollout, by 2025, 5G will account for 18% of mobile subscriptions in India.

The COVID-19 pandemic, and the resultant lockdowns, have created a larger need for digital connectivity in India. Through the lockdowns, India has adapted to a truly virtual ecosystem where work, study and entertainment have been taken online. This trend is expected to accelerate India's adoption of broadband connectivity even as the lockdowns lift.

The telecom industry has also witnessed the rollout of National Telecom Policy 2018 to attract investments worth USD 100 billion by 2022. It also establishes support to passive infrastructure providers by allowing them larger headroom to offer more services. The industry is also expecting 5G spectrum auctions in 2021, which will drive India's future trajectory in telecom sector. In early 2020, Telecom Service Providers (TSPs) have filed their 5G trials with the Department of Telecommunications (DoT).

### Opportunities & Threats

#### Opportunities

- Rollout of 5G in India
- Large scale demand for connectivity
- Lockdown-induced shift to digital ecosystem
- Supportive government measures such as the New Telecommunications Policy
- Deepening in existing circles and expansion to newer circles

#### Threats

- Geopolitical issues
- Over consolidation of TSPs
- Natural disasters in areas of operation

## Business outlook

STL is actively involved in bringing to fore India's telecom revolution. We are investing forward across circles and are tying up with various service providers to host their 5G-ready infrastructure and secure our future growth.

### Playing our role in Digital India

From our standpoint, we will play a significant role in further widening the scope of broadband in India and will assist TSPs in deploying their technology on the infrastructure space we provide.

### 5G will accelerate our growth

We view 5G and broadband as macro drivers for our growth. We expect to capitalise on the demand for connectivity in India, driven by aspiration, affordability and innovation. With a strong pedigree in laying optical fibres and installing tower infrastructure, we will aim to be the preferred choice for all our clients, and in turn, strive to maintain our service excellence.

### Expanding our footprint

We are also expanding our geographic footprint, and are expecting to be present in 15/22 telecom circles in India by the end of FY 2021.

### Listing on the NSE and deleveraging balance sheet

In the near-to-medium term, we expect to grow faster with an infusion of equity capital by listing our stock in the National Stock Exchange (NSE) and rebalance our balance sheet to minimise our debt. We believe this will add on to our stakeholder centricity and deliver better returns every year.

## Risk management

### Key risks that may impact the Company's business include:

#### 1. Changes in regulatory environment

The regulatory environment in India continues to be challenging. Recent regulatory developments will have significant implications on the future of telephony as well as India's global competitiveness. The entire industry looks to the Government for a fair, transparent and sustainable telecom regime. Amidst this uncertain regulatory environment, the positive feature is that larger players continue to enjoy majority of market share. Considering we derive a substantial portion of our revenues from the three largest telecom players in India, the risk is mitigated to a large extent.

#### 2. Natural disasters damaging telecom networks

The Company's telecom networks are subject to risks of natural disasters or other external factors. The Company maintains insurance for its assets, equal to the replacement value of its existing telecommunications network, which provides cover for damage caused by fire, special perils and terrorist attacks. Such failures and natural disasters even when covered by insurance may cause disruption, though temporary, to the Company's operations. The Company has been investing significantly in business continuity plans and disaster recovery initiatives which will enable it to continue with normal operations and offer seamless service to our customers under most circumstances.

### Human resources

Our people remain our core strength. Even amidst the challenges of the COVID-19-induced lockdowns, our people proved their mettle by serving through the pandemic and ensuring continued servicing of our towers. At present, we have over 100 employees on roll, who are engaged across various functions of the Company.

### Internal Control Systems

The Managing Director and Chief Financial Officer are accountable for financial controls, measured by objective metrics on accounting hygiene and audit scores. The Company deploys a robust system of internal controls that facilitates the accurate and timely compilation of financial statements and management reports, ensures regulatory and statutory compliance, and safeguards investor interest by ensuring the highest level of governance and periodic communication with investors.

The Audit Committee reviews the effectiveness of the internal control system in the Company and also invites the senior management/ functional directors to provide an update on their functions from time to time. A Certificate forming part of the Corporate Governance Report confirms the existence of effective internal control systems and procedures in the Company.

The Company's Internal Assurance Group also conducts periodic assurance reviews to assess the adequacy of internal control systems and reports to the Audit Committee of the Board. The Company has taken several steps to enhance the internal control systems across all its circle operations such as: significantly improving the quality and frequency of various reconciliations, enhancing the scope and coverage of revenue assurance checks, segregation of duties, rolling out self-validation checks, regular physical verification, systems audits, desktop reviews as well as continuous training and education.

#### Financial Ratios

Sr. No	Ratios	2020	2019
1	Debtors Turnover Ratio	4 times	5.3 Times
2	Inventory Turnover Ratio	NA	NA
3	Interest Coverage Ratio	8.6 Times	7.2 Times
4	Current Ratio	1.1:1	1.4:1
5	Debt Equity Ratio	0.92:1	1.1:1
6	Operating Profit Margin (%)	40%	46%
7	Net Profit Margin (%)	27%	27.18%
8	Return on Shareholder's Equity Pre Tax	34%	42.80%
9	Return on Shareholder's Equity Post Tax	26%	29.30%

Debtors Turnover Ratio decreased due to increase in debtors. Interest Coverage Ratio increases due to reduce in finance cost and increase in sales. Margins and return on shareholders reduces due to increase in project cost in India.

Date: August 27, 2020  
Place: Mumbai

**Vivek Lature**  
Whole Time Director  
DIN: 02274098

**Shivshankar Lature**  
Managing Director  
DIN: 02090972

## REPORT ON CORPORATE GOVERNANCE

The Literal meaning of Corporate Governance is the system by which Companies are directed and controlled. However, Suyog Telematics Limited also understands this term as pursuing intellectual honesty, holding balance between economic and social goal and individual and communal goal.

Corporate governance is the combination of rules, processes or laws by which businesses are operated, regulated or controlled. The term encompasses the internal and external factors that affect the interests of a company's stakeholders, including shareholders, customers, suppliers, government regulators and management. It essentially involves balancing the interests of a company's many stakeholders, such as shareholders, senior management executives, customers, suppliers, financiers, the government, and the community.

In compliance with Regulation 34(3) read with Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), as amended from time to time, the Company submits the Corporate Governance Report for the year ended March 31, 2020.

### 1. Company's philosophy on Corporate Governance:

Our Governance system aims on creating and sustaining a deep relationship of trust and transparency with all our stakeholders, it employees, shareholders, suppliers, customers, investors, communities or policy makers. We always consider our stakeholders as partner in our journey of success and we are committed to ensure their wellbeing despite challenges and economic volatilities.

Good values, strong leadership, fairness, transparency, integrity and effective corporate governance practices have been Company's hallmark and it has inherited these from Company's founder. Underlying the principle that good corporate governance is beyond compliances, we have adopted the highest and internationally recognized standards.

The Company's overall governance framework, systems and processes reflect and support its Mission, Vision and Values. Corporate Governance is a mere legal obligation. Effective Corporate Governance is about creating long –term sustainable value for its stakeholders. Your Company continues to embrace the best practices of Corporate Governance and also continuously reviews them. A company which is proactively compliant with the law and which adds value to it through the Corporate Governance initiatives would also command a higher value in the eyes of present and prospective shareholders.

In accordance with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and some of the best practices followed internationally on Corporate Governance, the following report on governance lays down the ethos of Suyog Telematics Limited and its commitment to conduct business in accordance with sound Corporate Governance practices.

### 2. Board of Directors

#### A. Composition and Category of Directors

The Company recognizes and embraces the importance of diverse Board in its success. The Company's Board is an Optimum mix of Executive, Non-Executive and Independent Directors and confirms with the provisions of the Companies Act, 2013, Listing Regulations and other statutory provisions. The Board comprises of seven directors which includes one Managing Director, one Whole Time Director, one Non-Executive Directors and four Independent Directors.

The Board reviews its strength and composition from time to time to ensure that it remains aligned with the statutory, as well as business requirements.

Further, none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as Directors of the Company by the Board/ Ministry of corporate Affairs or any such statutory authority. A certification in respect of the same has been issued by MMJB & Associates, LLP which is enclosed at the end of the report as an Annexure D.

All the Independent Directors of the Company fulfill the conditions specified in the Listing Regulations and Companies Act, 2013 and are independent of the management.

**Composition of the Board and category of Directors-**

Sr. No.	Name	Category	No. of shares held by the Directors#
1.	Anand Kode	Non-Executive - Independent Director	-
2.	Deodatta Marathe	Non-Executive - Independent Director	812
3.	Gurushantappa Lature*	Non-Executive – Non -Independent Director	50,400
4.	Kallinath Chitradurga**	Non-Executive - Independent Director	1000
5.	Leena Govekar	Non-Executive - Independent Director	-
6.	Suchitra Lature	Non-Executive – Non -Independent Director	5,680
7.	Shivshankar Lature	Managing Director	48,38,400
8.	Vivek Lature	Executive Director	50,640
9.	Sanjay Sarda	Non-Executive - Independent Director	-

\* Retiredd w.e.f. 27.08.2019

\*\* Resigned w.e.f. 27.08.2019

# Shareholding as on March 31, 2020.

**B. Skill matrix of the Board**

The Board comprises qualified members who bring in the required skills, competence and expertise that allow them to make effective contribution to the Board and its Committees.

The Board has identified the following skills / expertise / competencies fundamental for effective functioning of the Company which are currently available with the Board:

Core Skill/Expertise/Competencies	Directors						
	Anand Kode	Deodatta Marathe	Leena Govekar	Suchitra Lature	Shivshankar Lature	Sanjay Sarda	Vivek Lature
Leadership experience of running large enterprise	Yes	Yes	Yes	Yes	Yes	Yes	Yes
Experience of crafting Business Strategies	Yes	Yes	Yes	Yes	Yes	Yes	Yes
Finance and Accounting Experience					Yes		Yes
Telecommunication and Technology			Yes	Yes	Yes		Yes
Experience of large companies and understanding of the changing regulatory landscape	Yes	Yes	Yes	Yes	Yes	Yes	Yes
Governance	Yes	Yes	Yes	Yes	Yes	Yes	Yes

**C. Attendance of each director at the Board Meeting, Last Annual General Meeting (AGM) and number of Directorship and chairmanship/membership of committees of each Director in various Companies**

During the financial year 2019 - 20, the Board met five (5) times on May 27, 2019; August 09, 2019; August 24, 2019, November 12, 2019; February 03, 2020.

Annual General Meeting of the Company was held on September 21, 2019.

Attendance of the directors in the above mentioned meetings was as follows:

Name of Director	Category	Number of directorships and committee memberships and chairmanships in other companies				Attendance at Board Meeting	Whether last Annual General Meeting attended?
		Directorship***		Committee****			
		Public	Private	Member	Chairman		
Shivshankar Lature	Managing- Director (Executive Director)	1	1			4/5	Yes
Anand Kode	Independent Director	-	-	-	-	4/5	Yes
Deodatta Marathe	Independent Director	-	-	-	-	3/5	No
Gurushantappa Lature*	Non-Executive Non-Independent Director	-	1	-	-	3/3	No
Kallinath Chitradurga**	Independent Director	-	-	-	-	3/3	No
Leena Govekar	Independent Director	-	1	-	-	5/5	Yes
Suchitra Lature	Non-Executive Non-Independent Director	-	1	-	-	5/5	Yes
Sanjay Chouthamal Sarda	Independent Director	-	4	-	-	2/2	yes
Vivek Lature	Whole Time Director (Executive Director)	-	1	-	-	3/5	No

\* Retired w.e.f. 27.08.2019

\*\* Regisned w.e.f. 27.08.2019

#### Directorship in other listed Companies:

Sr No.	Name of Director	Name of Company	Category
	-	-	-

\*\*\*The directorships, held by Directors, as mentioned above, do not include the directorships held in Suyog Telematics Limited.

\*\*\*\*In accordance with Regulation 26 of the Listing Regulations, Memberships/Chairmanships of only Audit Committees and Stakeholders' Relationship Committees in all public limited companies (excluding Suyog Telematics Limited) have been considered.

#### D. Relationship between Directors inter-se

Gurushantappa Lature is father of Shivshankar Lature and Vivek Lature. Shivshankar Lature is husband of Suchitra Lature. Other than this, there is no inter – se relationship between directors.

#### E. Familiarization programme for Board of Directors

The Company has adopted well-structured induction programmes for orientation and training of Directors at the time of their joining so as to provide them with an opportunity to familiarize themselves with the Company, its management, its operations and the industry in which the Company operates.

The Board has an active communication channel with the executive management, which enables Directors to raise queries, seek clarifications for enabling a good understanding of the Company and its various operations.

Business updates on relevant changes are regularly circulated to the Directors to keep them abreast on significant developments in the Company.

Detailed familiarization programmes for Directors is available on the Company's website at <http://suyogtelematics.co.in/wp-content/uploads/2017/01/FAMILIARIZATION-PROGRAMME-FOR-INDEPENDENT-DIRECTORS.pdf>

**F. Board Evaluation including criteria for evaluation of Independent Directors**

The Board of Directors has carried out an annual evaluation of its own performance, board committees, and individual directors pursuant to the provisions of the Act and the corporate governance requirements as prescribed by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations 2015 ('SEBI Listing Regulations').

The performance of the board was evaluated by the board after seeking inputs from all the directors on the basis of criteria such as the board composition and structure, effectiveness of board processes, information and functioning, etc. as provided by the Guidance Note on Board Evaluation issued by the Securities and Exchange Board of India on January 5, 2017.

The performance of the committees was evaluated by the board after seeking inputs from the committee members on the basis of criteria such as the composition of committees, effectiveness of committee meetings, etc.

The Board and the Nomination and Remuneration Committee reviewed the performance of individual directors on the basis of criteria such as the contribution of the individual director to the board and committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings, etc.

In a separate meeting of independent directors, performance of non-independent directors and the board as a whole was evaluated, taking into account the views of executive directors and non-executive directors. The same was discussed in the board meeting that followed the meeting of the independent directors, at which the performance of the board, its committees, and individual directors was also discussed. Performance evaluation of independent directors was done by the entire board, excluding the independent director being evaluated.

In the opinion of the board, the independent directors fulfill the conditions specified in these regulations and are independent of the management.

**G. Remuneration of Directors**

The details of the remuneration paid to Directors for the FY 2019-20 is given below:

(Amount in ₹)

Name of the Director(s)	Salary and Allowances <sup>1</sup>	Sitting Fees	Total
<b>Executive Directors</b>			
Shivshankar G. Lature	84,00,000	-	84,00,000
Vivek G. Lature	54,00,000	-	54,00,000
<b>Non-Executive Directors</b>			
Gurushantappa Lature		15,000	15,000
Suchitra Lature	21,60,000	-	21,60,000
Leena Govekar	-	25,000	25,000
Deodatta Marathe	-	15,000	15,000
Anand Kode	-	20,000	20,000
Sanjay Sarda	-	10,000	10,000
Kallinath Chitradurga	-	15,000	15,000
<b>Total</b>	<b>1,59,60,000</b>	<b>1,00,000</b>	<b>1,60,60,000</b>

1. The salary and allowance includes the Company's contribution to the Provident Fund
2. The salary does not include any deduction of taxes.

**Notes:**

- No notice period or severance fee is payable to any Director.
- There were no other pecuniary relationships or transactions of Non-Executive Directors vis-a-vis the Company.
- Payments to Non – Executive directors are made in accordance with Nomination and Remuneration Policy of the Company as displayed on the website.
- Company has no system of giving any performance linked incentives and stock options, etc.

### 3. Board Committees

The Board has constituted five committees with specific terms of reference and scope. The objective is to focus effectively on the issues and ensure expedient resolution of the diverse matters. The Committees operate as the Board's empowered agents according to their charter / terms of reference.

The Board has accepted all the recommendations of below mentioned Committees.

Meetings, Attendance and Composition of Committees of the Company:			
<b>Audit Committee</b>		<b>Nomination &amp; Remuneration Committee</b>	
The Committee met 5 (five) times during the financial year, on May 27, 2019; August 09, 2019; August 24, 2019, November 12, 2019; February 03, 2020.		The Committee met during 1 (One) time during the financial year on August 9, 2019.	
<b>Name</b>	<b>Attendance</b>	<b>Name</b>	<b>Attendance</b>
Sanjay Chouthamal Sarda, Chairman	0/2	Sanjay Chouthamal Sarda, Chairman	0/1
Deodatta Marathe, Member	4/4	Deodatta Marathe, Member	1/1
Leena Govekar, Member	4/4	Leena Govekar, Member	1/1
Vivek Lature, Member	3/5	Suchitra Shivshankar Lature, Member	1/1
<b>Stakeholders Grievance Committee</b>		<b>Corporate Social Responsibility Committee</b>	
The Committee met 2 (two) times during the financial year, on May 27, 2019; August 9, 2019;		The Committee met one time on May 27, 2019 during the financial year on	
<b>Name</b>	<b>Attendance</b>	<b>Name</b>	<b>Attendance</b>
Sanjay Chouthamal Sarda, Chairman	0/0	Shivshankar Lature, Chairman	1/1
Shivshankar Lature, Member	2/2	Sanjay Chouthamal Sarda, Member	0/0
Suchitra Lature, Member	0/0	Suchitra Lature, Member	0/0

**Note:**

Rahul Kapur, Company Secretary and Compliance Officer, acted as Secretary to above committees.

Name of the Committees	Key Responsibilities
<b>Audit Committee</b>	<p>The key responsibilities of the Committee are in compliance of Section 177 of the Companies Act, 2013 and Regulation 18 of SEBI Listing Regulations, which includes following:</p> <ul style="list-style-type: none"> <li>Oversight of financial reporting process.</li> <li>Reviewing with the management, the annual financial statements and auditors' report thereon before submission to the board for approval.</li> <li>Evaluation of internal financial controls and risk management systems.</li> <li>Recommendation for appointment, remuneration and terms of appointment of auditors of the Company.</li> <li>Approve policies in relation to the implementation of the Insider Trading Code and to supervise implementation of the same.</li> </ul>
<b>Nomination &amp; Remuneration Committee</b>	<p>The key responsibilities of the Committee is in compliance of Section 178 of the Companies Act, 2013 and Regulation 19 of SEBI Listing Regulations, which includes following:</p> <ul style="list-style-type: none"> <li>Recommend to the Board the setup and composition of the Board and its committees.</li> <li>Recommend to the Board the Appointment/Re-appointment of Directors and Key Managerial Personnel.</li> <li>Carry out evaluation of every director's performance and support the Board and Independent Directors in evaluation of the performance of the Board, its committees and individual directors.</li> <li>Recommend to the Board the Remuneration Policy for directors, executive team or Key Managerial Personnel as well as the rest of employees.</li> <li>Oversee familiarization programmes for directors.</li> </ul>

<b>Stakeholders Grievance Committee</b>	The key responsibilities of the Committee is in compliance of Section 178(5) of the Companies Act, 2013 and Regulation 20 of SEBI Listing Regulations, which includes following: Consider and resolve the grievances of security holders Consider and approve issue of share certificates, transfer and transmission of securities, etc.
<b>Corporate Social Responsibility Committee</b>	The key responsibilities of the Committee is in compliance of Section 135 of the Companies Act, 2013 and Regulation 20 of SEBI Listing Regulations, which includes following: Formulate and recommend to the board, a CSR Policy indicating the activities to be undertaken by the Company as specified in Schedule VII of the Act. Recommend the amount of expenditure to be incurred on the activities mentioned in the CSR Policy. Monitor the CSR Policy.
<b>Committee of Directors</b>	To cater various day-to-day requirements and to facilitate seamless operations, the Company has formed a functional Committee known as the Committee of Directors.
Full details of terms of reference/key responsibilities of the above-mentioned committees have been placed on the website <a href="http://suyogtelematics.co.in/investor-relation/">http://suyogtelematics.co.in/investor-relation/</a>	

#### A. Compliance Officer

Rahul Kapur, acted as the Company Secretary and Compliance Officer of the Company for the financial year 2019-20 for complying with the requirements of the Listing Regulations and applicable laws.

#### B. Independence of Statutory Auditor

The Board ensures that the statutory auditors of the Company are independent and have an arm's length relationship with the Company.

#### C. Total fees paid to Statutory Auditor

A total fee of ₹ 4,50,000 was paid by the Company to the Statutory Auditors for the financial year ended March 31, 2020.

#### D. General Body Meetings

Annual General Meeting

The details of last three Annual General Meeting are as follows:

Year	Time, Day, Date and	Location	Summary of Special Resolutions passed:
24 <sup>th</sup> AGM-2018-19	11:00 AM Saturday September 21, 2019	Mantra, Powai Plaza, Adi Shankaracharya Marg, Hiranandani Gardens, Sainath Nagar, Powai, Mumbai, Maharashtra 400076, India	To authorise issuance of equity shares / other securities convertible into equity shares up to ₹ 200 Crore To authorise issuance of Debt Securities upto ₹ 200 Crore To approve increase in the managerial remuneration of Mr. Shivshankar Gurushantappa Lature, however the resolution was not passed. To approve revision in the remuneration of Mr. Vivek Gurushantappa Lature, however the resolution was not passed. To approve remuneration of Mrs. Suchitra Shivshankar Lature, Non-Executive Director of the Company, however the resolution was not passed.
23 <sup>rd</sup> AGM-2017-18	11:00 AM Monday September 24, 2018	Ground Floor, Powai Plaza, Opposite Pizza Hut, Hiranandani, Powai, Mumbai, Maharashtra 400076	Re-appointment of Deodatta Marathe as an Independent Director. Re-appointment of Kallinath Chitradurga as an Independent Director. Approval of Employee Stock Option Scheme 2018 (ESOP Scheme 2018) Grant of Option to identified employees, equal to or exceeding 1% of the issued capital of the company under ESOP Scheme 2018. Approval for issue of Foreign Currency Convertible Bonds (FCCBs) or Debentures or Convertible Securities for an amount up to INR 150 Crore.

Year	Time, Day, Date and	Location	Summary of Special Resolutions passed:
22 <sup>nd</sup> AGM - 2016 -17	11:00 AM Monday September 18, 2017	Mukteshwar Ashram Road, Tirandaz, Powai, Mumbai – 400076, Maharashtra	Approval of ESOP scheme 2017 –  The proposal was placed before the Shareholders, however the resolution was not passed.

#### E. Resolution passed or proposed to be passed by Postal Ballot

No resolution was passed by postal ballot during the financial year 2019-20 and neither any resolution is proposed by the Board of Directors to be passed by postal ballot.

#### F. Means of Communication

- Financial Results, Official News Releases and presentation to investor

Company upload quarterly, half yearly as well as annual financial results on BSE corporate compliance & Listing center (BSE's portal), website of the Company ([www.suyogtelematics.co.in](http://www.suyogtelematics.co.in)) and financial results are also published in prominent daily newspapers, viz. Financial Express (English daily) and Mumbai Lakshadweep (vernacular newspaper).

- General Shareholders Information

<b>Company Registration Details</b>	The Company is registered in the State of Maharashtra, India w.e.f. July 28, 1995. The Corporate Identity Number (CIN) allotted to the Company by the Ministry of Corporate Affairs (MCA) is L32109MH1995PLC091107
<b>Financial Year</b>	April 01, 2019 to March 31, 2020
<b>Annual General Meeting</b>	29.09.2020
<b>Dividend Payment</b>	The Board of directors has recommended Interim Dividend for the Financial Year 2019-20
<b>Name &amp; address of Stock Exchange</b>	The BSE Limited  Phiroze Jeejeebhoy Towers,  Dalal Street, Mumbai – 400001
<b>Stock Code</b>	537259
<b>Status of Listing fees for FY –2019-2020</b>	Paid
<b>Registrar to an Issue and Share transfer Agent (RTA)</b>	Bigshare Services Private Limited
<b>Dematerialization of shares</b>	100% Dematerialized  (Number of shares as on March 31, 2020 with NSDL – 98,46,414 and CDSL – 3,07,986)
<b>Liquidity</b>	Frequently traded
<b>Outstanding GDRs / ADRs / Warrants or any Convertible instruments, conversion date and likely impact on equity</b>	NIL
<b>Commodity price risk or foreign exchange risk and hedging activities</b>	The nature of the business of the Company is such that it does not involve any material risk on account of foreign exchange and commodity prices. Therefore, the Company has not undertaken any hedging activities during the year.
<b>Plant Location</b>	Being a service provider company, Suyog Telematics Limited has no plant locations. The Company's registered office address is provided at the end of the Annual Report.
<b>Communication Address for:</b>	Rahul Kapur
<b>Corporate Governance and Other Secretarial related matters</b>	Company Secretary and Compliance Officer  <a href="mailto:investor@suyogtelematics.co.in">investor@suyogtelematics.co.in</a>  022-25795516 / 25778029 / 25778030,

<b>Financial Statements</b>	Ajay Sharma Chief Financial Officer Ajaysharma@suyogtelematics.co.in
<b>Business related matters</b>	Tushar Shah Business Development Head tusharshah_8001@yahoo.in
<b>Registrar &amp; Transfer Agent</b>	Lawoo Keluskar Bigshare Services Pvt. Ltd. lawoo@bigshareonline.com E-2/3, Ansa Industrial Estate, Saki Vihar Road, Saki Naka, Andheri (E ) Mumbai 400 072, India +91 07045454396

#### G. Share Transfer System

- **For Electronic Shares**

These shares can be transferred through the depositories without the Company's involvement.

- **For Physical Shares**

Transfer of shares in physical form is processed within 15 days from the date of receipt, provided the documents are complete in all respects. All transfers are first processed by the Transfer Agent and are submitted thereafter to the Company, for approval. The Transfer Agent has been authorized to transfer minor shareholding up to 50 shares per instrument without the Company's involvement.

All the shares of the Company are in electronic format.

Further, pursuant to Regulation 40(9) of the Listing Regulations, the Company obtains certificates from a practicing Company Secretary on a half-yearly basis to the effect that all the transfers are completed within the statutory stipulated period. A copy of the certificates so received is submitted to Stock Exchange, where the shares of the Company are listed.

#### H. Distribution of Shareholding

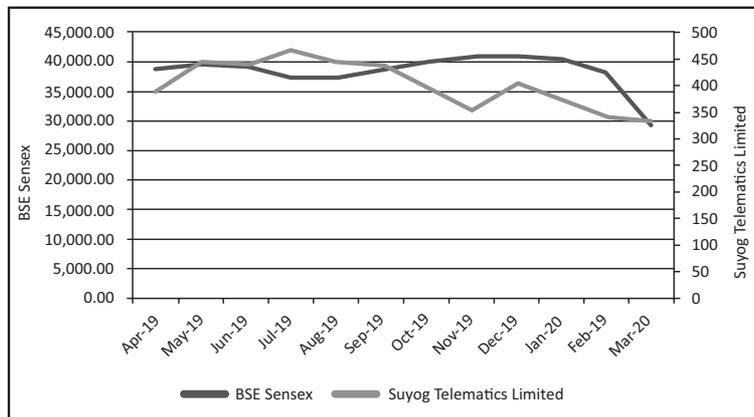
Shareholding	Number of Shareholder	Percentage to Holders	Number of shares	Percentage to Shares
1 - 500	1	1.0309	10	0.0002
1001 - 2000	46	47.4227	55200	1.0036
2001 - 3000	8	8.2474	19200	0.3491
3001 - 4000	1	1.0309	3600	0.0655
4001 - 5000	3	3.0928	14400	0.2618
5001 - 10000	4	4.1237	33600	0.6109
10001 - 999999999	34	35.0515	5373990	97.7089
<b>Total</b>	<b>97</b>	<b>100.0000</b>	<b>5500000</b>	<b>100.0000</b>

### I. Stock Market Data – High, Low during each month in last financial year

The monthly high & low during each month, in last financial year, is as below:

BSE			
Month	Low	High	Volume Traded (No. of Shares)
Apr-19	245.00	431.90	1,60,577
May-19	341.65	447.00	1,34,390
Jun-19	401.20	524.00	14,808
Jul-19	412.30	475.00	1,675
Aug-19	335.00	475.00	4,462
Sep-19	380.20	472.45	4,386
Oct-19	385.85	455.00	684
Nov-19	351.50	447.00	6,896
Dec-19	333.95	415.00	14,978
Jan-20	340.00	438.00	14,23,700
Feb-20	315.00	418.00	25,070
Mar-20	263.70	372.00	9,158

### J. Suyog Telematics Limited share price vs. BSE Sensex



### K. Disclosures and Policy

- Disclosure on Materially Significant Related Party Transactions that may have potential conflict with the interest of Company at large

During the financial year, all transactions entered into by the Company with related parties are in the ordinary course of business and at arm's length basis. Also, these transactions are not material in terms of Listing Regulations and neither have potential conflict with the interest of the Company rather synchronize and synergies with the Company's operations.

Further, in compliance of Regulation 23 of Listing Regulations, the Company has obtained omnibus approval from the audit committee at the beginning of the financial year and had placed quarterly report on such transaction before it for review. Attention of members is drawn to the disclosure of transactions with the related parties set out in Notes to financial statement of the Standalone Financial Statements, forming part of the Annual Report.

The Board of Directors has formulated a Policy on dealing with Related Party Transactions pursuant to the provisions of the Companies Act, 2013 and the Listing Regulations. The Policy intends to ensure that proper reporting, approval and disclosure processes are in place for all transactions between the Company and related parties. The Policy is posted on the website of the Company at <http://suyogtelematics.co.in/investor-relation/>

**L. Prevention of Sexual Harassment:**

The Company has a comprehensive policy which is in compliance with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. An Internal Complaints Committee ('ICC') has been constituted as per procedure prescribed in the law. All such investigations are conducted as per the tenets of the law and the Company policy. During the financial year, no complaints has been received neither any previous Complaints are pending.

**M. Nature of Complaints and Redressal Status**

Details of the investors' complaints received during FY 2019 - 2020 are as follows:

Complaints pending as on 01.04.2019	0
Complaints receiving during the period	0
Complaints disposed of during the period	0
Complaints unresolved as on 31.03.2020	0

**N. Compliance with the Mandatory Requirements of the Listing Regulations**

The Board of Directors periodically reviews the compliance of all applicable laws. The Company has complied with all the mandatory requirements of the Corporate Governance as specified in Regulations 17 to 27 and clauses (b) to (i) of sub regulation (2) of Regulation 46 of the Listing Regulations. It has obtained a certificate affirming the said compliances from M/s. Harish Chawla & Associates, Practicing Company Secretary, and the Secretarial Auditor of the Company and the same is attached to the Board's Report.

**O. Details of Compliances with the Non-mandatory Requirements of Regulation 27 of the Listing Regulations**

In addition to the mandatory requirements, the Company has also adopted the following non-mandatory requirements of Regulation 27(1) of the Listing Regulations:

- o Audit Qualification: The Company is in the regime of unqualified financial statements.
- o Reporting of Internal Auditor: The Internal Auditor directly reports to the Audit Committee

**P. Whistle Blower Policy**

Suyog Telematics has a robust vigil mechanism. It outlines the method and process for stakeholders to voice genuine concerns about unethical conduct that may be in breach with the employees' Code of Conduct.

The Vigil Mechanism aims to provide a channel to the Directors and Employees to report genuine concerns about unethical behavior, actual or suspected fraud or violation of the Codes of Conduct. The Company is committed to adhere to the highest standards of ethical, moral and legal conduct of business operations. To maintain these standards, the Company encourages its employees who have concerns about suspected misconduct to come forward and express these concerns without fear of punishment or unfair treatment. This policy aims to provide an avenue for Employees & Directors to raise concerns of any violations of legal or regulatory requirements, unethical behavior, fraud, violation of Company's Code of conduct, incorrect representation of any financial statements and reports, etc., and also to provide for direct access to the Chairman of the Audit Committee in exceptional cases. This neither releases employees from their duty of confidentiality in the course of their work nor can it be used as a route for raising malicious or unfounded allegations about a personal situation.

No personnel were denied access to the audit committee.

**Q. Insider Trading**

In compliance with the SEBI regulation on prevention of insider trading, the Company has established systems and procedures to regulate and monitor insider trading by designated person and has formulated a code on insider trading for designated persons, who may have access to the Company's price sensitive information. The Code lays down procedures to be followed and disclosures to be made, while trading in the Company's shares.

The Company follows highest standards of transparency and fairness in dealing with all stakeholders and ensures that no insider shall use his or her position with or without knowledge of the Company to gain personal benefit or to provide benefit to any third party.

**R. Details of Non-compliance with regard to Capital Markets or other statutory authority during the last three years**

The details of non-compliances by the Company / penalties and / or strictures imposed by Stock Exchanges or SEBI or any statutory authority on any matter related to capital markets during the last three years are given below.

The Company has entered into transactions in which Directors are interested in contravention of provisions of Section 185 of the Act.

- In the financial year 2017 - 2018 loans made to one party which was interested to director up to August 21, 2017. The transaction was of previous financial years and w.e.f. the said date of August 21, 2017, such party was converted into public limited company and not remain interested to any of the directors of the Company.

## AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE

To

**The Members of Suyog Telematics Limited**

41, Suyog Industrial Estate,  
1<sup>st</sup> Floor, L.B.S Marg,  
Vikhroli (West), Mumbai,  
Maharashtra, India – 400083

1. The Corporate Governance Report prepared by Suyog Telematics Limited (“the Company”), contains details as required by the provisions of Chapter IV of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“the Listing Regulations”) (‘Applicable criteria’) with respect to Corporate Governance for the year ended March 31, 2020. This report is required by the Company for annual submission to the Stock exchange and to be sent to the Shareholders of the Company.
2. The preparation of the Corporate Governance Report is the responsibility of the Management of the Company including the preparation and maintenance of all relevant supporting records and documents. This responsibility also includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Corporate Governance Report.
3. The Management along with the Board of Directors are also responsible for ensuring that the Company complies with the conditions of Corporate Governance as stipulated in the Listing Regulations, issued by the Securities and Exchange Board of India except corporate Governance Report which is filed on January 17, 2020 which due date was January 15, 2020.
4. Pursuant to the requirements of the Listing Regulations, our responsibility is to express a reasonable assurance in the form of an opinion whether the Company has complied with the specific requirements of the Listing Regulations referred to in paragraph 3 above.
5. Based on the procedures performed by us and according to the information and explanations given to us, we are of the opinion that the Company has complied with the conditions of Corporate Governance as stipulated in the Listing Regulations, as applicable, as at March 31, 2020, referred to in paragraph 1 above.
6. This report is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.
7. This Certificate is issued solely for the purpose of complying with the aforesaid Regulations and may not be suitable for any other purpose.

For Harish Chawla & Associates Company Secretaries

Date: August 27, 2020  
Place: Mumbai

**Harish Chawla**  
Mem. No. F9002  
CP NO. 15492

## Declaration

I hereby confirm that the Company has received from all the members of the Board and Senior Management, for the financial year ended March 31, 2020, a confirmation that they are in compliance with the Company's Code of Conduct.

Date: August 27, 2020  
Place: Mumbai

**Shivshankar Lature**  
Managing Director

## MD & CFO CERTIFICATION

Pursuant to the requirements of Regulation 17(8) of SEBI (Listing Obligations and Disclosure Requirements), 2015, We, Shivshankar Lature, Managing Director and Ajay Sharma, Chief Financial Officer, of the Company, certify that:

- A. We have reviewed financial statements and the cash flow statement for the year ended March 31, 2020 and that to the best of our knowledge and belief:
  - (1) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - (2) these statements together present a true and fair view of the listed entity's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- B. There are, to the best of our knowledge and belief, no transactions entered into by the listed entity during the year which are fraudulent, illegal or violative of the listed entity's code of conduct.
- C. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the listed entity pertaining to financial reporting and we have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- D. We have indicated to the auditors and the Audit committee
  - (1) significant changes in internal control over financial reporting during the year;
  - (2) significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
  - (3) instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the listed entity's internal control system over financial reporting.

Date: August 27, 2020  
Place: Mumbai

**Vivek Lature**  
Whole Time Director  
DIN: 02274098

**Shivshankar Lature**  
Managing Director  
DIN: 02090972

**CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS**

(Pursuant to Regulation 34 (3) and Schedule V Para C Clause (10) (i) of SEBI  
(Listing Obligations and Disclosure Requirements) Regulations, 2015)

To

The Members

**Suyog Telematics Limited**

We have examined the relevant disclosures provided by the Directors (as enlisted in Table A) to **Suyog Telematics Limited** having **CIN L32109MH1995PLC091107** and having registered office at 41, Suyog Indl Estate, 1<sup>st</sup> Floor, Ribs Marg, Vikhroli West Mumbai 400083. (hereinafter referred to as 'the Company') for the purpose of issuing this Certificate, in accordance with Regulation 34 (3) read with Schedule V Para C clause 10 (i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal [www.mca.gov.in](http://www.mca.gov.in)) as considered necessary and based on the disclosures of the Directors, we hereby certify that none of the Directors on the Board of the Company (as enlisted in Table A) have been debarred or disqualified from being appointed or continuing as Directors of the companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority for the period ended as on March 31, 2020.

**Table A**

<b>Sr. No.</b>	<b>Name of the Directors</b>	<b>Director Identification Number</b>	<b>Date of appointment in Company</b>
1.	Anand Ganpat Kode	07672552	08/12/2016
2.	Deodatta Gangadhar Marathe	02940812	29/07/2013
3.	Leena Vijay Govekar	07286584	30/09/2015
4.	Sanjay Chouthamal Sarda	00157186	24/08/2019
5.	Shivshankar Gurushantappa Lature	02090972	28/07/1995
6.	Suchitra Shivshankar Lature	07440192	18/02/2016
7.	Vivek Gurushantappa Lature	02274098	28/07/1995

For **Makarand M. Joshi & Co.**  
Practicing Company Secretaries

Sd/-

**Kumudini Bhalerao**

Partner

FCS No. 6667

CP No. 6690

Place: Mumbai

Date: August 27, 2020

## Business Responsibility Report 2019-20

### Section A: General information about the Company

1.	Corporate Identity Number (CIN) of the Company	L32109MH1995PLC091107
2.	Name of the Company	Suyog Telematics Ltd
3.	Registered address	41, Suyog Industrial Estate, 1 <sup>st</sup> Floor, LBS Marg, Vikhroli West, Mumbai, Maharashtra, 400083
4.	Website	<a href="http://suyogtelematics.co.in/">http://suyogtelematics.co.in/</a>
5.	Email ID	investor@suyogtelematics.co.in
6.	Financial year reported	2019-20
7.	Sector(s) that the Company is engaged in (industrial activity code-wise)	Installing and commissioning of Poles, Towers and Optical Fibre Cable (OFC) Systems in India.
8.	List three key products / services that the Company manufactures / provides (as in Balance Sheet)	Tower Business Pole Business Optical Fiber Business
9.	Total number of locations where business activity is undertaken by the Company (a) Number of International Locations (b) Number of National Locations	(a) NA (b) Registered Office at 41, Suyog Industrial Estate, 1 <sup>st</sup> Floor, LBS Marg, Vikhroli West, Mumbai, Maharashtra, 400083
10.	Markets served by the Company – Local / State / National / International	National

### Section B: Financial details of the Company

1.	Paid-up capital	10,15,44,000
2.	Total turnover	1,22,32,63,806
3.	Total profit after taxes	33,02,83,779
4.	Total spending on Corporate Social Responsibility (CSR) as percentage of profit after tax	-
5.	List of activities in which expenditure in 4 above has been incurred	-

### Section C: Other details

1.	Does the Company have any subsidiary company/ companies	NA
2.	Do the Subsidiary Company/ Companies participate in the BR Initiatives of the parent company? If yes, then indicate the number of such subsidiary company(s)	NA
3.	Do any other entity/entities (e.g. suppliers, distributors etc.) that the Company does business with, participate in the BR initiatives of the Company? If yes, then indicate the percentage of such entity/ entities?  If yes, then indicate the percentage of such entity/ entities? [Less than 30%, 30-60%, More than 60%]	The Company has not mandated any supplier, distributor etc. to participate in the BR initiatives of the Company. However, they are encouraged to adopt BR Initiatives and follow the concept expected from responsible businesses.

**Section D: BR information**

## 1. Details of Director / Directors responsible for BR

**(a) Details of the Director/Director responsible for implementation of the BR**

Sr. No.	DIN	Name	Designation
1.	02090972	Shivshankar Lature	Managing Director

**(b) Details of the BR head**

Sr. No.	DIN	Name	Designation	E-mail id
1.	02090972	Shivshankar Lature	Managing Director	sgl@suyogtelematics.co.in

**2) Principle-wise (as per National Voluntary Guidelines) Business Responsibility (BR) policy / policies (reply with Yes / No)**

Respect and Integrity for its people, environment and other businesses have always been at the heart of your Company's Corporate Responsibility. Your Company's Corporate Purpose is to make Sustainable Living Commonplace and it believes that this is the best way to deliver long-term sustainable growth.

The National Voluntary Guidelines on Social, Environmental and Economic Responsibilities of Business (NVGs) released by the Ministry of Corporate Affairs has adopted nine areas of Business Responsibility.

S. NO	Questions	P1 Ethics, Transparency and Accountability	P2 Products Lifecycle Sustainability	P3 Employees' Well-being	P4 Stakeholder Engagement	P5 Human Rights	P6 Environment	P7 Policy Advocacy	P8 Inclusive Growth	P9 Customer Value
1.	Do you have a policy/ policies for...	Yes	No	Yes	Yes	Yes	Yes	No	Yes	No
		1. Code of Conduct 2. Whistle Blower Policy	NA	1. Code of Conduct 2. Whistle Blower Policy 3. Prevention on Sexual Harassment at women at workplace	Whistle Blower Policy	Prevention on Sexual Harassment at women at workplace	1. Code of Conduct 2. CSR Policy	NA	CSR Policy	NA
2.	Has the policy being formulated in consultation with the relevant stakeholders?	Yes	NA	Yes	Yes	Yes	Yes	NA	Yes	NA
3.	Does the policy conform to any national/ international standards? If yes, specify? (50 words)	Integrity, Transparency and Fairness are the cornerstones within the Company. The Company believes in benchmarking practices and national standards - to the best possible extent.  Suyog Telematics Limited is an ISO 9001: 2008, ISO 14001:2015 & OHSAS 18001:2007 certified company, is a growing passive telecommunication infrastructure provider in India, engaged primarily in the business of installing and commissioning of Poles, Towers and Optical Fibre Cable (OFC) Systems in India. We are a Service Provider of Fiber Optic Network Solution, Tower Erection Service and Pole Erection Service.								

S. NO	Questions	P1 Ethics, Transparency and Accountability	P2 Products Lifecycle Sustainability	P3 Employees' Well-being	P4 Stakeholder Engagement	P5 Human Rights	P6 Environment	P7 Policy Advocacy	P8 Inclusive Growth	P9 Customer Value
4.	Has the policy being approved by the Board?  Is yes, has it been signed by MD/ owner/ CEO/ appropriate Board Director?	All Statutory Policies and Codes are adopted considering prevailing Legal requirements and approvals of respective body [Board of Directors, its Committees and Company Management]. The abovementioned policies are not signed by the Board of Directors. However, we ensure to get them signed in the due course of business.								
5.	Does the company have a specified committee of the Board/ Director/ Official to oversee the implementation of the policy?	Implementation mechanism of all the Policies & Codes is presented to and reviewed by the respective body periodically.								
6.	Indicate the link for the policy to be viewed online?	Code of Conduct- <a href="http://suyogtelematics.co.in/wp-content/uploads/2017/01/1.-code-of-conduct.pdf">http://suyogtelematics.co.in/wp-content/uploads/2017/01/1.-code-of-conduct.pdf</a> Whistle Blower Policy- <a href="http://suyogtelematics.co.in/wp-content/uploads/2017/01/whiste-blower-policy-1.pdf">http://suyogtelematics.co.in/wp-content/uploads/2017/01/whiste-blower-policy-1.pdf</a> Prevention on Sexual Harassment at women at workplace- CSR Policy- <a href="https://suyogtelematics.co.in/wp-content/uploads/2017/02/Corporate-Social-Responsibility-Policy-of-Suyog.pdf">https://suyogtelematics.co.in/wp-content/uploads/2017/02/Corporate-Social-Responsibility-Policy-of-Suyog.pdf</a>								
7.	Has the policy been formally communicated to all relevant internal and external stakeholders?	Yes, requisite awareness programs are carried out and communicated to all the stakeholders, which help them understand behavioral expectation from them. In critical areas such as Safety, advance trainings and workshops with specific focus have been conducted time to time.								
8.	Does the company have in-house structure to implement the policy/ policies?									
9.	Does the Company have a grievance redressal mechanism related to the policy/ policies to address stakeholders' grievances related to the policy/ policies?	Company' Vigil Mechanism / Whistle Blower Policy is an effective tool towards grievance redressal mechanism.								

S. NO	Questions	P1 Ethics, Transparency and Accountability	P2 Products Lifecycle Sustainability	P3 Employees' Well-being	P4 Stakeholder Engagement	P5 Human Rights	P6 Environment	P7 Policy Advocacy	P8 Inclusive Growth	P9 Customer Value
10.	Has the company carried out independent audit/ evaluation of the working of this policy by an internal or external agency?	Implementation of the policies is evaluated as part of internal governance by policy owners								

**2a. If answer to Sl. No. 1 against any principle is 'No', please explain why (tick up to two options)**

S.NO	Questions	P2	P7	P9
1.	The company has not understood the Principles	-	-	-
2.	The company is not at a stage where it finds itself in a position to formulate and implement the policies on specified principles	-	-	-
3.	The company does not have financial or manpower resources available for the task	-	-	-
4.	It is planned to be done within next 6 months	-	-	-
5.	It is planned to be done within the next 1 year	√	√	√
6.	Any other reason (please specify)	-	-	-

**3. Governance related to BR**

Indicate the frequency with which the Board of Directors, Committee of the Board or CEO to assess the BR performance of the Company. – Annually

Does the Company publish a BR or a Sustainability Report? What is the hyperlink for viewing this report? How frequently it is published? – The BR forms part of Annual report. It is published annually.

**Section E: Principle-wise performance**

**Principle 1- Ethics, Transparency and Accountability**

Businesses should conduct and govern themselves with ethics, transparency and accountability.

1. Does the policy relating to ethics, bribery and corruption cover only the Company? (Yes/No). Does it extend to the Group/ Joint Ventures/Suppliers/Contractors/NGOs/Others?

The Core Values, which govern working of the Company, are Care, Excellence and Integrity. The Company nurtures - a culture of high integrity and is proud that its employees demonstrate behavior that is honest and transparent. The Company has adopted the Code of Conduct ('CoC' or 'Code') with the aim to follow and maintain the highest ethical and moral standards, in compliance with the applicable laws, and in a manner that excludes considerations of direct and indirect personal advantage / gains.

The Code applies to every employee, director and officer of the Company, suppliers, customers, contract staff, contractors and consultants who are working on behalf of / for the Company (through outsourcing of services, processes or any business activity), are required to act consistently in accordance with the CoC. The Company's Directors and the members of the Senior Management are required to submit an affirmation on the Compliance of the CoC.

The Company's commitment towards doing business responsibly is built upon its CoC and is complemented by

- Well-structured internal control systems for regular assessment of effectiveness of company's code of conduct, its understanding and adherence.
- A robust governance structure that evaluates and monitors Compliance to the Code.

2. How many stakeholder complaints have been received in the past financial year and what percentage was satisfactorily resolved? If so, provide details thereof, in about 50 words or so.

An effective vigil mechanism/whistle blower policy is in place to report to the management, instances on unethical behavior and any violation of the Company's Code of Conduct. The Company has not received any stakeholder complaints in the past financial year. Further, the Company has instituted a Committee to redress complaints received regarding sexual harassment.

## **Principle 2 –Sustainability**

Businesses should provide goods and services that are safe and contribute to sustainability throughout their life cycle

1. List up to 3 of your products or services whose design has incorporated social or environmental concerns, risks and/or opportunities.

Environment and social concern holds a center stage in the innovation and development of our products, few products are:

1. Tower
2. Poles
3. Optical Fiber

2. For each such product, provide the following details in respect of resource use (energy, water, raw material etc.) per unit of product:

- (i) Reduction during sourcing/production/distribution achieved since the previous year throughout the value chain
- (ii) Reduction during usage by consumers (energy, water) has been achieved since the previous year?

Since the products are built in multiple quantities, the details are not quantified unit-wise. Hence, these details are not available.

3. Does the Company have procedures in place for sustainable sourcing (including transportation)? If yes, what percentage of your inputs was sourced sustainably? Also, provide details thereof.

Yes. The Company has implemented various sustainable supply chain practices and initiatives and at the same time ensures timely and cost effective deliveries for necessary resources.

Multiple sources are developed for sourcing inbound material and are being mapped to circle for consumption maintaining shortest travel distance.

Warehouses are strategically oriented for shortest distance to sites and returns. Compliances to Govt. standards are maintained while procuring fresh goods and discard of used and scrap assets. Emphasis and strategy is practiced for repair and reuse of assets.

4. Has the Company taken any steps to procure goods and services from local & small producers, including communities surrounding their place of work? If yes, what steps have been taken to improve their capacity and capability of local and small vendors?

Yes, to the extent possible, the services are procured from local and small service providers.

5. Does the Company have a mechanism to recycle products and waste? If yes, what is the percentage of recycling of products and waste (separately as 10%). Also, provide details thereof.

The Company endeavors to manage the environmental impacts of organizational activities and services. The Company focuses on minimizing the waste generation from its place of operations.

## **Principle 3 – Welfare of employees**

Businesses should promote the well-being of all employees

1. Total number of employees:

- i. Staff: 193 plus
- ii. Workers: -

2. Total number of employees hired on temporary/contractual/casual basis:

Contractual workers: NA

Total contractual workers here include Lump sum, Man days based and Production based workers.

3. Do you have an employee association that is recognized by management? No

4. What percentage of your permanent employees is members of this recognized employee association?

100% of our workers are members of the union.

5. Please indicate the number of complaints relating to: (i) Child labour, forced labour, involuntary labour, sexual harassment in the last financial year and pending, as on the end of the financial year; (ii) Sexual harassment; (iii) Discriminatory employment.

The Company does not employ child labour, forced labour or involuntary labour. Further, no complaints were received pertaining to sexual harassment during the financial year 2019-20.

6. What percentage of your under mentioned employees were given safety and skill up-gradation training in the last year?

Around 30% employees were given safety and skill up-gradation training in the FY 2019-20.

#### **Principle 4 – Stakeholder’s Engagement**

Businesses should respect the interests of, and be responsive towards all stakeholders, especially those who are disadvantaged, vulnerable and marginalized.

1. Has the Company mapped its internal and external stakeholders?

Yes, the Company has mapped its internal and external stakeholders. The key stakeholders of the Company includes its Customers, Regulatory Authorities including Government, Employees, Vendors, Contractors, Bankers, Investors and Shareholders.

2. Out of the above, has the Company identified the disadvantages, vulnerable and marginalized stakeholders?

All the stakeholders are equally important for the Company and none of the stakeholders are considered as disadvantaged, vulnerable and marginalized.

3. Are there any special initiatives taken by the company to engage with the disadvantaged, vulnerable and marginalized stakeholders. If so, provide details thereof, in about 50 words or so.

Not applicable.

#### **Principle 5 – Human Rights**

Businesses should respect and promote human rights

1. Does the policy of the Company on human rights cover only the Company or extend to the Group/Joint Ventures/Suppliers/Contractors/NGOs/Others?

Human rights are a non-negotiable priority for Suyog Telematics Limited. We adhere to all statutes that embody the principles of human rights, such as prevention of child labour, empowerment of women, civil liberties, non-discrimination, etc. Not only our intentions, but also our actions are compliant with all statutory laws and regulations. The Company ensures that it is implemented at all these levels and the Suppliers/Contractors/NGOs dealing with the Company are also encouraged to maintain ethical standards in all their practices..

2. How many stakeholder complaints have been received in the past financial year and what percent was satisfactorily resolved?

Our stakeholder engagement processes are robust and have strong listening mechanisms. In the financial year, there were no human rights violation complaints relating either to child, forced and involuntary labor, discriminatory employment against the Company or any other stakeholder complaints.

#### **Principle 6 – Environment, Health and Safety**

Business should respect, protect, and make efforts to restore the environment

1. Does the policy related to Principle 6 cover only the Company or extends to the Group/Joint Ventures/ Suppliers/Contractors/NGOs/others?

The Company has its own set of principles for safety policy. The Company ensures that it is implemented at all these levels and the Suppliers/Contractors dealing with the Company are also encouraged to maintain ethical standards in all their practices.

2. Does the Company have strategies/ initiatives to address global environmental issues such as climate change, global warming, etc? Y/N. If yes, please give hyperlink for webpage etc.

The Company is in the process of formulating strategies to address global environmental issues

3. Does the Company identify and assess potential environmental risks?

Yes, we have a proper mechanism to identify and assess the potential environmental risks on a regular basis and also do the after follow-ups for the same to ensure the proper actions to cater to those identified risks. All the units are ISO 9001: 2008, ISO 14001:2015 & OHSAS 18001:2007 certified.

4. Does the Company have any project related to Clean Development Mechanism? If so, provide details thereof, in about 50 words or so. Also, if yes, is any environmental compliance report filed? (Please confirm)

Currently we do not have any project related to Clean Development Mechanism.

5. Has the Company undertaken any other initiatives on – clean technology, energy efficiency, renewable energy etc.? Y/N. If yes, please give hyperlink for webpage etc.

NA

6. Are the emissions/waste generated by the Company within the permissible limits given by CPCB/SPCB for the financial year being reported?

Yes, we comply with all applicable environmental legislations in the locations we operate from. We monitor and track all parameters as defined by CPCB or SPCBs and ensure that they are maintained within norms.

7. Number of show cause/legal notices received from CPCB/SPCB which are pending (i.e. not resolved to satisfaction) as on end of financial year.

We did not have any monetary or non-monetary sanctions imposed on us for non-compliance with environmental laws and regulations during FY 2019-20.

### **Principle 7 – Policy Advocacy**

Businesses, when engaged in influencing public and regulatory policy, should do so in a responsible manner.

1. Is your Company a member of any trade and chamber or association? If yes, name only those major ones that your business deals with. NA

2. Have you advocated/lobbied through above associations for the advancement or improvement of public good? Yes/No. If yes, specify the broad areas.

Whenever any consultation paper is released by TRAI and/ or policy/guideline related to telecom Infrastructure including towers is issued by Department of Telecommunications, any State Govt. or any local authority(ies), the Company provides its inputs directly as well as through Industry association(s) for an appropriate representation to the Licensor/ Regulator / respective State or local authority. The Company focuses on public policies that maximize the ability of individuals and companies to innovate, increase job creation, benefit the daily lives of people and strengthen the country's economy. We work to ensure that our public policy positions complement or advance our sustainability and citizenship objectives. Our focus is centered on the provision of robust telecom passive infrastructure at affordable price to our customers.

### **Principle 8 – Inclusive Growth and Equitable Development**

Businesses should support inclusive growth and equitable development

1. Does the Company have specified programs/initiatives/projects in pursuit of the policy related to Principle 8? If yes, details thereof.

Our business processes promote inclusion of our different stakeholders as per the requirements on ground, especially the communities that we operate in. These ensure that our people and communities at large are included and empowered through sustainable economic growth by:

- Building a quality driven telecommunication infrastructure even in the remotest and conflict hit locations including Kashmir, North East and the Naxalite affected areas and thereby connecting the unconnected.
- Generating employment on equal opportunity basis and business opportunities directly as well as indirectly, especially in rural areas wherein employment opportunities are otherwise minimal.

- The Company's contribution towards social development through its social responsibility programs and projects has slowly ensured that it enjoys the goodwill of the community that it operates in. Our focuses on multiple social concerns through a number of non-profit organizations has strengthened our reach and connect with the last mile beneficiary.
2. Are the programs/projects undertaken through in-house team/own foundation/external NGO/government structures/any other organization?

The Company is keen on undertaking projects/ programs through external NGOs.

3. Have you done any impact assessment of your initiative?

The Company has not yet done any assessment.

4. What is your Company's direct contribution to community development projects – Amount in INR and the details of the projects undertaken?

The Company is keen on undertaking projects/ programs through external NGOs.

5. Have you taken steps to ensure that the community successfully adopts this community development initiative? Please explain in 50 words or so.

The Company will be taking steps to ensure that the community successfully adopts this community development initiative

### **Principle 9 – Customer Centricity**

Businesses should engage with and provide value to their customers and consumers in a responsible manner

1. What percentage of customer complaints/consumer cases are pending as on the end of financial year?

We resolve all the customer queries and complaints in timely and efficient manner. There are no long-standing complaints that are pending resolution.

2. Does the Company display product information on the product label, over and above what is mandated as per local laws? Yes/ No/N.A./Remarks (additional information)

We display the information on products as mandated by law or by customer requirements.

3. Is there any case filed by any stakeholder against the Company regarding unfair trade practices, irresponsible advertising and/or anti-competitive behavior during the last five years and pending as on end of financial year? If so, provide details thereof, in about 50 words or so.

No complaints or case has been filed against the Company for irresponsible advertising and anti-competitive behavior.

4. Did your Company carry out any consumer survey/ consumer satisfaction trends?

Not during recently concluded financial year.

Date: August 27, 2020  
Place: Mumbai

**Vivek Lature**  
Whole Time Director  
DIN: 02274098

**Shivshankar Lature**  
Managing Director  
DIN: 02090972

## SECRETARIAL COMPLIANCE REPORT FOR THE YEAR ENDED MARCH 31, 2020

To,  
The Board of Directors,  
**Suyog Telematics Limited**  
41 Suyog Industrial Estate, 1<sup>st</sup> Floor, LBS Marg,  
Vikhroli, West Mumbai, Maharashtra- 400083, India

We, Harish Chawla & Associates, Company Secretaries, have examined:

- a) all the documents and records made available to us and explanation provided by Suyog Telematics Limited (“the listed entity”),
- b) the filings/ submissions made by the listed entity to the stock exchanges,
- c) website of the listed entity,
- d) any other document/ filing, as may be relevant, which has been relied upon to make this certification, for the year ended March 31, 2020 (“Review Period”) in respect of compliance with the provisions of:
  1. the Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, circulars, guidelines issued thereunder; and
  2. the Securities Contracts (Regulation) Act, 1956 (“SCRA”), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India (“SEBI”);

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, to the extent applicable;
- b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, to the extent applicable;
- c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, to the extent applicable;
- d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; Not Applicable during the year under review;
- e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; Not Applicable during the year under review;
- g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; 2013; Not Applicable during the year under review;
- h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- i) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder to the extent of Regulation 76 of Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018, to the extent applicable;
- j) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993, to the extent applicable;
- k) Securities and Exchange Board of India (Investor Protection and Education Fund) Regulations, 2009; to the extent applicable. and based on the above examination, we hereby report that, during the Review Period:

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

S. No.	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
	Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	The approval of shareholders by special resolution shall be obtained for the revision in the managerial remuneration.	The payment of managerial remuneration to the Managerial Personnel in excess of shareholders' approval.

- b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from our examination of those records;
- c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

S. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
Nil				

- d) The listed entity has taken the following actions to comply with the observations made in previous reports:

S. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended... (The years are to be mentioned)	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
Not Applicable during the year under review				

For Harish Chawla & Associates

**Harish Chawla**

M. No. F9002

CP No. 15492

UDIN: F009002B000525089

Date: July 31, 2020

Place: New Delhi

## INDEPENDENT AUDITORS' REPORT

To the Members of **Suyog Telematics Limited**  
**Report on the Audit of Financial Statements**

### Opinion

We have audited the financial statements of Suyog Telematics Limited (CIN – L32109MH1995PLC091107) (“the Company”), which comprise the Balance Sheet as at 31 March 2020, and the Statement of Profit and Loss (including other comprehensive income), Statement of Changes in Equity and Statement of Cash Flows for the year that ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as “the financial statements”).

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 (the “Act”) in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, (“Ind AS”) and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2020, the profit and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

### Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor’s Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (“ICAI”) together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI’s Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

### Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

The key audit matters	How our audit addressed the key audit matter
<b>Capitalisation of Assets</b>	
<p>There are a number of areas where management judgement impacts the carrying value of property, plant and equipment, and their respective depreciation profiles. These include: – the decision to capitalise or expense costs; – the annual asset life review including the impact of changes in the strategy; and – the timeliness of the transfer from assets in the course of construction. Refer Note 3.11- of the Financial Statements “Property, plant and equipment”.</p>	<p>We tested controls in place over the property, plant and equipment cycle, evaluated the appropriateness of capitalisation policies, Completion Certificate from Engineers, performed tests of details on costs capitalised and assessed the timeliness of the transfer of assets in the course of construction and the application of the asset life. In performing these substantive procedures, we assessed the judgements made by management including: – the nature of underlying costs capitalised ; – the appropriateness of asset lives applied in the calculation of depreciation; and – in assessing the need for accelerated depreciation given the network modernisation programme in place. Assessed the appropriateness of work in progress on balance sheet date by evaluating the underlying documentation to identify possible delays.</p>

The key audit matters	How our audit addressed the key audit matter
<p><b>Trade Receivables</b></p> <p>Trade receivables comprise a significant portion of the liquid assets of the Company. As indicated in Note No 9 &amp; 37 to the financial statements, The most significant portion of the trade receivables over 90 days comprises large customers who are within their historic payment patterns. The Company has not recognised any loss allowance as the Company expects that there is no credit loss on trade receivables. Accordingly, the estimation of the allowance for trade receivables is a significant judgement area and is therefore considered a key audit matter.</p>	<p>We assessed the validity of material long outstanding receivables by obtaining third-party confirmations of amounts owing. We also considered payments received subsequent to year-end, past payment history and unusual patterns to identify potentially impaired balances. The assessment of the appropriateness of the allowance for trade receivables comprised a variety of audit procedures including:</p> <ul style="list-style-type: none"> <li>● Challenging the appropriateness and reasonableness of the assumptions applied in the directors' assessment of the receivables allowance;</li> <li>● Consideration of the creditworthiness of significant trade receivables over 90 days utilising external ratings agencies wherever possible;</li> <li>● Consideration and concurrence of the agreed payment terms;</li> <li>● Verification of receipts from trade receivables subsequent to year-end;</li> <li>● Inspection of credit insurance policies; and</li> <li>● Considered the completeness and accuracy of the disclosures.</li> </ul> <p>To address the risk of management bias, we evaluated the results of our procedures against audit procedures on other key balances to assess whether or not there was an indication of bias. We were satisfied that the trade receivables are fairly valued and disclosures related to trade receivable in the financial statements are appropriate</p>

#### Emphasis of Matter

We draw attention to Note 51 & 52 to the accompanying annual financial results, which describe management's assessment of uncertainty relating to the effects of the COVID-19 pandemic on the Company's operations & other related Matters.

#### Our opinion is not modified in respect of this matter.

#### Information other than the Financial Statements and Auditor's Report thereon

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual Report, but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

#### Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance

(including other comprehensive income) cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act, read with relevant rules issued thereunder. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

**The Board of Directors is also responsible for overseeing the Company's financial reporting process.**

#### **Auditors' Responsibility**

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication..

#### Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, based on our audit report we report that:

- a) We have sought and, obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
- b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- c) The balance sheet, the statement of profit and loss, including other comprehensive income, the cash flow statement and statement of changes in equity dealt with by this Report are in agreement with the books of account;
- d) In our opinion, the aforesaid financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act, read with relevant rules issued thereunder.
- e) On the basis of written representations received from the directors as on 31 March 2020 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2020, from being appointed as a director in terms of Section 164(2) of the Act;
- f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A"; and
- g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.

- h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014 as amended, in our opinion and to the best of our information and according to the explanations given to us:
  - i. The Company has disclosed the impact, if any, of pending litigation as at March 31, 2020 on its financial position in its financial statements – Refer Note No 30.
  - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses under the applicable law or accounting standards;
  - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company, if any; and

2. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of Section 143(11) of the Act, we give in the "Annexure- B" a statement on the matters specified in paragraphs 3 and 4 of the Order.

For **S P M L & Associates.**  
Chartered Accountants  
Firm Registration No.136549W

Place: Mumbai  
Date: 27<sup>th</sup> June, 2020

**Vikas Asawa**  
Partner  
Membership No.172133

## **ANNEXURE 'A' TO THE INDEPENDENT AUDITORS' REPORT**

(Referred to in paragraph 1(f) under the heading 'Report on Other Legal and Regulatory Requirements' of our report of even date)

### **Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

We have audited the internal financial controls over financial reporting of Suyog Telematics Limited ("the Company") as of 31 March 2020 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

#### **Management's Responsibility for Internal Financial Controls**

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India ("ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

#### **Auditors' Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

#### **Meaning of Internal Financial Controls over Financial Reporting**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

#### **Inherent Limitations of Internal Financial Controls over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

**Opinion**

In our opinion, to the best of our information and according to explanation given to us, the Company has maintained, in all material respects, adequate internal financial controls over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2020, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **S P M L & Associates.**  
Chartered Accountants  
Firm Registration No.136549W

Place: Mumbai  
Date: 27<sup>th</sup> June, 2020

**Vikas Asawa**  
Partner  
Membership No.172133

**ANNEXURE 'B' TO THE INDEPENDENT AUDITORS' REPORT**

(Referred to in paragraph 2 under the heading 'Report on Other Legal and Regulatory Requirements' of our report of even date)

1. a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
  - b) Fixed assets have been verified by the management in accordance with a phased programme of verification, which in our opinion, is reasonable having regard to the size of the Company and the nature of its assets, though all the assets were not verified by the management during the year. No material discrepancies were noticed on such verification.
  - c) According to information and explanations given to us and on the basis of our examination of the records of the company, the company does not have any immovable property in its name. Accordingly, the provisions of clause (1) of paragraph 3 of the Order are not applicable to the Company.
2. According to information and explanations given to us, the inventory has been physically verified by the management at the reasonable interval during the year which consists of stores and spares, which in our opinion is reasonable having regard to the size of the Company and nature of its inventories. The discrepancies noticed on physical verification of the inventory as compared to books records has been properly dealt with in the books of account were not material.
3. According to information and explanations given to us, and on the basis of certificate received from the Company secretary, The Company has not granted loans to parties covered in the register maintained under section 189 of the Companies Act, 2013 ('the Act'). Accordingly, reporting under clause 3 (i) of the Order is not applicable to the Company.
4. In our opinion and according to the information and explanations given to us, the company has complied with the provisions 186 of the Companies Act, 2013 In respect of loans and investments made by the Company, if any.
5. According to the information and explanations given to us, the Company has not accepted any deposits within the meaning of Sections 73 to 76 or any other relevant provisions of the Companies Act and the rules framed thereunder during the year. Accordingly, the provisions of clause (v) of paragraph 3 of the Order are not applicable to the Company.
6. In our opinion and according to the information and explanations given to us, the requirement for maintenance of cost records specified by the Central Government under Section 148(1) of the Companies Act, are not applicable to the Company during the year. However company is getting their records audited for the purpose of internal audit u/s 138 of the Companies Act, 2013, which covers the basic records from which Cost Records are prepared for Cost Audit.
7. (a) According to the information and explanation given to us, Except Goods and Service Tax and Tax deducted at source (TDS), the Company has been generally regular in depositing the undisputed statutory dues including provident fund, employees' state insurance, income tax, custom duty, excise duty, value added tax, cess and other material statutory dues as applicable with the appropriate authorities and the extent of arrears outstanding statutory dues as at the last day of financial year are ₹64,240,340/-
  - (b) According to the information and explanations given to us, there are no dues of income tax, sales tax, customs duty, excise duty, value added tax and cess, which have not been deposited on account of any dispute with the relevant authorities. However, according to information and explanations given to us, the following dues of service tax have not been deposited by the Company on account of disputes:

Name of the Statute	Nature of the Dues	Amount (₹)	Period to which the amount relates	Forum where dispute is pending	Remarks, if any
Income Tax	Demand From Income Tax Department	48,877,721	A.Y. 2014-15, A.Y.2016-17, A.Y.2017-18, A.Y.2018-19, A.Y.2019-20.	N.A.	Company is in process to file rectification
Service Tax	Demand From Service Tax Department	87,19,310	FY 2007-08 F.Y. 2010-11 F.Y. 2011-12	High Court	Appeal Filed
Income Tax	TDS	8,045,880	FY 2008-09 to FY 2019-20	N.A.	Appeal has been filed for FY 2008-09 to F.Y. 2017-18

8. Based on audit procedures and according to the information and explanations given to us, the Company is generally regular in repayment of dues to and banks along with the interest, wherever applicable and maintaining the account under standard category. The Company has obtained unsecured loans from financial Institution, however terms and conditions of repayment of principle and interest has not been defined accordingly we are unable to comment on it. The Company does not have any borrowings from government or dues to debenture holders.
9. According to the information and explanations given to us, the term loans were applied for the purposes for which those are raised. The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments)
10. According to the information and explanation given to us, we have neither come across any instances of fraud by the Company or any fraud on the Company by its officers or employees have been noticed or reported during the year, nor have we been informed of any such cases by the management.
11. In our opinion and according to the information and explanations given to us, the Company has paid / provided managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Companies Act, 2013.
12. In our opinion and according to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, the provisions of clause 3(xii) of the Order are not applicable to the Company.
13. In our opinion and according to the information and explanations given to us the Company is in compliance with Sections 177 and 188 of the Companies Act, 2013, where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the financial statements etc. as required by the applicable accounting standards.
14. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not made preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
15. According to the information and explanations given to us, the Company has not entered into any non-cash transactions with directors or persons connected with him during the year. Accordingly, the provisions of clause 3(xv) of the Order are not applicable to the Company.
16. According to the information and explanations given to us and based on our examination of the records of the Company, the Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934.

**For S P M L & Associates.**  
Chartered Accountants  
Firm Registration No.136549W

Place: Mumbai  
Date: 27<sup>th</sup> June, 2020

**Vikas Asawa**  
Partner  
Membership No.172133

**BALANCE SHEET AS AT 31 MARCH 2020**

Particulars	Note No.	As at	As at
		31 March 2020 (₹)	31 March 2019 (₹)
<b>I. ASSETS</b>			
<b>Non-current assets</b>			
Property, Plant and Equipment	4	1,255,120,385	1,010,274,265
Intangible Assets	4	1,054,062	-
Capital work-in-progress		141,073,640	112,127,766
<b>Financial Assets</b>			
(i) Investments	5	100,000	100,000
(ii) Other financial assets	6	191,955,496	165,305,911
Other Non Current Assets	7	7,022,255	10,686,039
<b>Total Non-current assets</b>		<b>1,596,325,838</b>	<b>1,298,493,981</b>
<b>Current assets</b>			
Inventories	8	20,186,000	26,725,000
<b>Financial Assets</b>			
(i) Trade receivables	9	268,416,728	162,708,668
(ii) Cash and cash equivalents	10(a)	64,006,380	22,935,779
(iii) Bank balances other than (ii) above	10(b)	-	-
(iv) Loans	11	169,981,613	170,990,579
(v) Other financial assets	12	20,367,824	14,013,370
Other current assets	13	309,293,459	344,869,755
<b>Total Current Assets</b>		<b>852,252,004</b>	<b>742,243,151</b>
<b>Total Assets</b>		<b>2,448,577,842</b>	<b>2,040,737,132</b>
<b>II. EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
a) Equity Share Capital	14	101,544,000	101,544,000
b) Other Equity	15	1,169,791,354	873,222,216
<b>Total Equity</b>		<b>1,271,335,354</b>	<b>974,766,216</b>
<b>Non-current liabilities</b>			
<b>Financial Liabilities</b>			
(i) Borrowings	16	308,479,784	456,777,392
Provisions	17	5,922,828	1,987,911
Deferred tax liabilities (Net)	18	101,263,343	73,651,506
<b>Total non-current liabilities</b>		<b>415,665,955</b>	<b>532,416,809</b>
<b>Current liabilities</b>			
<b>Financial Liabilities</b>			
(i) Trade payables	19	-	590,657
A.Total outstanding dues of micro enterprises and small enterprises		-	230,758,822
B.Total outstanding dues of other than micro enterprises and small enterprises	20	418,953,436	141,214,778
(ii) Other financial liabilities	21	152,935,572	112,377,196
Other current liabilities	21	125,665,718	112,377,196
Provisions	22	21,983,569	8,279,345
Current Tax Liabilities (Net)	23	42,038,238	40,333,309
<b>Total current liabilities</b>		<b>761,576,533</b>	<b>533,554,107</b>
<b>Total Liabilities</b>		<b>1,177,242,488</b>	<b>1,065,970,916</b>
<b>Total Equity and Liabilities</b>		<b>2,448,577,842</b>	<b>2,040,737,132</b>

Significant accounting policies

2-3

The accompanying notes form an integral part of the financial statements

As per our report of even date attached

**For S P M L & Associates.**

Chartered Accountants

FRN: 136549W

**(Vikas Asawa)**

Partner

M. No. 172133

Place: Mumbai

Date: 27<sup>th</sup> June 2020

For and on behalf of Board of Directors of

**Suyog Telematics Limited****(Shivshankar Lature)**

Managing Director

DIN - 02090972

**Rahul Kapur**  
(CS & Compliance Officer)

M. No.: ACS 52093

**(Vivek Lature)**

Executive Director

DIN - 02274098

**Ajay Sharma**  
(Chief Financial Officer)

Pan No. BBZPS3412B

**STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31 MARCH 2020**

Particulars	Note No.	Current Year 2019-20 (₹)	Previous Year 2018-19 (₹)
Revenue from operations	24	1,223,263,806	1,053,365,430
Other income	25	10,789,103	22,755,273
<b>Total Revenue (A)</b>		<b>1,234,052,909</b>	<b>1,076,120,703</b>
<b>Expenses</b>			
Cost of raw materials consumed	26	549,462,125	446,894,905
Employee benefits expense	27	69,397,650	55,252,172
Depreciation and amortisation expense	4	72,169,344	57,486,476
Other expenses	28	48,385,865	28,922,487
Finance costs	29	60,352,867	69,664,444
<b>Total expenses (B)</b>		<b>799,767,851</b>	<b>658,220,484</b>
<b>Profit before tax (A-B)</b>		<b>434,285,058.00</b>	<b>417,900,219</b>
<b>Tax expense:</b>			
- Current tax		69,174,467	92,117,477
- Deferred tax		34,826,812	36,878,891
- Prior year tax adjustments (net)		-	2,522,909
		104,001,279	131,519,277
<b>Profit for the year</b>		<b>330,283,779</b>	<b>286,380,942</b>
<b>Other Comprehensive Income/(Loss)</b>			
<b>Items that will not be reclassified to statement of profit and loss</b>			
Remeasurement of defined employee benefit plans		(4,388,365)	5,417,475
Tax impact of items that will not be reclassified to statement of profit and loss		1,277,892	(1,577,569)
<b>Total comprehensive income for the year</b>		<b>327,173,306</b>	<b>290,220,848</b>
<b>Earnings per equity share</b>			
(1) Basic		3.25	28.20
(2) Diluted		3.25	28.20
Nominal value of equity shares		10.00	10.00
Significant accounting policies	2-3		
The accompanying notes form an integral part of the financial statements			

As per our report of even date attached

**For S P M L & Associates.**

Chartered Accountants

FRN: 136549W

**(Vikas Asawa)**

Partner

M. No. 172133

Place: Mumbai

Date: 27<sup>th</sup> June 2020

For and on behalf of Board of Directors of

**Suyog Telematics Limited****(Shivshankar Lature)**

Managing Director

DIN - 02090972

**Rahul Kapur**

(CS &amp; Compliance Officer)

M. No.: ACS 52093

**(Vivek Lature)**

Executive Director

DIN - 02274098

**Ajay Sharma**

(Chief Financial Officer)

Pan No. BBZPS3412B

**CASH FLOW STATEMENT FOR THE YEAR ENDED 31 MARCH 2020**

Particulars	Current Year 2019-20 (₹)	Previous Year 2018-19 (₹)
<b>Cash flow from/(used in) operating activities</b>		
Profit before tax	43,42,85,058	41,79,00,219
<b>Adjustment for:</b>		
Interest expense	5,66,56,511	6,70,57,466
Interest income	(63,41,908)	(38,86,275)
Depreciation and amortization	7,21,69,344	5,74,86,476
Remeasurement of defined employee benefit plans	(43,88,365)	54,17,475
<b>Operating profit before working capital changes</b>	<b>55,23,80,640.00</b>	<b>54,39,75,361</b>
<b>Movement in working capital:</b>		
(Increase)/decrease in trade receivables	(10,57,08,060)	(4,50,16,553)
(Increase)/decrease in other loans	10,08,966	17,51,193
(Increase)/decrease in other financial assets	(63,54,454)	(67,21,164)
(Increase)/decrease in other current assets	3,92,40,080	(15,53,10,989)
Increase/(decrease) in trade payable	18,76,03,957	14,37,50,394
Increase/(decrease) in other financial liabilities	1,17,20,794	46,53,680
Increase/(decrease) in provisions	1,76,39,141	16,50,121
Increase/(decrease) in other current liabilities	1,32,88,522	(2,26,91,460)
Increase/(decrease) in inventories	65,39,000	(1,12,76,156)
<b>Cash generated/(used) in operations</b>	<b>71,73,58,586</b>	<b>45,47,64,427</b>
Income tax paid	(7,34,06,621)	(5,68,18,583)
<b>Cash generated/(used) in operations</b>	<b>(A) 64,39,51,965</b>	<b>39,79,45,844</b>
<b>Cash flow from/(used) investing activities</b>		
Purchase of Property, plant and equipment/Capital Expenditure	(34,70,15,400)	(26,83,11,327)
Interest income	63,41,908	38,86,275
Proceeds from sale of Property, plant and equipment	-	-
(Increase)/decrease in fixed deposit with bank	(2,66,49,585)	(1,54,50,971)
(Increase)/decrease in Investment	-	1,07,32,000
<b>Cash generated/(used) in investing activities</b>	<b>(B) (36,73,23,077)</b>	<b>(26,91,44,023)</b>
<b>Cash flow from/(used) in financing activities</b>		
Proceed/(repayment) of borrowings (net)	(14,82,97,608)	(3,78,88,158)
Dividend Paid	(3,06,04,168)	(1,22,18,820)
Interest paid	(5,66,56,511)	(6,70,57,466)
<b>Cash generated/(used) in financing activities</b>	<b>(C) (23,55,58,287)</b>	<b>(11,71,64,444)</b>
<b>Net increase/(decrease) in cash and cash equivalents</b>	<b>(A+B+C) 4,10,70,601</b>	<b>1,16,37,377</b>
Cash and cash equivalent at beginning of year	2,29,35,779	1,12,98,402
Unrealised exchange difference	-	-
Total Cash and cash equivalent at beginning of year	2,29,35,779	1,12,98,402
Cash and cash equivalent at end of year	6,40,06,380	2,29,35,779
Unrealised exchange difference at year end	-	-
Total Cash and cash equivalent at end of year	6,40,06,380	2,29,35,779
<b>Net increase/(decrease) as disclosed above</b>	<b>4,10,70,601</b>	<b>1,16,37,377</b>

As per our report of even date attached

**For S P M L & Associates.**

Chartered Accountants

FRN: 136549W

**(Vikas Asawa)**

Partner

M. No. 172133

Place: Mumbai

Date: 27<sup>th</sup> June 2020

For and on behalf of Board of Directors of

**Suyog Telematics Limited****(Shivshankar Lature)**

Managing Director

DIN - 02090972

**Rahul Kapur**

(CS &amp; Compliance Officer)

M. No.: ACS 52093

**(Vivek Lature)**

Executive Director

DIN - 02274098

**Ajay Sharma**

(Chief Financial Officer)

Pan No. BBZPS3412B

## Summary of significant accounting policies and other explanatory information

### 1 Corporate information

Suyog Telematics Limited ("the Company") is having its registered office at 41 Suyog Indl Estate 1<sup>st</sup> Flr Lbs Marg Vikhroli West Mumbai 400 083. The Company is engaged in business of is serving Mobile Telecom Industry as Service provider of Telecommunication Products and Services. The Company makes available Telecommunication products such as Telecommunications Cables, Telecommunication Panels, Diesel Generators, Earth Strips, Batteries, Electric Power Cable, Fiber Cable and Galvanized Poles etc. in different specifications stated by the buyers. Having association to bring Funicular Ropeway Project to India for the first time, the company has emerged as a prominent name in telecommunication industry. As well, the company is a name to reckon with when it comes to Monopole sites for telecom operators and acquisition of special properties and Project Management.

### 2 Basis of preparation of financial statements

The financial statements comply, in all material aspects, with Indian Accounting Standards ('Ind AS') notified under Section 133 of the Companies Act, 2013 ('the 2013 Act') read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and other relevant provisions of the Act.

#### 3.01 Functional and presentation currency

Items included in the financial statements of Company are measured using the currency of the primary economic environment in which the Company operates ("the functional currency"). Indian rupee is the functional currency of the Company.

#### 3.02 Historical Cost Convention

The financial statements have been prepared on the historical cost basis, except for certain financial instruments which are measured at fair value at the end of each reporting period. Historical cost is generally based on the fair value of the consideration given in exchange for goods and services. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

#### 3.03 Current and non current classification

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Division II of Schedule III to the Companies Act, 2013. Based on the nature of products and the time between acquisition of assets for processing and their realisation in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current and non-current classification of assets and liabilities

#### 3.04 Use of estimates

The preparation of financial statements in conformity of Ind AS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, the disclosures of contingent assets and contingent liabilities at the date of financial statements, income and expenses during the period. Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on an on-going basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and in future periods which are affected.

Application of accounting policies that require critical accounting estimates and assumption having the most significant effect on the amounts recognised in the financial statements are:

Valuation of financial instruments

Valuation of derivative financial instruments

Useful life of property, plant and equipment

Useful life of investment property

Provisions

Recoverability of trade receivables

### **3.05 Deferred income tax assets and liabilities**

Significant management judgment is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits.

The amount of total deferred tax assets could change if management estimates of projected future taxable income or if tax regulations undergo a change.

### **3.06 Useful lives of property, plant and equipment ('PPE') and intangible assets**

Management reviews the estimated useful lives and residual value of PPE and Intangibles at the end of each reporting period. Factors such as changes in the expected level of usage, technological developments and product life-cycle, could significantly impact the economic useful lives and the residual values of these assets. Consequently, the future depreciation charge could be revised and may have an impact on the profit of the future years.

### **3.07 Provisions and contingencies**

From time to time, the Company is subject to legal proceedings, the ultimate outcome of each being subject to uncertainties inherent in litigation. A provision for litigation is made when it is considered probable that a payment will be made and the amount can be reasonably estimated. Significant judgement is required when evaluating the provision including, the probability of an unfavorable outcome and the ability to make a reasonable estimate of the amount of potential loss. Litigation provisions are reviewed at each accounting period and revisions made for the changes in facts and circumstances. Contingent liabilities are disclosed in the notes forming part of the financial statements. Contingent assets are not disclosed in the financial statements unless an inflow of economic benefits is probable.

### **3.08 Valuation of financial instruments**

Significant management judgment is required to determine the method of valuation and disclosures for the Various Financial Instruments, based on the future aspect and various type of the Financial Instruments different type of methods need to be determine.

### **3.09 Fair value measurement**

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1 - Quoted (unadjusted) market prices in active markets for identical assets or liabilities

Level 2 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.

Level 3 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

The Company's Management determines the policies and procedures for both recurring fair value measurement, such as derivative instruments and unquoted financial assets measured at fair value, and for non-recurring measurement, such as assets held for distribution in discontinued operations.

At each reporting date, the Management analyses the movements in the values of assets and liabilities which are required to be remeasured or re-assessed as per the Company's accounting policies. For this analysis, the Management verifies the major inputs applied in the latest valuation by agreeing the information in the valuation computation to contracts and other relevant documents.

The Management also compares the change in the fair value of each asset and liability with relevant external sources to determine whether the change is reasonable.

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

This note summarises accounting policy for fair value. Other fair value related disclosures are given in the relevant notes.

Disclosures for valuation methods, significant estimates and assumptions (note 36)

Financial instruments (including those carried at amortised cost) (note 35)

### 3.10 Revenue recognition

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured, regardless of when the payment is being made. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the government.

#### Revenue from Service

Revenue from the installation services is recognized on transfer of the title as per the Contact Terms with the Customer which start from RFI (Ready for Installation) Date. Revenue from fixed-price, fixed-time frame contracts, where there is no uncertainty as to the measurement or collectability of consideration that will be derived on completion of the contract, is recognized as per the percentage of completion method. Interest on deposits, Rent and Maintenance is accounted for on the time proportion basis.

#### Interest and dividend income

The interest and dividends are recognised only when no uncertainty as to measurability or collectability exists. Interest on fixed deposits is recognised on time proportion basis taking into account the amount outstanding and the rate applicable.

### 3.11 Inventories:

- i) Inventories are measured at lower of the cost and net realizable value. Cost of inventories comprises all costs of purchase (net of input credit) and other costs incurred in bringing the inventories to their present location and condition. Costs of consumable and materials are determined by using the First-In First-Out Method (FIFO).

### 3.12 Foreign currency transactions and translation

- i) Transactions in foreign currencies are recorded at the exchange rate prevailing on the date of transaction. Monetary assets and liabilities denominated in foreign currencies are translated in functional currency at closing rates of exchange at the reporting date.
- ii) Exchange differences arising on settlement or translation of monetary items recognised in statement of profit and loss.

### 3.13 Taxes

#### Current income tax

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The Company determines the tax as per the provisions of Income Tax Act 1961 and other rules specified thereunder.

Current income tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate

#### Deferred tax

Deferred tax is provided in full using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax liabilities are recognised for all taxable temporary differences, except:

When the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss.

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised, except when the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

**3.14 a) Property, plant and equipment**

Property, plant and equipment is stated at cost less accumulated depreciation and where applicable accumulated impairment losses. Property, plant and equipment and capital work in progress cost include expenditure that is directly attributable to the acquisition of the asset. The cost of self-constructed assets includes the cost of materials, direct labour and any other costs directly attributable to bringing the asset to a working condition for its intended use, and the costs of dismantling and removing the items and restoring the site on which they are located. Purchased software that is integral to the functionality of the related equipment is capitalized as part of that equipment.

When parts of an item of property, plant and equipment have different useful lives, they are accounted for as separate items (major components) of property, plant and equipment.

**Subsequent Cost**

The cost of replacing part of an item of property, plant and equipment is recognised in the carrying amount of the item if it is probable that the future economic benefits embodied within the part will flow to the Company and its cost can be measured reliably. The carrying amount of the replaced part is de-recognised and charged to the statement of Profit and Loss. The costs of the day-to-day servicing of property, plant and equipment are recognised in the Statement of Profit and Loss.

**b) Intangible assets**

Intangible assets are stated at cost less accumulated amortisation and impairment loss. The system software which is expected to provide future enduring benefits is capitalised. The capitalised cost includes license fees and cost of implementation/system integration.

**Depreciation and amortisation**

The depreciation on tangible assets is calculated on WDV method over the estimated useful life of assets prescribed by the Schedule II to the Companies Act 2013 as follows:

Asset class	Useful life as per management
Plant and machinery:	15 years
Office equipment	5 years
Computers	3 years
Vehicles	8 years
Furniture and fixtures	10 years
Electrical installation	10 years
Office premises	60 years
Residential premises	60 years
Factory Building	30 years

The depreciation on Telecom Towers is calculated on straight line method over its useful life of 22 years as prescribed by schedule II of the Companies Act 2013. Computer software is amortised over a period of 5 years.

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

#### **Derecognition of assets**

An item of property plant & equipment and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset is included in the income statement when the asset is derecognised.

### **3.15 Investment property**

Property that is held for long term rental yield or for capital appreciation or both, and that is not occupied by the Company, is classified as Investment property. Investment properties measured initially at cost including related transitions cost and where applicable borrowing cost. Subsequent expenditure is capitalised to the assets carrying amount only when it is probable that future economic benefits associated with the expenditure will flow to the entity and the cost of the item can be measured reliably. All other repairs and maintenance costs are expensed when incurred. When part of an investment property is incurred the carrying amount of replaced part is derecognised.

Investment properties other than land are depreciated using WDV method over the estimated useful life of assets prescribed by the Schedule II to the Companies Act 2013 i.e. 60 years for office premises. Investment properties include:

- (i) Land
- (ii) Office premises.

### **3.16 Borrowing costs**

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

### **3.17 Contingent liabilities**

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the company or a present obligation that is not recognised because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognised because it cannot be measured reliably. The contingent liability is not recognised in books of account but its existence is disclosed in financial statements.

### **3.18 Impairment of non-financial assets**

The Company assesses, at each reporting date, whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) fair value less costs of disposal and its value in use. Recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or Company's assets. When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

### **3.19 Provisions**

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. When the Company expects some or all of a provision to be reimbursed the reimbursement is recognised as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the statement of profit and loss net of any reimbursement.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

### 3.20 Financial instruments

#### Initial recognition

The company recognise the financial asset and financial liabilities when it becomes a party to the contractual provisions of the instruments. All the financial assets and financial liabilities are recognised at fair value on initial recognition, except for trade receivable which are initially recognised at transaction price. Transaction cost that are directly attributable to the acquisition of financial asset and financial liabilities, that are not at fair value through profit and loss, are added to the fair value on the initial recognition.

#### Subsequent measurement

##### (A) Non derivative financial instruments

###### (i) Financial Assets at amortised cost

A financial assets is measured at the amortised cost if both the following conditions are met :

- a) The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
- b) Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

This category is the most relevant to the Company. All the Loans and other receivables under financial assets (except Investments) are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. Trade receivables do not carry any interest and are stated at their nominal value as reduced by impairment amount.

###### (ii) Financial Assets at Fair Value through Profit or Loss/Other comprehensive income

Instruments included within the FVTPL category are measured at fair value with all changes recognised in the Statement of Profit and Loss.

If the company decides to classify an instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognised in the OCI. There is no recycling of the amounts from OCI to P&L, even on sale of investment. However, the company may transfer the cumulative gain or loss within equity.

###### (iii) Financial liabilities

The measurement of financial liabilities depends on their classification, as described below:

###### (a) Loans and borrowings

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the effective interest rate (EIR) method. However, the Company has borrowings at floating rates. Considering the impact of restatement of Effective interest rate, transaction cost is being amortised over the tenure of loan and borrowing.

###### (b) Trade & other payables

After initial recognition, trade and other payables maturing within one year from the Balance sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

##### (B) Derivative financial instruments

The company holds derivatives financial instruments such as foreign exchange forward and option contracts to mitigate the risk of changes in exchange rates on foreign currency exposures. Company has taken all the forward contract from the bank.

The company have derivative financial assets/financial liabilities which are not designated as hedges;

Derivatives not designated are initially recognised at the fair value and attributable transaction cost are recognised in statement of profit and loss, when incurred. Subsequent to initial recognition, these derivatives are measured at fair value through profit and loss. Asset/Liabilities in this category are presented as current asset/current liabilities.

### **Derecognition**

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit or loss.

### **3.21 Cash and cash equivalents**

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits which are subject to an insignificant risk of changes in value.

For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, as they are considered an integral part of the Company's cash management.

### **3.22 Employee Benefits**

#### **i) Defined contribution plans (Provident Fund)**

In accordance with Indian Law, eligible employees receive benefits from Provident Fund, which is defined contribution plan. Both the employee and employer make monthly contributions to the plan, which is administrated by the Government authorities, each equal to the specific percentage of employee's basic salary. The Company has no further obligation under the plan beyond its monthly contributions. Obligation for contributions to the plan is recognised as an employee benefit expense in the Statement of Profit and Loss when incurred.

#### **ii) Defined benefit plans (Gratuity)**

In accordance with applicable Indian Law, the Company provides for gratuity, a defined benefit retirement plan (the Gratuity Plan) covering eligible employees. The Gratuity Plan provides a lumpsum payment to vested employees, at retirement or termination of employment, and amount based on respective last drawn salary and the years of employment with the Company. The Company's net obligation in respect of the Gratuity Plan is calculated by estimating the amount of future benefits that the employees have earned in return of their service in the current and prior periods; that benefit is discounted to determine its present value. Any unrecognised past service cost and the fair value of plan assets are deducted. The discount rate is yield at reporting date on risk free government bonds that have maturity dates approximating the terms of the Company's obligation. The calculation is performed annually by a qualified actuary using the projected unit credit method. When the calculation results in a benefit to the Company, the recognised asset is limited to the total of any unrecognised past service cost and the present value of the economic benefits available in the form of any future refunds from the plan or reduction in future contribution to the plan.

The Company recognises all Remeasurement of net defined benefit liability/asset directly in other comprehensive income and presented within equity.

#### **iii) Short term benefits**

Short term employee benefit obligations are measured on an undiscounted basis and are expensed as a related service provided. A liability is recognised for the amount expected to be paid under short term cash bonus or profit sharing plans if the Company has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

### **3.23 Lease**

#### **Operating lease:**

Lease of assets under which all the risk and rewards of ownership are effectively retained by the lessor are classified as operating lease. Lease payments / revenue under operating leases are recognised as an expense / income on accrual basis in accordance with the respective lease agreements."

### **3.24 Earnings per share**

Basic and diluted earnings per share are computed by dividing the net profit attributable to equity shareholders for the year, by the weighted average number of equity shares outstanding during the year.

**STATEMENT OF CHANGES IN EQUITY FOR YEAR ENDED 31 MARCH 2020**

**A Equity**

Particulars	Amount (₹)
<b>Balance as at 31 March 2018</b>	<b>10,15,44,000</b>
Changes in equity share capital during the year	-
<b>Balance as at 31 March 2019</b>	<b>10,15,44,000</b>
Changes in equity share capital during the year	-
<b>Balance as at 31 March 2020</b>	<b>10,15,44,000</b>

**B Other Equity Particulars**

Particulars	Reserves and Surplus			Other Comprehensive Income			Total (₹)
	Securities Premium (₹)	General Reserve (₹)	Retained Earnings (₹)	Equity instrument fair value (₹)	Actuarial gains and losses (₹)		
<b>Balance at 31 March 2018</b>	<b>7,49,56,000</b>	-	<b>52,48,62,803</b>	-	<b>(45,98,615)</b>		<b>59,52,20,188</b>
Profit for the year	-	-	28,63,80,942	-	-	-	28,63,80,942
Dividend (Including dividend distribution tax)	-	-	(1,22,18,820)	-	-	-	(1,22,18,820)
Remeasurement of defined employee benefit plans	-	-	-	-	54,17,475	-	54,17,475
Tax impact of items not classified to statement of profit and loss	-	-	-	-	(15,77,569)	-	(15,77,569)
<b>Balance at 31 March 2019</b>	<b>7,49,56,000</b>	-	<b>79,90,24,925</b>	<b>#REF!</b>	<b>(7,58,709)</b>	<b>#REF!</b>	<b>#REF!</b>
Profit for the year	-	-	33,02,83,779	-	-	-	33,02,83,779
Dividend (Including dividend distribution tax)	-	-	(3,06,04,168)	-	-	-	(3,06,04,168)
Remeasurement of defined employee benefit plans	-	-	-	-	(43,88,365)	-	(43,88,365)
Tax impact of items not classified to statement of profit and loss	-	-	-	-	12,77,892	-	12,77,892
<b>Balance at 31 March 2020</b>	<b>7,49,56,000</b>	-	<b>1,09,87,04,536</b>	<b>#REF!</b>	<b>(38,69,182)</b>	<b>#REF!</b>	<b>#REF!</b>

Significant accounting policies

2-3

As per our report of even date attached  
**For S P M L & Associates.**  
 Chartered Accountants  
 FRN: 136549W

For and on behalf of Board of Directors of  
**Suyog Telematics Limited**

**(Vikas Asawa)**  
 Partner  
 M. No. 172133

**(Shivshankar Lature)**  
 Managing Director  
 DIN - 02090972

**(Vivek Lature)**  
 Executive Director  
 DIN - 02274098

Place: Mumbai  
 Date: 27<sup>th</sup> June 2020

**Rahul Kapur**  
 (CS & Compliance Officer)  
 M. No.: ACS 52093

**Ajay Sharma**  
 (Chief Financial Officer)  
 Pan No. BBZPS3412B

**4 Property, Plant and Equipment**

Particulars	Plant and equipment	Office equipment	Furniture and fixtures	Vehicles	Computers	Telecom infrastructure	Intangible Assets	Total
	(₹)	(₹)	(₹)	(₹)	(₹)	(₹)	(₹)	(₹)
Gross Block (At cost)								
<b>As at 31 March 2018</b>	<b>1,58,050</b>	<b>9,73,339</b>	<b>30,37,672</b>	<b>24,65,414</b>	<b>27,13,480</b>	<b>98,13,76,723</b>	-	<b>99,07,24,678</b>
Additions	-	18,28,016	50,000	31,15,000	40,000	19,84,80,426	-	20,35,13,442
Deductions/Adjustments	-	-	-	-	-	-	-	-
<b>As at 31 March 2019</b>	<b>1,58,050</b>	<b>28,01,355</b>	<b>30,87,672</b>	<b>55,80,414</b>	<b>27,53,480</b>	<b>1,17,98,57,149</b>	-	<b>1,19,42,38,120</b>
Additions	-	1,81,070	92,433	76,11,468	9,26,151	30,81,58,382	11,00,022	31,80,69,526
Deductions/Adjustments	-	-	-	-	-	-	-	-
<b>As at 31 March 2020</b>	<b>1,58,050</b>	<b>29,82,425</b>	<b>31,80,105</b>	<b>1,31,91,882</b>	<b>36,79,631</b>	<b>1,48,80,15,531</b>	<b>11,00,022</b>	<b>1,51,23,07,646</b>
Depreciation/amortisation								
<b>Up to 31 March 2018</b>	<b>1,21,905</b>	<b>6,34,408</b>	<b>12,70,700</b>	<b>10,36,989</b>	<b>18,12,006</b>	<b>12,16,01,370</b>	-	<b>12,64,77,379</b>
For the year	28,243	3,50,367	4,67,222	9,31,172	7,89,481	5,49,19,991	-	5,74,86,476
Deductions/Adjustments	-	-	-	-	-	-	-	-
<b>Up to 31 March 2019</b>	<b>1,50,149</b>	<b>9,84,775</b>	<b>17,37,922</b>	<b>19,68,161</b>	<b>26,01,486</b>	<b>17,65,21,361</b>	-	<b>18,39,63,855</b>
For the year	-	2,56,520	3,62,219	30,55,468	5,09,738	6,79,39,438	45,960	7,21,69,344
Deductions/Adjustments	-	-	-	-	-	-	-	-
<b>Up to 31 March 2020</b>	<b>1,50,150</b>	<b>12,41,295</b>	<b>21,00,141</b>	<b>50,23,629</b>	<b>31,11,223</b>	<b>24,44,60,800</b>	<b>45,960</b>	<b>25,61,33,199</b>
Net Block								
At 31 March 2018	36,145	3,38,931	17,66,972	14,28,425	9,01,474	85,97,75,353	-	86,42,47,299
At 31 March 2019	7,901	18,16,580	13,49,750	36,12,253	1,51,994	1,00,33,35,788	-	1,01,02,74,265
At 31 March 2020	<b>7,900</b>	<b>17,41,130</b>	<b>10,79,964</b>	<b>81,68,253</b>	<b>5,68,408</b>	<b>1,24,35,54,731</b>	<b>10,54,062</b>	<b>1,25,61,74,447</b>

**5 Non Current Investments:**

Particulars	As at 31 March 2020 (₹)	As at 31 March 2019 (₹)
<b>A. Investments in equity instruments</b>		
Trade, unquoted investments:		
Measured at cost:		
10,000 Equity shares of ₹ 10/- each of Suyog Gurbaxni Ropeways Limited	1,00,000	1,00,000
<b>Total</b>	<b>1,00,000</b>	<b>1,00,000</b>
<b>Total</b>	<b>1,00,000</b>	<b>1,00,000</b>
Particulars	As at 31 March 2020 (₹)	As at 31 March 2019 (₹)
Aggregate amount of quoted investments	-	-
Aggregate amount of unquoted investments	1,00,000	1,00,000
Market value of quoted investments	-	-
Aggregate provision for diminution in value of investments	-	-

**6 Other Financial Assets**

Particulars	As at 31 March 2020 (₹)	As at 31 March 2019 (₹)
Fixed deposits (maturity more than 12 months) (under lien against borrowing, overdraft facility, bank guarantee and with government authorities)	7,40,08,482	5,31,07,212
Security deposits	7,27,97,742	7,11,64,127
Rental Deposit *	4,51,49,272	4,10,34,572
<b>Total</b>	<b>19,19,55,496</b>	<b>16,53,05,911</b>

\*Rental deposits includes deposit given to related parties against office premises:

Particulars	As at 31 March 2020 (₹)	As at 31 March 2019 (₹)
Rent - security deposits		
Rental Deposits to Director	4,51,49,272	4,10,34,572
<b>Total</b>	<b>4,51,49,272</b>	<b>4,10,34,572</b>

**7 Other Non- Current Assets**

Particulars	As at 31 March 2020 (₹)	As at 31 March 2019 (₹)
Deferred Rent Expenses	70,22,255	1,06,86,039
<b>Total</b>	<b>70,22,255</b>	<b>1,06,86,039</b>

**8 Inventories**

Particulars	As at 31 March 2020 (₹)	As at 31 March 2019 (₹)
Materials, Stores, Spares & Consumables	2,01,86,000	2,67,25,000
<b>Total</b>	<b>2,01,86,000</b>	<b>2,67,25,000</b>

**9 Trade Receivables**

(Refer Note 37)

Particulars	As at 31 March 2020 (₹)	As at 31 March 2019 (₹)
(Unsecured, considered good)		
Considered good	26,84,16,728	16,27,08,668
<b>Total</b>	<b>26,84,16,728</b>	<b>16,27,08,668</b>

**10 a) Cash and Cash Equivalents**

Particulars	As at 31 March 2020 (₹)	As at 31 March 2019 (₹)
Balances with banks	6,39,94,990	2,28,96,156
Cash on hand	11,390	39,623
<b>Total</b>	<b>6,40,06,380</b>	<b>2,29,35,779</b>

**b) Bank balances other than (a) above**

Particulars	As at 31 March 2020 (₹)	As at 31 March 2019 (₹)
<b>In fixed deposits</b>		
Deposits with original maturity of more than three months but less than twelve months (under lien against borrowing, overdraft facility, bank guarantee and with government authorities)	-	-
<b>Total</b>	<b>-</b>	<b>-</b>

**11 Loans**

Particulars	As at 31 March 2020 (₹)	As at 31 March 2019 (₹)
<b>(Unsecured and considered good)</b>		
Loans and Advances to Related Party	16,00,69,791	15,83,53,700
Loans and Advances to Others :-		
- To Corporates	55,20,065	55,20,065
- To Non-Corporates	17,39,544	33,25,000
Loan and Advances to Employees	26,52,213	37,91,814
<b>Total</b>	<b>16,99,81,613</b>	<b>17,09,90,579</b>

**12 Others Financial Assets**

Particulars	As at 31 March 2020 (₹)	As at 31 March 2019 (₹)
<b>Unsecured, Considered good</b>		
Others		
Interest accrued but not due on deposit	1,31,95,146	68,53,238
Retention Money	71,72,678	71,60,132
<b>Total</b>	<b>2,03,67,824</b>	<b>1,40,13,370</b>

**13 Other Current Assets**

Particulars	As at 31 March 2020 (₹)	As at 31 March 2019 (₹)
<b>Unsecured, Considered good</b>		
Prepaid expenses	10,95,66,068	17,29,33,497
Deferred rent expenses	36,63,784	36,63,784
Advances to suppliers	5,45,16,687	1,14,76,579
Accrued Income	14,15,04,798	15,67,53,773
<b>Advances Recoverable in Cash or in kind</b>		
Balances with Government Authorities	42,122	42,122
<b>Total</b>	<b>30,92,93,459</b>	<b>34,48,69,755</b>

**14 Equity Share Capital**

Particulars	As at 31 March 2020 (₹)	As at 31 March 2019 (₹)
<b>Authorised:</b>		
2,50,00,000 (as at 31 March 2019: 25,00,00,000) Equity shares of ₹10 each	25,00,00,000	25,00,00,000
	25,00,00,000	25,00,00,000
<b>Issued, subscribed and paid up:</b>		
1,01,54,400 (as at 31 March 2019: 1,01,54,400) Equity shares of ₹10 each	10,15,44,000	10,15,44,000
<b>Total Equity</b>	<b>10,15,44,000</b>	<b>10,15,44,000</b>

**a) Details of reconciliation of the number of shares outstanding:**

Particulars	As at 31 March 2020		As at 31 March 2019	
	No. of shares	₹	No. of shares	₹
<b>Equity Shares:</b>				
Shares outstanding at the beginning of the year (refer note (d) below)	1,01,54,400	10,15,44,000	1,01,54,400	10,15,44,000
Add: Shares issued during the year	-	-	-	-
Less: Buy Back during the year	-	-	-	-
Shares outstanding at the end of the year	<u>1,01,54,400</u>	<u>10,15,44,000</u>	<u>1,01,54,400</u>	<u>10,15,44,000</u>

**b) Terms/ rights attached to equity shares**

The Company has only one class of equity shares. Each holder of equity shares is entitled to one vote per share. The dividend proposed, if any by the Board of Directors is subject to approval of the shareholders in ensuing Annual General Meeting.

In the event of liquidation of the Company, the holders of the equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

c) **Details of shares in the company held by each shareholder holding more than 5 percent:**

Name of Shareholder	As at 31 March 2020		As at 31 March 2019	
	No. of shares	%	No. of shares	%
Shivshankar Lature	48,38,400	47.65%	48,38,400	47.65%
Mentor Capital Limited	6,33,053	6.23%	6,33,053	6.23%
Nariman Mercantile Private Limited	24,00,000	23.64%	24,00,000	23.64%

d) Pursuant to Suyog Employee stock option scheme 2018, the Nomination and Remuneration Committee of the Company granted 5,07,720 options to its eligible employees

15 **Other Equity**

Particulars	As at 31 March 2020 (₹)	As at 31 March 2019 (₹)
<b>Other comprehensive income</b>		
Balance as per last financial statement	(7,58,709)	(45,98,615)
Addition during the year (net of tax)	(31,10,473)	38,39,906
Transfer to retained earning realised (gain)/Loss		-
<b>Closing balances</b>	<b>(38,69,182)</b>	<b>(7,58,709)</b>
Retained earnings		
Balance as at beginning of the year	79,90,24,925	52,48,62,803
Profit for the year	33,02,83,779	28,63,80,942
Dividend (Including dividend distribution tax)	(3,06,04,168)	(1,22,18,820)
<b>Total retained earning</b>	<b>1,09,87,04,536</b>	<b>79,90,24,925</b>
Other reserves		
Securities premium account	7,49,56,000	7,49,56,000
Less : Premium Utilised For Issuing Bonus Shares	-	-
	7,49,56,000	7,49,56,000
	7,49,56,000	7,49,56,000
<b>Total</b>	<b>1,16,97,91,354</b>	<b>87,32,22,216</b>

16 **Borrowings**

Particulars	As at 31 March 2020 (₹)	As at 31 March 2019 (₹)
<b>Financial Liabilities at amortised cost</b>		
<b>Secured</b>		
Term Loans - from banks	22,43,17,630	34,60,97,106
<b>Unsecured Loans</b>		
From Others - Corporates	8,41,62,154.00	8,36,43,724
From Others - Non-Corporates	-	2,70,36,562
<b>Total</b>	<b>30,84,79,784</b>	<b>45,67,77,392.00</b>

**Footnote to Note 16: Borrowings****a) Secured Loans: The details of Secured Loans balances and the securities offered for each loan is as under:**

Sr. No.	Name of Institution	Mortgage Property	As at 31 March 2020 (₹)	As at 31 March 2019 (₹)
ii.	Axis Bank Limited, Corporate Banking Branch, 1 <sup>st</sup> Floor, Mittal Towers, A Wing, Nariman Point, Mumbai	PariPassu Charge by way of Hypothecation on entire moveable fixed assets (including assets created out of TL 1, TL 2 & TL 3) of the Company, both present and future with federal bank.	TL I – 5.15 CR TL II – 8.91 CR TL III - 7.34 CR BG – 6 CR Total – 53 CR	TL I – 11.34 CR TL II – 17.65 CR TL III - 18.01 CR CR BG – 3 CR Total – 50 CR
		<b>Registered Charge-</b> Trishul', 3 <sup>rd</sup> Floor, Opp to Samartheshwar TempleLaw Garden, Ellis BridgeAhmedabadGJ380006IN	(Outstanding – INR 21.40 CR)	(Outstanding – INR 31.87 CR)
		Corporate Banking Branch, 1 <sup>st</sup> Floor, A-Wing Mittal Tower, Nariman Point Mumbai MH 400021 IN		
iii.	Indusland Bank Limited	PariPassu Charge by way of Hypothecation of Present and Future rent Receivable of Telecom Infrastructure rented out to all Service operators including Bharati Airtel, Vodafone India Ltd, Tata Teleservices Ltd, idea Cellular Ltd, BSNL, Nokia Siemens Network, Telewing (United), Aritel Ltd, Reliance Jio etc.	TL I – 13.60 CR TL II – 0.56 CR Total – 35 CR (Outstanding – INR 14.15 CR)	TL I – 16.78 CR TL II – 0.83 CR Total – 35 CR (Outstanding – INR 15.97 CR)
		Pari Passu Charge by way of Hypothecation of stock, Biils Receivables, Books Debts and charge on Company entire current assets and fixed assets (Present and Future)		
		<b>Registered Charge-</b> 2401 GEN THIMMAYYA ROADCONTONMENTPUNE Ma 411001IN		

**17 Provisions**

Particulars	As at 31 March 2020 (₹)	As at 31 March 2019 (₹)
<b>Provision for employee benefits.</b>		
Gratuity (Unfunded)	59,22,828	19,87,911
<b>Total</b>	<b>59,22,828</b>	<b>19,87,911</b>

**18 Deferred tax liabilities (Net)**

Particulars	As at 31 March 2020 (₹)	As at 31 March 2019 (₹)
<b>Deferred tax liabilities</b>		
Fixed assets :	10,77,40,253	7,27,91,800
<b>Impact of difference between tax depreciation and charged in financial statement</b>		
Deferred Tax of items that will not be reclassified to statement of profit and loss	2,99,677	15,77,569
	<b>10,80,39,930</b>	<b>7,43,69,369</b>

**18 Deferred tax liabilities (Net)**

Particulars	As at 31 March 2020 (₹)	As at 31 March 2019 (₹)
<b>Deferred tax assets</b>		
Provision for gratuity	8,39,504	7,17,863
	<b>8,39,504</b>	<b>7,17,863</b>
MAT credit entitlement	59,37,083	-
<b>Total</b>	<b>10,12,63,343</b>	<b>7,36,51,506</b>

**19 Trade Payables**

Particulars	As at 31 March 2020 (₹)	As at 31 March 2019 (₹)
Financial Liabilities at amortised cost		
Trade payables	41,89,53,436	23,13,49,479
<b>Total</b>	<b>41,89,53,436</b>	<b>23,13,49,479</b>

**20 Other Financial Liabilities**

Particulars	As at 31 March 2020 (₹)	As at 31 March 2019 (₹)
Financial Liabilities at amortised cost		
<b>Others</b>		
Current Maturities of Long Term Debt	12,67,26,402	12,03,37,286
Other Dues	16,58,012	1,80,240
Security deposits	2,45,51,158	2,06,97,252
<b>Total</b>	<b>15,29,35,572</b>	<b>14,12,14,778</b>

**21 Other Current Liabilities**

Particulars	As at 31 March 2020 (₹)	As at 31 March 2019 (₹)
Advances from customers	6,14,25,378	7,33,80,925
Statutory dues payable	6,42,40,340	3,89,96,271
<b>Total</b>	<b>12,56,65,718</b>	<b>11,23,77,196</b>

**22 Provisions**

Particulars	As at 31 March 2020 (₹)	As at 31 March 2019 (₹)
<b>Provision for employee benefits:</b>		
Gratuity (unfunded)	13,48,450	4,77,278
Employee Dues	1,27,01,025	49,26,386

**22 Provisions**

Particulars	As at 31 March 2020 (₹)	As at 31 March 2019 (₹)
<b>Other provisions:</b>		
Provision for Expenses	79,34,094	28,75,682
<b>Total</b>	<b>2,19,83,569</b>	<b>82,79,345</b>

**23 Current Tax Liabilities (Net)**

Particulars	As at 31 March 2020 (₹)	As at 31 March 2019 (₹)
Provision for income tax (net)	4,20,38,238	4,03,33,309
<b>Total</b>	<b>4,20,38,238</b>	<b>4,03,33,309</b>

**24 Revenue From Operations**

Particulars	Current Year 2019-20 (₹)	Previous Year 2018-19 (₹)
(a) Sale of Services	95,10,92,747	85,17,61,033
(b) Reimbursement Income - EB & Others	27,21,71,059	20,16,04,397
<b>Total</b>	<b>1,22,32,63,806</b>	<b>1,05,33,65,430</b>

**25 Other Income**

Particulars	Current Year 2019-20 (₹)	Previous Year 2018-19 (₹)
<b>Interest income:</b>		
On fixed deposit with banks	63,41,908	38,86,275
Other Interest	41,14,700	1,87,92,726
Others:		
Sale of Scrap	76,624	76,272
Discount	2,55,871	-
<b>Total</b>	<b>1,07,89,103</b>	<b>2,27,55,273.00</b>

**26 Cost of Raw Materials Consumed**

Particulars	Current Year 2019-20 (₹)	Previous Year 2018-19 (₹)
<b>Raw materials consumed / sold:</b>		
Opening stock	2,67,25,000	1,54,48,844
Add: Purchases	1,88,05,294	1,22,09,789
Add: Site Running Expenses	52,41,17,831	44,59,61,272
Less: Closing stock	2,01,86,000	2,67,25,000
<b>Total</b>	<b>54,94,62,125</b>	<b>44,68,94,905</b>
<b>Total</b>	<b>54,94,62,125</b>	<b>44,68,94,905</b>

**27 Employee Benefits Expense**

Particulars	Current Year 2019-20 (₹)	Previous Year 2018-19 (₹)
Salaries, bonus, commission and allowances	5,07,12,103	3,30,07,911
Contribution to provident and other funds	20,48,191	16,37,450
Gratuity	4,17,724	11,47,944
Staff welfare expenses	2,59,632	34,43,867
Director's Salary	1,59,60,000	1,60,15,000
<b>Total</b>	<b>6,93,97,650</b>	<b>5,52,52,172</b>

**28 Other Expenses**

Particulars	Current Year 2019-20 (₹)	Previous Year 2018-19 (₹)
Power and electricity	9,00,053	1,23,426
Communication expenses	1,06,206	2,49,044
Printing and stationery	1,65,505	1,82,552
Travelling and conveyance expenses	1,52,02,428	47,44,191
Legal and professional fees	1,00,48,750	89,56,386
Rent	62,61,784	48,72,284
Rent, rates and taxes	25,66,085	8,52,303
<b>Repairs and maintenance:</b>		
- plant and machinery	5,38,275	-
- other	5,38,194	6,65,174
Insurance charges	65,23,040	31,41,062
<b>Auditor's remuneration:</b>		
- for audit	4,50,000	4,50,000
- for tax audit	-	-
- for taxation matters	-	-
Donations	15,41,500	15,63,900
Advertisement expenses	3,00,321	3,20,937
Sundry balance written off	7,762	39,430
Agency Commission	65,484	
Membership & Subscription	12,932	85,340
ROC Filing / Listing Fees	3,03,256	12,936
Interest on Delay Payment of Statutory Payments	1,64,366	75,234
Miscellaneous expenses	26,89,924	25,88,288
<b>Total</b>	<b>4,83,85,865</b>	<b>2,89,22,487</b>

**29 Finance Costs**

Particulars	Current Year 2019-20 (₹)	Previous Year 2018-19 (₹)
Interest expenses	5,66,56,511	6,70,57,466
Loan processing and other charges	58,91,850	39,87,066
Less: Amount Capitalised (See note below)	21,95,494	13,80,088
<b>Total</b>	<b>6,03,52,867</b>	<b>6,96,64,444</b>

**Note:** The capitalisation rate used to determine the amount of borrowing costs to be capitalised is the rate applicable to the entity's borrowing during the year.

**30 Contingent liability**

Particulars	As at 31 March 2020 (₹)	As at 31 March 2019 (₹)
Disputed Income Tax Demand	4,88,77,721	1,79,98,831
Tax Deducted at Source (TDS) liabilities for various years	80,45,880	49,78,640
Disputed Service tax liabilities	87,19,310	2,35,93,079

**i. Bank guarantee given by bank on behalf of the company**

Particulars	As at 31 March 2020 (₹)	As at 31 March 2019 (₹)
5 Bank Guarantee's issued by State Bank of India, Malad West Branch	20,31,800	20,31,800
10 Bank Guarantee's issued by State Bank of Hyderabad (Now State Bank of India), Powai Branch	8,40,000	8,40,000
1 Bank Guarantee's issued by Federal Bank, Ghatkoper Branch	2,17,331	2,17,331
5 Bank Guarantee's issued by Axis Bank, Nariman Point Branch	3,83,57,041	2,90,92,293

**31 Disclosures required under Section 22 of the Micro, Small and Medium Enterprises Development Act, 2006**

Particulars	As at 31 March 2020 (₹)	As at 31 March 2019 (₹)
(i) Principal amount remaining unpaid to any supplier as at the end of the accounting year	-	5,90,657
(ii) Interest due thereon remaining unpaid to any supplier as at the end of the accounting year	-	-
(iii) The amount of interest paid along with the amounts of the payment made to the supplier beyond the appointed day	-	-
(iv) The amount of interest due and payable for the year	-	-
(v) The amount of interest accrued and remaining unpaid at the end of the accounting year	-	-
(vi) The amount of further interest due and payable even in the succeeding year, until such date when the interest dues as above are actually paid	-	-

Dues to Micro and Small Enterprises have been determined to the extent such parties have been identified on the basis of information collected by the Management. This has been relied upon by the auditors.

**32 Employee benefit obligations****a. Defined Contribution Plans:**

The following amount recognized as an expense in Statement of profit and loss on account of provident fund and other funds. There are no other obligations other than the contribution payable to the respective authorities.

Particulars	Current Year 2019-20 (₹)	Previous Year 2018-19 (₹)
Contribution to provident fund	18,94,088	12,50,129
Contribution to ESIC	1,34,863	3,87,321

**ii. Defined Benefit Plan:**

The Company has a unfunded defined benefit gratuity plan. The gratuity plan is governed by the Payment of Gratuity Act, 1972. Under the Act, employee who has completed five years of service is entitled to specific benefit. The level of benefits provided depends on the member's length of service and salary at retirement age. Every employee who has completed five years or more of service gets a gratuity on departure at 15 days salary (last drawn salary) for each completed year of service as per the provision of the Payment of Gratuity Act, 1972 with total ceiling on gratuity of ₹20,00,000.

The following tables summaries the components of net benefit expense recognised in the Statement of profit and loss and the funded status and amounts recognised in the balance sheet for the gratuity plan:

Particulars	Current Year 2019-20 (₹)	Previous Year 2018-19 (₹)
<b>Statement of profit and loss</b>		
<b>Net employee benefit expense recognised in the employee cost</b>		
Current service cost	2,46,147	6,63,044
Past service cost	-	-
Interest cost on defined benefit obligation	1,71,577	4,84,900
(Gain) / losses on settlement	-	-
<b>Total expense charged to profit and loss account</b>	<b>4,17,724</b>	<b>11,47,944</b>
<b>Amount recorded in Other Comprehensive Income (OCI)</b>		
<b>Opening amount recognised in OCI outside profit and loss account</b>	-	-
Remeasurement during the period due to :		
Actuarial loss / (gain) arising from change in financial assumptions	3,51,422	10,217
Actuarial loss / (gain) arising from change in demographical assumptions	-	-
Actuarial loss / (gain) arising on account of experience changes	40,36,943	(54,27,692)
<b>Closing Amount recognised in OCI outside profit and loss account</b>	<b>43,88,365</b>	<b>(54,17,475)</b>
Reconciliation of net liability / asset		
Opening defined benefit liability / (assets)	24,65,190	67,34,721
Expense charged to profit & loss account	4,17,724	11,47,944
Amount recognised in outside profit and loss account	43,88,365	(54,17,475)
Benefit Paid	-	-
<b>Closing net defined benefit liability / (asset)</b>	<b>72,71,279</b>	<b>24,65,190</b>

**Movement in benefit obligation and balance sheet****A reconciliation of the benefit obligation during the inter-valuation period:**

Particulars	Current Year 2019-20 (₹)	Previous Year 2018-19 (₹)
Opening defined benefit obligation	24,65,190	67,34,721
Current service cost	2,46,147	6,63,044
<b>Past service cost</b>	-	-
Interest on defined benefit obligation	1,71,577	4,84,900
Remeasurement during the period due to :		
Actuarial loss / (gain) arising from change in financial assumptions	3,51,422	10,217
Actuarial loss / (gain) arising from change in demographic assumptions	-	-
Actuarial loss / (gain) arising on account of experience changes	40,36,943	(54,27,692)
Benefits paid	-	-
<b>Closing defined benefit obligation [liability / (asset)] recognised in balance sheet</b>	<b>72,71,279</b>	<b>24,65,190</b>

**Net liability is bifurcated as follows :**

	As at 31 March 2020 (₹)	As at 31 March 2019 (₹)
Current	13,48,451	4,77,279
Non-current	59,22,828	19,87,911
<b>Net liability</b>	<b>72,71,279</b>	<b>24,65,190</b>

**The principal assumptions used in determining gratuity benefit obligation for the company's plans are shown below:**

Discount rate	5.83%	6.96%
Expected rate of return on plan assets (p.a.)	0.00%	0.00%
Salary escalation rate (p.a.)	10.00%	10.00%
Expected average remaining service	3.78	3.79
Retirement age	60 Years	60 Years
Employee Attrition Rate	20% for all ages	20% for all ages
<b>Mortality pre-retirement</b>	<b>IALM (2006-08) Ult.</b>	<b>IALM (2006-08) Ult.</b>

**A quantitative analysis for significant assumption is as shown below:****Indian gratuity plan:**

Particulars	Current Year 2019-20 (₹)	Previous Year 2018-19 (₹)
<b>Assumptions -Discount rate</b>		
Sensitivity Level (a hypothetical increase / (decrease) by)	1.00%	1.00%
Impact on defined benefit obligation -increase of sensitivity level	69,58,520	64,88,889
Impact on defined benefit obligation -decrease of sensitivity level	76,13,784	70,00,840
<b>Assumptions -Future salary escalations rates</b>		
Sensitivity Level (a hypothetical increase / (decrease) by)	1.00%	1.00%
Impact on defined benefit obligation-increase of sensitivity level	75,14,684	68,47,147
Impact on defined benefit obligation-decrease of sensitivity level	70,40,019	66,29,527

The following payments are expected contributions to the defined benefit plant in future years.

<b>Net liability is bifurcated as follows :</b>	<b>As at 31 March 2020 (₹)</b>	<b>As at 31 March 2019 (₹)</b>
Within 1 year	13,48,451	4,77,279
1-2 year	11,12,893	3,97,216
2-3 year	9,77,411	3,66,438
3-4 year	9,11,750	3,17,602
4-5 year	8,01,421	2,83,774
5-10 year	26,78,396	9,60,938

### 33 Segmental Information

In accordance with Ind-AS 108, 'Operating Segments', the Company does not have a business segment. Further, the Company operates in India and accordingly no disclosures are required under secondary segment reporting.

### 34 CORPORATE SOCIAL RESPONSIBILITY (CSR)

As per Section 135 of the Companies Act, 2013, a CSR committee has been formed by the Company. The areas for CSR activities are eradicating hunger, poverty and malnutrition, promoting preventive health care including preventive health care, ensuring environmental sustainability education, promoting gender equality and empowering women and other activities. The amount has to be expended on the activities which are specified in Schedule VII of the Companies Act, 2013.

Details of CSR expenditure required to be spent and amount spent are as under:

<b>Particulars</b>	<b>Current year 2018-19 (₹)</b>	<b>Previous Year 2018-19 (₹)</b>
Gross amount required to be spent by the Company during the year	59,59,249	43,91,277
Amount spent during the year	-	-
Cumulative CSR Expenditure required to be spent	1,45,50,967	85,91,718

### 35 Financial Instruments

Financial instrument by category

The carrying value and fair value of financial instrument by categories as of 31 March 2020 were as follows

<b>Particulars</b>	<b>at amortised cost (₹)</b>	<b>at fair value through profit and loss (₹)</b>	<b>at fair value through OCI (₹)</b>	<b>Total Carrying value (₹)</b>	<b>Total fair value (₹)</b>
<b>Assets:</b>					
Cash and cash equivalents	6,40,06,380	-	-	6,40,06,380	6,40,06,380
Other bank balance	-	-	-	-	-
Trade receivables	26,84,16,728	-	-	26,84,16,728	26,84,16,728
Other financial assets	21,23,23,320	-	-	21,23,23,320	21,23,23,320
Loans	17,09,90,579	-	-	17,09,90,579	17,09,90,579
Investments	1,00,000	-	-	1,00,000	1,00,000
	<b>71,58,37,007</b>	<b>-</b>	<b>-</b>	<b>71,58,37,007</b>	<b>71,58,37,007</b>

Particulars	at amortised cost	at fair value through profit and loss	at fair value through OCI	Total Carrying value	Total fair value
	(₹)	(₹)	(₹)	(₹)	(₹)
<b>Liabilities:</b>					
Borrowing	30,84,79,784	-	-	30,84,79,784	30,84,79,784
Trade and other payables	41,89,53,436	-	-	41,89,53,436	41,89,53,436
Other financial liabilities	15,29,35,572	-	-	15,29,35,572	15,29,35,572
	<b>88,03,68,792</b>	-	-	<b>88,03,68,792</b>	<b>88,03,68,792</b>

The carrying value and fair value of financial instrument by categories as of 31 March 2019 were as follows

Particulars	at amortised cost	at fair value through profit and loss	at fair value through OCI	Total Carrying value	Total fair value
	(₹)	(₹)	(₹)	(₹)	(₹)
<b>Assets:</b>					
Cash and cash equivalents	2,29,35,779	-	-	2,29,35,779	2,29,35,779
Other bank balance	-	-	-	-	-
Trade receivables	16,27,08,668	-	-	16,27,08,668	16,27,08,668
Other financial assets	17,93,19,281	-	-	17,93,19,281	17,93,19,281
Loans	17,09,90,579	-	-	17,09,90,579	17,09,90,579
Investments	1,00,000	-	-	1,00,000	1,00,000
	<b>53,60,54,307</b>	-	-	<b>53,60,54,307</b>	<b>53,60,54,307</b>
<b>Liabilities:</b>					
Borrowing	45,67,77,392	-	-	45,67,77,392	45,67,77,392
Trade and other payables	23,13,49,479	-	-	23,13,49,479	23,13,49,479
Other financial liabilities	14,12,14,778	-	-	14,12,14,778	14,12,14,778
	<b>82,93,41,649</b>	-	-	<b>82,93,41,649</b>	<b>82,93,41,649</b>

### 36 Fair value hierarchy

Level 1 - Quoted prices (unadjusted) in active markets for identical assets or liabilities

Level 2 – Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3 - Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs).

The following table presents fair value hierarchy of assets and liabilities measured at fair value on a recurring basis as of 31 March 2020:

Particulars	As at 31 March 2020 (₹)	Fair value measurement at end of the reporting year using		
		Level 1 (₹)	Level 2 (₹)	Level 3 (₹)
<b>Assets /Liabilities measured at fair value</b>				
<b>Financial Assets:</b>				
Non current investments	1,00,000	-	-	1,00,000

Particulars	As at 31 March 2020 (₹)	Fair value measurement at end of the reporting year using		
<b>Financial Liabilities:</b>				
Rental deposit	4,51,49,272	-	-	4,51,49,272
Borrowings	22,43,17,630	-	-	22,43,17,630

The following table presents fair value hierarchy of assets and liabilities measured at fair value on a recurring basis as of 31 March 2019:

Particulars	As at 31 March 2019 (₹)	Fair value measurement at end of the reporting year using		
		Level 1 (₹)	Level 2 (₹)	Level 3 (₹)
<b>Assets /Liabilities measured at fair value</b>				
<b>Financial Assets:</b>				
Non current investments	1,00,000	-	-	1,00,000
<b>Financial Liabilities:</b>				
Rental deposit	4,10,34,572	-	-	4,10,34,572
Borrowings	34,60,97,106	-	-	34,60,97,106

There have been no transfers among Level 1, Level 2 and Level 3 during the period.

The management assessed that cash and cash equivalents, Trade receivable and other financial asset, trade payables and other financial liabilities approximate their carrying amount largely due to short term maturity of these instruments.

### 37 Financial risk management objectives and policies

The risk management policies of the Company are established to identify and analyse the risks faced by the Company, to set appropriate risk limits and controls, and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Company's activities.

The Management has overall responsibility for the establishment and oversight of the Company's risk management framework.

In performing its operating, investing and financing activities, the Company is exposed to the Credit risk, Liquidity risk and Market risk.

#### Carrying amount of financial assets and liabilities:

The following table summaries the carrying amount of financial assets and liabilities recorded at the end of the period by categories:

Particulars	As at 31 March 2020 (₹)	As at 31 March 2019 (₹)
<b>Financial assets</b>		
Non current investment	1,00,000	1,00,000
Cash and cash equivalent	6,40,06,380	2,29,35,779
Bank balances other than above	-	-
Trade receivables	26,84,16,728	16,27,08,668
Loans	16,99,81,613	17,09,90,579
Other financial assets	21,23,23,320	17,93,19,281
<b>At end of the year</b>	<b>71,48,28,041</b>	<b>53,60,54,307</b>

Particulars	As at 31 March 2020 (₹)	As at 31 March 2019 (₹)
<b>Financial liabilities</b>		
Borrowings	30,84,79,784	45,67,77,392
Trade payables	41,89,53,436	23,13,49,479
Other financial liabilities	15,29,35,572	14,12,14,778
<b>At end of the year</b>	<b>88,03,68,792</b>	<b>82,93,41,649</b>

**Market risk**

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, currency risk and other price risk, such as equity price risk and commodity risk. Financial instruments affected by market risk include loans and borrowings, deposits and derivative financial instruments.

**Credit risk on financial assets**

Financial assets that are potentially subject to concentrations of credit risk and failures by counterparties to discharge their obligations in full or in a timely manner consist principally of cash balances with banks, cash equivalents and receivables, and other financial assets. The maximum exposure to credit risk is: the total of the fair value of the financial instruments and the full amount of any loan payable commitment at the end of the reporting year. Credit risk on cash balances with banks is limited because the counterparties are entities with acceptable credit ratings. Credit risk on other financial assets is limited because the other parties are entities with acceptable credit ratings.

As disclosed in Note 11 (a), cash and cash equivalents balances generally represent short term deposits with a less than 90-day maturity.

As part of the process of setting customer credit limits, different credit terms are used. The average credit period generally granted to trade receivable customers is about 90-360 days. But some customers take a longer period to settle the amounts."

**Exposure to credit risk**

Financial asset for which loss allowance is measured using expected credit loss model

Particulars	As at 31 March 2020 (₹)	As at 31 March 2019 (₹)
<b>Financial assets</b>		
Non current investment	1,00,000	1,00,000
Cash and cash equivalent	6,40,06,380	2,29,35,779
Bank balances other than above	-	-
Trade receivables	26,84,16,728	16,27,08,668
Loans	16,99,81,613	17,09,90,579
Other financial assets	21,23,23,320	17,93,19,281
<b>At end of the year</b>	<b>71,48,28,041</b>	<b>53,60,54,307</b>

Ageing analysis of the age of trade receivable amounts that are past due as at the end of reporting year but not impaired:

Particulars	As at 31 March 2020 (₹)	As at 31 March 2019 (₹)
<b>Trade receivables:</b>		
Less than 90 days	17,44,43,561	12,29,69,709
90 to 180 days	2,01,50,409	2,45,82,256
Over 180 days	7,38,22,758	1,51,56,703
	<b>26,84,16,728</b>	<b>16,27,08,668</b>

In the opinion of management, trade receivable, Financial assets, Cash and cash equivalent, Balance with Bank, Loans and other financial assets have a value on realisation in the ordinary course of business at least equal to the amount at which they are stated in the balance sheet.

The Company has not recognised any loss allowance as the Company expects that there is no credit loss on trade receivables.

### 38 Foreign currency risk

The Company operates internationally and the major portion of business is transacted in Indian Rupees. The Company has Sales, Purchase, Borrowing (etc.) in Indian currency. Consequently, the Company is not exposed to foreign exchange risk.

### 39 Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates.

Company has interest rate risk exposure mainly from changes in rate of interest on borrowing & on deposit with bank. The interest rates are disclosed in the respective notes to the financial statements of the Company. The following table analyses the breakdown of the financial assets and liabilities by type of interest rate:

Particulars	As at 31 March 2020 (₹)	As at 31 March 2019 (₹)
<b>Financial assets</b>		
<b>Interest bearing - Fixed interest rate</b>		
- Non current fixed deposit	7,40,08,482	5,31,07,212
- Current fixed deposit	-	-
<b>Financial Liabilities</b>		
<b>Interest bearing</b>		
Borrowings - Floating interest rate		
- Working capital loan in rupee	35,10,44,032	46,64,34,392

#### Interest rate sensitivity

The following table demonstrates the sensitivity to a reasonably possible change in interest rates on that portion of loans and borrowings affected, after excluding the credit exposure for which interest rate swap has been taken and hence the interest rate is fixed. With all other variables held constant, the Company's profit before tax is affected through the impact on floating rate borrowings, as follows:

Particulars	As at 31 March 2020 (₹)	As at 31 March 2019 (₹)
Increase in 100 bps points		
Effect on profit before tax	(35,10,440)	(46,64,344)
Decrease in 100 bps points		
Effect on profit before tax	35,10,440	46,64,344

### 40 Liquidity risk

Liquidity risk is the risk that the Company may not be able to meet its present and future cash and collateral obligations without incurring unacceptable losses. The Company's objective is to, at all times maintain optimum levels of liquidity to meet its cash and collateral requirements. The Company closely monitors its liquidity position and deploys a robust cash management system. It maintains adequate sources of financing including debt and overdraft from banks at an optimised cost.

The Company's maximum exposure to credit risk for the components of the balance sheet at 31 March 2020 and 31 March 2019 is the carrying amounts. The liquidity risk is managed on the basis of expected maturity dates of the financial liabilities. The average credit period taken to settle trade payables is about 90 days. The other payables are with short-term durations. The carrying amounts are assumed to be a reasonable approximation of fair value. The following table analyses financial liabilities by remaining contractual maturities:

Particulars	On demand	Less than 3 months	More than 3 Month but Less than 12 months	More then 1 Year but less than 5 years	More than 5 years	Total
	(₹)	(₹)	(₹)	(₹)	(₹)	(₹)
<b>Year ended 31 March 2020</b>						
Borrowings	-	-	-	58,35,03,794	-	58,35,03,794
Other financial liabilities	-	-	-	2,62,09,170	-	2,62,09,170
Trade and other payables	-	16,14,56,744	17,68,02,814	8,06,93,878	-	41,89,53,436
	-	<b>16,14,56,744</b>	<b>17,68,02,814</b>	<b>69,04,06,842</b>	-	<b>1,02,86,66,400</b>
<b>Year ended 31 March 2019</b>						
Borrowings	-	-	12,03,37,286	45,67,77,392	-	57,71,14,678
Other financial liabilities	-	-	-	2,08,77,492	-	2,08,77,492
Trade and other payables	-	21,27,69,002	1,85,80,477	-	-	23,13,49,479
	-	<b>21,27,69,002</b>	<b>13,89,17,763</b>	<b>47,76,54,884</b>	-	<b>82,93,41,649</b>

At present, the Company does expects to repay all liabilities at their contractual maturity. In order to meet such cash commitments, the operating activity is expected to generate sufficient cash inflows.

#### 41 Capital management

For the purpose of the Company's capital management, capital includes issued equity capital, share premium and all other equity reserves attributable to the equity holders of the parent. The primary objective of the Company's capital management is to maximise the shareholder value.

The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Company monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. The Company's policy is to keep optimum gearing ratio. The Company includes within net debt, interest bearing loans and borrowings, trade and other payables, less cash and cash equivalents, excluding discontinued operations.

Particulars	As at 31 March 2020 (₹)	As at 31 March 2019 (₹)
Borrowings	30,84,79,784	45,67,77,392
Trade payables	-	-
Other financial liabilities	15,29,35,572	14,12,14,778
Less: cash and cash equivalents	(6,40,06,380)	(2,29,35,779)
<b>Net debt</b>	<b>(a) 39,74,08,976</b>	<b>57,50,56,391</b>
Total equity		
Total member's capital	1,27,13,35,354	97,47,66,216
<b>Capital and net debt</b>	<b>(b) 1,66,87,44,330</b>	<b>1,54,98,22,607</b>
<b>Gearing ratio (%)</b>	<b>(a/b)*100 23.81</b>	<b>37.10</b>

In order to achieve this overall objective, the Company's capital management, amongst other things, aims to ensure that it meets financial covenants attached to the interest-bearing loans and borrowings that define capital structure requirements. Breaches in meeting the financial covenants would permit the bank to immediately call loans and borrowings. There have been no breaches in the financial covenants of any interest-bearing loans and borrowing in the current period.

No changes were made in the objectives, policies or processes for managing capital during the years ended 31 March 2019 and 31 March 2018.

#### 42 Income tax

The major components of income tax expense for the years are:

Particulars	As at 31 March 2020 (₹)	As at 31 March 2019 (₹)	As at 31 March 2018
<b>Current income tax:</b>			
Current income tax charge	6,91,74,467	9,21,17,477	4,44,08,007
Adjustments in respect of previous year	-	25,22,909	(8,67,548)

Particulars	As at	As at	As at
	31 March 2020 (₹)	31 March 2019 (₹)	31 March 2018
<b>Deferred tax:</b>			
Relating to origination and reversal of temporary differences	3,48,26,812	3,68,78,891	1,09,50,358
<b>Income tax expense reported in the statement of profit or loss</b>	<b>10,40,01,279</b>	<b>13,15,19,277</b>	<b>5,44,90,817</b>

A Reconciliation of income tax provision to the amount computed by applying the statutory income tax rate to the income before Income taxes is summarized as follow:

Particulars	As at	As at
	31 March 2020 (₹)	31 March 2019 (₹)
<b>Profit before income tax</b>	<b>43,42,85,058</b>	<b>41,79,00,219</b>
Rate of Income tax	29.12%	29.12%
Computed expected tax expenses	12,64,63,809	12,16,92,546
Additional allowances for tax purpose	(7,87,53,940)	(3,49,04,781)
Expenses not allowed for tax purposes	2,14,64,598	1,71,95,469
Additional Tax payable due to MAT provisions	-	(1,18,65,757)
<b>Income tax expense reported in the statement of profit or loss</b>	<b>6,91,74,467</b>	<b>9,21,17,477</b>

Applicable statutory tax rate for financial year 2019-20 is 29.12% (Previous year 2018-19 is 29.12%)

**The Gross movement in the current income tax asset/(Liability) for the year ended March 31, 2020 and March 31, 2019 is as follows**

Particulars	As at	As at
	31 March 2020 (₹)	31 March 2019 (₹)
Net current income tax asset/(liability) at the beginning	4,03,33,309	27,54,136
Income tax paid	(6,74,69,538)	(5,70,61,213)
Current tax expenses	6,91,74,467	9,21,17,477
Prior Period Tax Adjustment	-	25,22,909
Net current income tax asset/(liability) at the end	4,20,38,238	4,03,33,309

#### 43 Estimates

The estimates at 31 March 2020 and at 31 March 2019 are consistent with those made for the same dates in accordance with Ind AS(after adjustments to reflect any differences in accounting policies).

44 Balances in the accounts of trade receivables, loans and advances, trade payables and other current liabilities are subject to confirmation / reconciliation, if any. The management does not expect any material adjustment in respect of the same effecting the financial statements on such reconciliation / adjustments.

45 There was no impairment loss on the fixed assets on the basis of review carried out by the management in accordance with Indian Accounting Standard (Ind AS)–36 'Impairment of Assets.

#### 46 Lease disclosure

The company has entered into agreement for obtaining one office premises on rent which is in nature of operating leases. Amount paid/payable in respect of such leases are charged to profit and loss on accrual basis.

#### 47 Earnings per share

Basic EPS amounts are calculated by dividing the profit for the year attributable to equity holders by the weighted average number of equity shares outstanding during the year.

Diluted EPS amounts are calculated by dividing the profit attributable to equity holders by the weighted average number of equity shares outstanding during the year plus the weighted average number of equity shares that would be issued on conversion of all the dilutive potential equity shares into equity shares.

The following reflects the income and share data used in the basic and diluted EPS computations:

Particulars	As at 31 March 19	As at 31 March 19
Profit attributable to equity holders of the parent for basic earnings (₹)	33,02,83,779	28,63,80,942
Weighted average number of equity shares for basic and diluted earning per share	1,01,54,400	1,01,54,400
Face value per share	10	10
Basic earning per share	32.53	28.20
Diluted earning per share	32.53	28.20

#### 48 RELATED PARTY DISCLOSURES

i) Related party relationships:	Current Year	Previous Year
Particulars	2019-20	2019-20
<b>Key managerial personnel</b>	Shivshankar G. Lature - Director Vivek G. Lature - Director Suchitra S. Lature - Director Ajay Kumar Sharma - CFO Rahul Kapur - CS	Shivshankar G. Lature - Director Vivek G. Lature - Director Suchitra S. Lature - Director Ajay Kumar Sharma - CFO Rahul Kapur - CS
<b>Enterprises in which relative of key management personnel have significant influence</b>	Suyog Telematics  Suyog Gurbaxani Funicular Ropeways Limited	Suyog Telematics  Suyog Gurbaxani Funicular Ropeways Limited

Notes:

- The related party relationships have been determined on the basis of the requirements of the Indian Accounting Standard (Ind AS) -24 'Related Party Disclosures' and the same have been relied upon by the auditors.
- The relationships as mentioned above pertain to those related parties with whom transactions have taken place during the current year /previous year, except where control exists, in which case the relationships have been mentioned irrespective of transactions with the related party.

#### ii. Transactions with related parties:

Particulars	Current Year 2019-20 (₹)	Current Year 2018-19 (₹)
<b>Purchases</b>		
Suyog Telematics	3,40,14,494	48,89,206
<b>Total</b>	<b>3,40,14,494</b>	<b>48,89,206</b>
<b>Remuneration &amp; Allowance to KMP &amp; Relatives of KMP</b>		
Shivshankar G. Lature - Director	84,00,000	84,00,000
Vivek G. Lature - Director	54,00,000	54,00,000
Suchitra S. Lature - Director	21,60,000	21,60,000
Ajay Kumar Sharma - CFO	9,50,000	9,50,000
Rahul Kapur - CS	7,20,000	5,40,000
<b>Total</b>	<b>1,76,30,000</b>	<b>1,74,50,000</b>
<b>Payment of Rent for Site Running</b>		
Shivshankar G. Lature - Director	36,00,000	36,00,000
Suchitra S. Lature - Director	24,00,000	24,00,000
<b>Total</b>	<b>60,00,000</b>	<b>60,00,000</b>

Particulars	Current Year 2019-20 (₹)	Current Year 2018-19 (₹)
<b>Loan Taken/(Given) &amp; Repayment thereof and balance outstanding as at the year end</b>		
<b>Balance at the beginning of the year</b>		
Suyog Gurbaxani Funicular Ropeways Limited	(15,83,53,700)	(16,00,71,516)
Loan Taken/(Given)		
Suyog Gurbaxani Funicular Ropeways Limited	(17,16,091)	(2,20,11,684)
Repaid during the year		
Suyog Gurbaxani Funicular Ropeways Limited	-	2,37,29,500
Balance Outstanding at the year end		
Suyog Gurbaxani Funicular Ropeways Limited	(16,00,69,791)	(15,83,53,700)

**49 Calculation of Remuneration ceiling limit for MD & WTD:**

Managerial Remuneration under Section 197 of the Companies Act 2013 read with Schedule V of the Act

Sr. No.	Particulars	2019-20	2018-29
i.	Net profit for the year as per profit and loss accounts to be considered for Calculation	45,02,45,058	43,39,15,219
ii.	11% of the Net Profit	4,95,26,956	4,77,30,674
iii.	5% of the Net Profit	2,25,12,253	2,16,95,761
iv.	Actual Remuneration Paid to MD	84,00,000	84,00,000
v.	Actual Remuneration Paid to WTD	54,00,000	54,00,000
vi.	<b>Total Remuneration Paid to MD &amp; WTD</b>	<b>1,38,00,000</b>	<b>1,38,00,000</b>

**50 Events after the end of the reporting year**

No subsequent event has been observed which may required an adjustment to the statement of financial position.

- 51 The Ministry of home affairs vide order No.40-3/2020 dated 24.03.2020 notified telecommunication services among the essential services which continued to operate during lock down in the crisis situation of COVID-19, which has been declared as pandemic by World Health Organisation. The passive infrastructure as well as active telecom operations of the Company's customers are covered under essential services which are actively engaged in fulfilling the surge in demand arising out of the choice exercised by almost all industries to conduct their operations remotely. Hence, the telecom industry is among the businesses that are least impacted due to COVID-19. The Company believes that thus far, there is no significant impact of COVID-19 pandemic on the financial position and performance of the Company. Further, the company is not expecting any significant change in estimates as of now as the company is running its business and operations as usual without any major disruptions. Given the Uncertainties associated with the nature and duration of this pandemic the eventual outcome of the impact of the global health pandemic may be different from those-estimated as on the date of approval of these financial results and the Company will closely monitor any material changes to the economic environmeanntd their Impact on its business in the tiemes to come.
- 52 Balances in the accounts of trade receivables, Cash & Cash Equivalents, trade payables and other current liabilities including Statutory dues are subject to confirmation/ reconciliation, if any. The management does not expect any material adjustment in respect of the same effecting the financial results on such reconciliation/ adjustments.
- 53 Previous period/years figure have been regrouped/rearranged wherever necessary, to correspond with the current period /year classification / disclosures.

As per our report of even date attached

**For S P M L & Associates.**

Chartered Accountants  
FRN: 136549W

**(Vikas Asawa)**  
Partner  
M. No. 172133

Place: Mumbai  
Date: 27<sup>th</sup> June 2020

For and on behalf of Board of Directors of  
**Suyog Telematics Limited**

**(Shivshankar Lature)**  
Managing Director  
DIN - 02090972

**Rahul Kapur**  
(CS & Compliance Officer)  
M. No.: ACS 52093

**(Vivek Lature)**  
Executive Director  
DIN - 02274098

**Ajay Sharma**  
(Chief Financial Officer)  
Pan No. BBZPS3412B

## SUYOG TELEMATICS LIMITED

CIN: L32109MH1995PLC091107

Regd. Off. 41, Suyog Industrial Estate, Vikhroli (W), Mumbai – 400083

Tel: +91-22-25795516

Email id: investor@suyogtelematics.co.in Website: www.suyogtelematics.co.in

### NOTICE OF 25th ANNUAL GENERAL MEETING

Notice is hereby given that the 25<sup>th</sup> Annual General Meeting (AGM) of the Members of Suyog Telematics Limited will be held on September 29, 2020 at 12 Noon through Video conferencing at the Registered office of the Company at 41, Suyog Industrial Estate, Vikhroli (W), Mumbai – 400083, which is the deemed venue of AGM, to transact the following business:

#### ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2020 together with the Report of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Ms. Suchitra Shivshankar Lature (DIN - 07440192) who retires by rotation and being eligible for re-appointment, offers herself for re-appointment.

#### SPECIAL BUSINESS

3. Ratification of Cost Auditor Remuneration

To consider and if thought fit, to pass the following as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 148 and all other applicable provisions, if any, of the Companies Act, 2013 read with rules made thereunder, the remuneration of INR 75,000/- (Rupees Seventy Five Thousand Only) per annum plus applicable tax and out of pocket expenses as approved by the Board on the recommendation of the Audit Committee, to be paid to Leena S. Murkute, Practicing Cost Accountant, (Registration No. 22429), Cost Auditor of the Company for the audit of the cost records of the financial year ended March 31, 2021, be and is hereby ratified, confirmed and approved.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

4. Waiver of recovery of excess managerial remuneration paid to Mr. Shivshankar Gurushantappa Lature, (DIN: 02090972), Managing Director of the Company.

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

**“RESOLVED THAT** pursuant to the provisions of Sections 197 and 198 of the Companies Act, 2013 (“the Act”) and other applicable provisions, if any, of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and pursuant to the recommendation of the Board of Directors of the Company and subject to such approval as may be required, the approval of the members of the Company be and is hereby accorded to ratify and confirm the waiver of recovery of the excess remuneration amounting to ₹ 24,00,000 (Rupees Twenty four lakhs) paid to Mr. Shivshankar Lature (DIN: 02090972), Managing Director of the Company for the Financial year 2017-18, which is in excess to the limits approved by the Members of the Company at their Annual General Meeting held on September 23, 2016.

**RESOLVED FURTHER THAT** the Board of Directors of the Company or a Committee thereof be and is hereby authorized to do all acts, deeds, matters and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto, to give effect to the aforesaid Resolution.”

5. Waiver of recovery of excess managerial remuneration paid to Mr. Vivek Gurushantappa Lature (DIN: 02274098), Whole Time Director of the Company:

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

**“RESOLVED THAT** pursuant to the provisions of Sections 197 and 198 of the Companies Act, 2013 (“the Act”) and other applicable provisions and rules, if any, of the Act (including any statutory modification(s) or re-enactment thereof, for the time being in force), and pursuant to the recommendation of the Board of Directors of the Company and subject to such approval as may be required, the approval of the members of the Company be and is hereby accorded to ratify and confirm the waiver of recovery of the excess remuneration paid to Mr. Vivek Gurushantappa Lature (DIN: 02274098), Whole Time Director of the Company amounting to ₹ 18,00,000 (Rupees Eighteen Lakhs) for the financial year 2017-18

and ₹ 36,00,000 (Rupees Thirty six lakhs) each for the financial years 2018-19 and 2019-20, which was in excess of the limits approved by the Members of the Company at their Annual General Meeting held on September 23, 2016.

**RESOLVED FURTHER THAT** the Board of Directors of the Company or a Committee thereof be and is hereby authorized to do all acts, deeds, matters and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto, to give effect to the aforesaid Resolution.”

6. Approval for the payment of remuneration to Mr. Vivek Gurushantappa Lature (DIN: 02274098), Whole Time Director of the Company:

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of section 197 and 198 of the Companies Act, 2013 (“the act”) and other applicable provisions and rules, if any, of the Act (including any statutory modification(s) or re-enactment thereof, for the time being in force), and pursuant to the recommendation of the Board of Directors of the Company and in modification to the resolution passed at the Annual General Meeting held on September 23, 2016, the approval of the members of the Company be and is hereby accorded towards payment of remuneration not exceeding ₹ 54,00,000/- per annum (Rupees Fifty four lakhs only per annum) to Mr. Vivek Gurushantappa Lature, Whole Time director of the Company for the remaining period of his present term of appointment and during period for which he is re-appointed as director liable to be retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors of the Company or a Committee thereof be and is hereby authorized to do all acts, deeds, matters and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto, to give effect to the aforesaid Resolution.”

7. Waiver of recovery of excess managerial remuneration paid to Mrs. Suchitra Shivshankar Lature (DIN: 07440192), a Non-Executive Director of the Company:

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Sections 197 and 198 of the Companies Act, 2013 (“the Act”) and other applicable provisions and rules, if any, of the Act and Regulation 17(6)(ca) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and pursuant to the recommendation of the Board of Directors of the Company and subject to such approval as may be required, the approval of the members of the Company be and is hereby accorded to ratify and confirm the waiver of recovery of the excess remuneration amounting to ₹ 21,60,000 (Rupees Twenty one Lakhs and sixty thousand) which was paid to Mrs. Suchitra Shivshankar Lature (DIN: 07440192), Non-Executive Director of the Company for the FY 2019-20.

**RESOLVED FURTHER THAT** the Board of Directors of the Company or a Committee thereof be and is hereby authorized to do all acts, deeds, matters and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto, to give effect to the aforesaid Resolution.”

8. To approve remuneration of Mrs. Suchitra Shivshankar Lature (DIN: 07440192), Non-Executive Director of the Company for financial year 2020-2021:

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to Sections 197 and 198 and other applicable provisions if any of the Companies Act, 2013 and relevant rules made thereunder or any amendment or re-enactment thereof, if any, Regulation 17(6)(ca) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Articles of Association of the Company, NRC policy and subject to such permissions, sanctions of appropriate authorities as may be required, consent of the members be and is hereby accorded for the payment of remuneration to Mrs. Suchitra Shivshankar Lature, Non-Executive Director of the Company for the financial year 2020-21, of a sum not exceeding ₹ 21,60,000/- p.a. (Rupees Twenty one Lakhs and sixty thousand Only per annum) being more than fifty per cent of the total annual remuneration payable to all non-executive directors of the Company, in addition to the fee payable to her for attending the meetings of the Board of Directors of the Company or any Committee(s) thereof or reimbursement of expenses, if any, in such amounts or proportions and in such manner as the Board of Directors may, from time to time, determine.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the foregoing resolution, the Board of Directors of the Company and /or Nomination and Remuneration Committee be and is hereby authorised to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper, desirable and to settle any question, difficulty or doubt that may arise in this regard without being required to seek any further consent or approval of the Members of the Company or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

## 9 To authorise issuance of equity shares / other securities convertible into equity shares up to ₹ 200 Crore

To consider and, if thought fit, to pass, with or without modification(s), the following Resolution as a Special Resolution:

**“Resolved that** pursuant to the provisions of Sections 23, 41, 42, 62(1)(c) and other applicable provisions of the Companies Act, 2013, as amended (the Act) and the rules made thereunder, the Foreign Exchange Management Act, 1999, as amended, and rules and regulations made thereunder, the Securities and Exchange Board of India Act, 1992, as amended and rules and regulations made thereunder, the enabling provisions of the Memorandum and Articles of Association of the Company, and in accordance with the rules, regulations, guidelines, notifications, circulars and clarifications issued thereon from time to time by the Government of India (GOI), the Reserve Bank of India (RBI) and the Securities and Exchange Board of India (SEBI) and/or any other competent authorities, whether in India or abroad, and subject to necessary approvals, permissions, consents and sanctions of concerned statutory and other authorities and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals, permissions, consents, authority and sanctions, and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the Board, which term shall include any committee thereof, constituted by the Board to exercise the powers conferred by this resolution), consent of the Company is hereby granted to the Board to create, offer, issue and allot (including with provisions for reservation on firm and/or competitive basis, of such part of issue and for such categories of persons including employees of the Company as may be permitted), with or without a green shoe option, such number of Equity Shares, global depository receipts (the GDRs), American depository receipts (the ADRs), foreign currency convertible bonds (the FCCBs), fully convertible debentures / partly convertible debentures, non-convertible debentures (the NCDs) along with warrants, with a right exercisable by the warrant holder to exchange the said warrants with Equity Shares and/or any other financial instruments convertible into Equity Shares (including warrants, or otherwise) and/or any security convertible into Equity Shares and/or securities linked to Equity Shares and/or securities with or without detachable warrants with right exercisable by the warrant holders to convert or subscribe to Equity Shares (all of which are hereinafter collectively referred to as Securities) or any combination of Securities, at a later date, in one or more tranches, whether Rupee denominated or denominated in one or more foreign currency(ies), in the course of international and/or domestic offering(s) in one or more foreign markets and/or domestic market, of public and/ or private offerings and/or qualified institutions placement or any combination thereof, through issue of prospectus and/or placement document or other permissible / requisite offer document to any eligible person, including qualified institutional buyers in accordance with Chapter VI of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the SEBI ICDR Regulations), or otherwise, foreign / resident investors (whether institutions, incorporated bodies, mutual funds, individuals or otherwise), venture capital funds (foreign or Indian), alternate investment funds, foreign portfolio investors, Indian and/or multilateral financial institutions, mutual funds, non-resident Indians, stabilising agents, pension funds and / or any other categories of investors, whether they be holders of Equity Shares of the Company or not (collectively called the Investors) as may be decided by the Board in its discretion and permitted under applicable laws and regulations, of an aggregate amount not exceeding ₹ 200 crore or equivalent thereof, in one or more foreign currency(ies), inclusive of such premium as may be fixed on such Securities by offering the Securities at such time or times, at such price or prices, at a discount or premium to market price or prices permitted under applicable laws in such manner and on such terms and conditions including security, rate of interest etc., as may be deemed appropriate by the Board in its absolute discretion including the discretion to determine the categories of Investors to whom the offer, issue and allotment shall be made to the exclusion of other categories of Investors at the time of such offer, issue and allotment considering the prevailing market conditions and other relevant factors and wherever necessary in consultation with lead manager(s) and/or underwriter(s) and/ or other advisor(s) either in foreign currency(ies) or equivalent Indian Rupees inclusive of such premium, as the Board in its absolute discretion may deem fit and appropriate.

**Resolved further that** in the event that Equity Shares are issued to qualified institutional buyers under Chapter VI of the SEBI ICDR Regulations, the relevant date for the purpose of pricing of the Equity Shares shall be the date of the meeting in which the Board decides to open the issue of Equity Shares and the Equity Shares shall be issued at such price being not less than the price determined in accordance with the pricing formula provided under Chapter VI of the SEBI ICDR Regulations.

**Resolved further that** in the event that convertible securities and/or warrants which are convertible into Equity Shares of the Company are issued along with non-convertible debentures to qualified institutional buyers under Chapter VI of the SEBI ICDR Regulations, the relevant date for the purpose of pricing of such securities, shall be the date of the meeting in which the Board decides to open the issue of such convertible securities and/or warrants simultaneously with non-convertible debentures and such securities shall be issued at such price being not less than the price determined in accordance with the pricing formula provided under Chapter VI of the SEBI ICDR Regulations.

**Resolved further that** the Board may, in accordance with applicable law, also offer a discount of not more than 5% or such percentage as permitted under applicable law on the price calculated in accordance with the pricing formula provided under Chapter VI the SEBI ICDR Regulations.

**Resolved further that** the issue to the holders of the Securities, which are convertible into or exchangeable with Equity Shares at a later date shall be, inter alia, subject to the following terms and conditions:

- (a) in the event the Company is making a bonus issue by way of capitalisation of its profits or reserves prior to the allotment of the Equity Shares, the number of Equity Shares to be allotted shall stand augmented in the same proportion in which the equity share capital increases as a consequence of such bonus issue and the premium, if any, shall stand reduced pro tanto;
- (b) in the event the Company is making a rights offer by issue of Equity Shares prior to the allotment of the Equity Shares, the entitlement to the Equity Shares will stand increased in the same proportion as that of the rights offer and such additional Equity Shares shall be offered to the holders of the Securities at the same price at which the same are offered to the existing shareholders;
- (c) in the event of merger, amalgamation, takeover or any other reorganisation or restructuring or any such corporate action, the number of Equity Shares, the price and the time period as aforesaid shall be suitably adjusted; and
- (d) in the event of consolidation and/or division of outstanding Equity Shares into smaller number of Equity Shares (including by way of stock split) or reclassification of the Securities into other securities and/or involvement in such other event or circumstances which in the opinion of concerned stock exchange requires such adjustments, necessary adjustments will be made.

**Resolved further that** in pursuance of the aforesaid resolution the Equity Shares that may be issued by the Company (including issuance of the Equity Shares pursuant to conversion of any Securities, as the case may be in accordance with the terms of the offering) shall rank pari passu with the existing Equity Shares of the Company in all respects.

**Resolved further that** in the event the Securities are proposed to be issued as ADRs or GDRs, the relevant date for the purpose of pricing the Securities shall be the date of the meeting in which the Board decides to open the issue of such Securities in accordance with the Depository Receipts Scheme, 2014, as amended and other applicable pricing provisions issued by the Ministry of Finance.

**Resolved further that** in the event the Securities are proposed to be issued as FCCBs, the relevant date for the purpose of pricing the Securities shall be the date of the meeting in which the Board decides to open the issue of such Securities in accordance with the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipt Mechanism) Scheme, 1993, as amended and other applicable pricing provisions issued by the Ministry of Finance.

**Resolved further that** without prejudice to the generality of the above, subject to applicable laws and subject to approvals, consents, permissions, if any, of any governmental body, authority or regulatory institution including any conditions as may be prescribed in granting such approvals or permissions by such governmental body, authority or regulatory institution, the Board be and is hereby authorised to finalise the structure of the proposed Securities and all the terms and conditions in respect thereof and further, the Board, in its absolute discretion, be and is hereby authorised to dispose of such Securities that are not subscribed in such manner as it may deem fit.

**Resolved further that** the Board be and is hereby authorised to negotiate, modify, sign, execute, register, deliver including sign any declarations required in connection with the private placement offer letter, information memorandum, draft prospectus, prospectus, draft offer document, abridged prospectus, offer letter, offer document, offer circular or placement document for issue of the Securities, term sheet, issue agreement, registrar agreement, escrow agreement, underwriting agreement, placement agreement, consortium agreement, trustee agreement, trust deed, subscription agreement, purchase agreement, agency agreement, agreements with the depositories, security documents, and other necessary agreements, memorandum of understanding, deeds, general undertaking/ indemnity, certificates, consents, communications, affidavits, applications (including those to be filed with the regulatory authorities, if any) (the Transaction Documents) (whether before or after execution of the Transaction Documents) together with all other documents, agreements, instruments, letters and writings required in connection with, or ancillary to, the Transaction Documents (the Ancillary Documents) as may be necessary or required for the aforesaid purpose including to sign and/or dispatch all forms, filings, documents and notices to be signed, submitted and/ or dispatched by it under or in connection with the documents to which it is a party as well as to accept and execute any amendments to the Transaction Documents and the Ancillary Documents and further to do all such other acts, deeds mentioned herein as they may deem necessary in connection with the issue of the Securities in one or more tranches from time to time and matters connected therewith and the utilisation of the issue proceeds in such manner as may be determined by the Board, subject however, to applicable laws, and to take such actions or give such directions as may be necessary or desirable and to obtain any approvals, permissions, sanctions which may be necessary or desirable, as it may deem fit or as the Board may suo moto decide in its absolute discretion in the best interests of the Company."

10 To authorise issuance of Debt Securities upto ₹ 200 Crore

To consider and, if thought fit, to pass, with or without modification(s), the following Resolution as a Special Resolution:

**"Resolved that** pursuant to the provisions of sections 23, 42, 71 and other applicable provisions, if any, of the Companies Act, 2013, as amended (the Act), and the rules made thereunder, the Foreign Exchange Management Act, 1999, as amended, and rules and regulations made thereunder, the Securities and Exchange Board of India Act, 1992, as amended and rules and regulations made thereunder, the enabling provisions of the Memorandum and Articles of Association of the Company, and in accordance with the rules, regulations,

guidelines, notifications, circulars and clarifications issued thereon from time to time by the Government of India (GOI), the Reserve Bank of India (RBI) and the Securities and Exchange Board of India (SEBI) and/ or any other competent authorities, whether in India or abroad, and subject to necessary approvals, permissions, consents and sanctions of concerned statutory and other authorities (if required) and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals, permissions, consents and sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the Board, which term shall include any Committee thereof, constituted by the Board to exercise the powers conferred by this resolution), consent of the Company is hereby granted to the Board to create, offer, issue and allot secured / unsecured, fully paid, listed / unlisted, rated / unrated, redeemable / non-redeemable, transferable / non-transferable, senior / subordinated non-convertible debentures (including in form of bonds or otherwise) or bonds in one or more series and/or in one or more tranches, whether denominated in Indian Rupee and/or foreign currency(ies), up to an aggregate amount not exceeding of ₹ 200 crore or equivalent thereof, in one or more foreign currency(ies) (collectively, the Eligible Debt Securities) either on a private placement basis or pursuant to a public issue of such Eligible Debt Securities to eligible investors whether onshore or offshore to any number of such eligible investors as permitted by applicable laws (such eligible investors shall be hereinafter referred to as the Investors), who would be willing to invest in or subscribe to such Eligible Debt Securities, at such time or times and on such terms and conditions including issue price (inclusive of such discount or premium to market price or prices), security, rate of interest, tenure, end use of proceeds, etc., as may be decided by the Board at its absolute discretion, considering the prevailing market conditions, other relevant factors and in accordance with the applicable laws.

**Resolved further that** subject to the Memorandum and Articles of Association of the Company, and the overall limit prescribed under the law upto which the Board may mortgage or create charge on the movable and immovable properties and receivables of the Company, the Board be and is hereby authorised to create a charge (if so required) by way of mortgage, hypothecation, pledge or any other security interest over such assets of the Company (including movable assets, immovable assets and receivables of the Company), and execute all documents in connection therewith, as may be determined by the Board, in connection with the Eligible Debt Securities to be offered, issued and allotted by the Company.

**Resolved further that** that the Board be and is hereby authorised to finalise all the terms and conditions and the structure of the proposed Eligible Debt Securities and further to negotiate, modify, sign, execute, register, deliver including sign any declarations required in connection with the private placement offer letter, information memorandum, draft prospectus, prospectus, draft offer document, abridged prospectus, offer letter, offer document, offer circular or placement document for issue of the Eligible Debt Securities, term sheet, issue agreement, registrar agreement, escrow agreement, Exchange(s) underwriting agreement, placement agreement, consortium agreement, trustee agreement, trust deed, subscription agreement, purchase agreement, agency agreement, agreements with the depositories, uniform listing agreement with the stock exchange (for the Eligible Debt Securities), the security documents and other necessary agreements, memorandum of understanding, deeds, general undertaking/ indemnity, certificates, consents, communications, affidavits, applications (including those to be filed with the regulatory authorities, if any) (the Transaction Documents) (whether before or after execution of the Transaction Documents) together with all other documents, agreements, instruments, letters and writings required in connection with, or ancillary to, the Transaction Documents (the Ancillary Documents) as may be necessary or required for the aforesaid purpose including to sign and/or dispatch all forms, filings, documents and notices to be signed, submitted and/ or dispatched by it under or in connection with the documents to which it is a party as well as to accept and execute any amendments to the Transaction Documents and the Ancillary Documents and further to do all such other acts, deeds mentioned herein as they may deem necessary in connection with the issue of the Eligible Debt Securities in one or more tranches from time to time and matters connected therewith and the utilisation of the issue proceeds in such manner as may be determined by the Board, subject however, to applicable laws, and to take such actions or give such directions as may be necessary or desirable and to obtain any approvals, permissions, sanctions which may be necessary or desirable, as it may deem fit or as the Board may suo moto decide in its absolute discretion in the best interests of the Company.”

**Registered Office:**

41, Suyog Industrial Estate, Vikhroli (W), Mumbai – 400083  
Maharashtra, India  
CIN: L32109MH1995PLC091107  
Email ID: investor@suyogtelematics.co.in

By Order of the Board  
For **Suyog Telematics Limited**

Date: August 27, 2020  
Place: Mumbai

**Rahul Kapur**  
Company Secretary

**NOTES:**

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 and SS-2 on General Meetings, setting out material facts concerning the Item 3 to 10 of the Notice is appended hereto.
2. Relevant documents referred to in this Notice shall be made available for inspection in accordance with the applicable statutory requirements based on requests received by the Company at investor@suyogtelematics.co.in.
3. In view of the continuing COVID-19 pandemic and restrictions on movement of individuals at several places in the country, the Ministry of Corporate Affairs ("MCA") vide General Circular Nos. 14/2020, 17/2020 and 20/2020 dated April 8, 2020, April 13, 2020 and May 5, 2020, respectively and the Securities and Exchange Board of India vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 ("SEBI Circular"), have permitted companies to conduct AGM through Video Conferencing (VC) or Other Audio Visual Means (OAVM) during the calendar year 2020 without the physical presence of the Members at a common venue. In accordance with the above stated circulars and in compliance with the provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the Company has decided to conduct its 25<sup>th</sup> AGM through VC/ OAVM. The Company has availed the services of National Securities Depository Limited (NSDL) for conducting AGM through VC/OAVM for enabling participation of Members, remote e-voting and e-voting during the AGM. The procedure for participating in the meeting through VC/ OAVM is explained below.
4. The recorded transcript of the AGM will be hosted on the website of the Company, post AGM.
5. The AGM shall be deemed to be held at the Registered Office of the Company 41, Suyog Industrial Estate, Vikhroli (W), Mumbai – 400083, Maharashtra, India, as per provisions of abovementioned circulars.
6. As the AGM shall be conducted through VC / OAVM and physical attendance of Members has been dispensed with, the facility for appointment of Proxy by Members is not available for this AGM. Accordingly, proxy form and attendance slip including route map have not been annexed with this notice.
7. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to scrutinisers@mmjc.in with a copy marked to evoting@nsdl.co.in.
8. In case of joint holders participating at the AGM together, only such joint holder who is higher in the order of names will be entitled to vote.
9. Information required pursuant to Regulation 36(3) of the SEBI Listing Regulations read with the applicable provisions of Secretarial Standard-2, in respect of the Directors seeking appointment/ re-appointment, is provided in the Corporate Governance Report, forming part of the Annual Report 2019-20.
10. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which Directors are interested under Section 189 of the Act and any other documents referred to in the accompanying Notice and Explanatory Statements, shall be made available for inspection in accordance with the applicable statutory requirements based on the requests received by the Company at investor@suyogtelematics.co.in.
11. Members who hold shares in dematerialised form are requested to direct any change of address/bank mandate to their respective Depository Participant.
12. Members holding shares in physical form are requested to notify/send any change in their address/bank mandate to the Company's Registrar and Share Transfer Agent- M/s. Big Share Services Private Limited having its office at 1<sup>st</sup> Floor, Bharat tin Works Building, Opp. Vasant Oasis Makwana Road, Marol, Andheri (E), Mumbai – 400059 Tel No.: 022 - 40430200 Fax No.: 022 – 28475207 E-mail: info@bigshareonline.com Website: www.bigshareonline.com.

Members may also address all other correspondences to the Registrar and Share Transfer Agent at the address mentioned above.

13. Electronic Dispatch of Annual Report and Process for Registration of e-mail Id for obtaining the Annual Report:

Pursuant to Sections 101 and 136 of the Act read with the relevant Rules made thereunder and Regulation 36 of the SEBI Listing Regulations, companies can send Annual Reports and other communications through electronic mode to those Members who have registered their e-mail addresses either with the Company or with the Depository Participant(s). In accordance with the Circulars issued by MCA and SEBI and owing to the difficulties involved in dispatching of physical copies of the financial statements (including Report of Board of Directors, Auditor's report or other documents required to be attached therewith) due to COVID-19 pandemic situation, such statements including the Notice of the 25<sup>th</sup> AGM are being sent through electronic mode to Members

whose e-mail address is registered with the Company or the Depository Participant(s). Members may note that the Notice of the Meeting and the Annual Report 2019-20 is available on the Company's website [www.suyogtelematics.co.in](http://www.suyogtelematics.co.in), website of the Stock exchanges i.e. BSE i.e., [www.bseindia.com](http://www.bseindia.com). The AGM Notice is also disseminated on the website of NSDL i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com). Members who have not registered their e-mail address with the Company or their Depository Participant are requested to register their e-mail address in the following manner:

<b>For shares held in Physical form</b>	<p>1. Send Scanned copy of the following documents by email to <a href="mailto:investor@suyogtelematics.co.in">investor@suyogtelematics.co.in</a>:</p> <p>a. A signed request letter mentioning your name, folio number and complete address</p> <p>b. Self-attested scanned copy of the PAN Card, and</p> <p>c. Self-attested scanned copy of any document (such as Aadhaar card, Driving Licence, Election Identity card, Passport) in support of the address of the Members as registered with the Company.</p>
<b>For shares held in Dematerialized form</b>	The Members holding shares in electronic mode are also requested to register/update their email address, PAN and Bank Account details with the Depository Participant where their respective dematerialised accounts are maintained.

14. The Securities and Exchange Board of India (SEBI) has mandated the submission of PAN by every participant in securities market. Members holding shares in dematerialised form are therefore requested to submit their PAN to the Depository Participant(s) with whom they are maintaining their dematerialised accounts. Members holding shares in physical form can write to the Registrar and Share Transfer Agent with their PAN details.
15. Members may note that, as mandated by SEBI, effective April 1, 2019, requests for effecting transfer of securities held in physical mode cannot be processed by the Company, unless the securities are held in dematerialized form. Hence, Members are requested to dematerialize their shares if held in physical form.
16. Pursuant to the provisions of Section 72 of the Act read with the Rules made thereunder, Members holding shares in a single name may avail the facility of nomination in respect of the shares held by them. Members holding shares in physical form may avail this facility by sending a nomination in the prescribed Form No. SH-13 to the Registrar and Share Transfer Agent. The said form is available on the Company's website. Members holding shares in electronic form may contact their respective Depository Participant(s) for availing this facility.
17. The members whose name is appearing in the Registers of Members / list of Beneficial Owners as on 22<sup>nd</sup> September, 2020 being the cut-off date, are entitled to vote on Resolutions set forth in the Notice. Members may cast their votes on electronic system from any place other than venue of the meeting (remote-e-voting). The remote e-voting period will commence at 09:00 A.M. on September 25, 2020 and will end at 05:00 P.M. on September 28, 2020.
18. The Members who have cast their votes by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote.
19. Mr. Makarand Joshi, Partner of Makarand M. Joshi & Co, Practicing Company Secretaries is appointed as a Scrutinizer to scrutinize the voting and remote e-voting process, in a fair and transparent manner.
20. The Scrutinizer shall after the conclusion of voting at the AGM, 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 witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the Annual General Meeting, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
21. The results declared along with the report of the Scrutinizer shall be placed on the website of the Company [www.suyogtelematics.co.in](http://www.suyogtelematics.co.in) and on the website of the Agency M/s. Big Share Services Private Limited (Registrar & Share Transfer Agents). The Company shall simultaneously forward the results to the Stock Exchanges where the Company's shares are listed.
22. Member who is desirous of getting any information as regard to the business to be transacted at the meeting are requested to write their queries to the Company at least seven days in advance of the meeting in order to keep the information required readily available at the meeting.
23. M/s. Big Share Services Private Limited having its office at 1<sup>st</sup> Floor, Bharat Tin Works Building, Opp. Vasant Oasis Makwana Road, Marol, Andheri (E), Mumbai - 400059 are the Registrar and Transfer Agent for shares held in physical form and in electronic / demat form. The Register of Members is maintained at the Office of the Registrar and Share Transfer Agents.

### Important Communication to Members

Electronic copy of the Notice of the 25<sup>th</sup> (Twenty-Fifth) Annual General Meeting of the Company inter alia indicating the process and manner of e-voting are being sent to all the members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same.

The Securities and Exchange Board of India (SEBI) has mandated the submission of the Permanent Account Number (PAN) by every participant(s) in the securities market. Members holding shares in electronic forms are, therefore, requested to submit their PAN to their Depository Participant(s). Members holding shares in physical forms shall submit their PAN details to the RTA or the Company.

### Voting by electronic means

- i. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020, physical attendance of the Members to the AGM venue is not required and annual general meeting (AGM) be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
- ii. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
- iii. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
- iv. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
- v. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as venue voting on the date of the AGM will be provided by NSDL.

### THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-

The remote e-voting period begins on Friday, 25<sup>th</sup> September 2020 at 9:00 A.M. and ends on Monday, 28<sup>th</sup> September, 2020 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2: Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

#### How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsd.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
  - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the.pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- a) Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsd.com](http://www.evoting.nsd.com).
- b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsd.com](http://www.evoting.nsd.com).
- c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

**Details on Step 2 are given below:**

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [scrutinisers@mmjc.in](mailto:scrutinisers@mmjc.in) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request to Megha Malviya at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), and AADHAR (self-attested scanned copy of Aadhar Card) by email to [investor@suyogtelematics.co.in](mailto:investor@suyogtelematics.co.in).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [investor@suyogtelematics.co.in](mailto:investor@suyogtelematics.co.in).

**THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-**

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

**INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:**

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access the same at <https://www.evoting.nsdl.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders, who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at (company email id). The same will be replied by the company suitably.

**Registered Office:**

41, Suyog Industrial Estate, Vikhroli (W), Mumbai – 400083  
Maharashtra, India  
CIN: L32109MH1995PLC091107  
Email ID: investor@suyogtelematics.co.in  
Date: August 27, 2020  
Place: Mumbai

By Order of the Board  
For **Suyog Telematics Limited**

**Rahul Kapur**  
Company Secretary

**Additional Information on Director Recommended for Appointment/Reappointment as required under Regulation 36 of SEBI  
(Listing Obligation and Disclosures Requirements) Regulation 2015**

**Annexure A**

**Suchitra Lature**

<b>Directors Identification Number (DIN)</b>	07440192
<b>Date of Birth (Age in years)</b>	09.06.1972
<b>Original date of appointment</b>	18.02.2016
<b>Qualifications</b>	MA in English
<b>Experience and expertise in specific functional area</b>	Employee Management
<b>Remuneration last drawn</b>	₹ 21,60,000
<b>Number of meetings of Board attended during the year</b>	5
<b>Shareholding in Suyog Telematics Limited as on March 31, 2020</b>	5680 shares
<b>Relationship with other Directors / KMPs</b>	Wife of Mr. Shivshankar Lature
<b>Terms and conditions of appointment and remuneration</b>	As per the Policy on Nomination, Remuneration and Board diversity (annexed to Board's Report)
<b>Directorships held in other companies in India</b>	1
<b>Membership/Chairmanship of committees in companies in India</b>	Nil

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**Rahul Kapur**  
 Company Secretary

## EXPLANATORY STATEMENT

(PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013)

As required by the provisions of Section 102 of the Companies Act, 2013, the following Explanatory Statements set out all material facts relating to the business mentioned under Item Nos. 4 to Item Nos. 9 of the accompanying Notice.

### Item No.3

As per the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors is required to be ratified by the shareholders of the Company at the General Meeting. The Board, on the recommendation of the Audit Committee has re-appointed Leena S. Murkute, Practising Cost Accountant, (Registration no. 22429) as Cost Auditors to conduct the audit of the cost records of the Company for financial Year ended March 31, 2021 at a remuneration of INR 75,000/- (Rupees Seventy Five Thousand Only) plus applicable taxes and other out of pocket expenses for the financial year ending March 31, 2021. Ratification of the members is being sought for the proposal contained in the resolution set out at item no.3 of the notice.

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

None of the Directors or Key Managerial Personnel and their relatives, except to the extent of their shareholding, if any, is in any way concerned or interested, financially or otherwise, in the said resolution as set out in item No. 3 of the Notice.

### Item No. 4 and 5

Mr. Shivshankar Gurushantappa Lature is on the Board as Managing Director of the Company and Mr. Vivek Lature is on the Board as Whole Time Director of the Company. They are also the Promoters of the Company.

In the Annual General Meeting held on September 23, 2016, members of the Company approved the remuneration of 3 Lakhs per month to be paid to Mr. Shivshankar Gurushantappa Lature. In the same meeting, members also approved on the remuneration of ₹ 1.5 Lakhs to be paid to Mr. Vivek Gurushantappa Lature. However, excess remuneration of was paid to Mr. Shivshankar Lature and Mr. Vivek Lature respectively, exceeding the limits as passed by the members.

The Management believes that the excess remuneration paid to Mr. Shivshankar Gurushantappa Lature and Mr. Vivek Gurushantappa Lature is justified keeping in view their contributions to Suyog Telematics Limited. Also, the profit made by the Company in 2017-18, 2018-19 and 2019-20 are adequate enough to accommodate the waiver of the excess remuneration sought by the said Directors.

Further, the Nomination and remuneration Committee and the Board have at their respective meeting(s) subject to the approval of the members of the Company, accorded their approvals for waiver of the recovery of excess managerial remuneration paid by the Company to Mr. Shivshankar Gurushantappa Lature and Mr. Vivek Gurushantappa Lature and, in the interest of the Company have also recommended the aforesaid resolution as set out in this Notice for approval of the Members.

Accordingly, it is proposed that approval of the members of the Company by way of a special resolutions be obtained for the waiver of recovery of excess remuneration paid to Mr. Shivshankar Gurushantappa Lature and Mr. Vivek Gurushantappa Lature.

The Company has not defaulted in payment of dues to any bank or public financial institution or non-convertible debenture holders or other secured creditor, if any.

Save and except Mr. Shivshankar Gurushantappa Lature, Mr. Vivek Gurushantappa Lature, Mrs. Suchitra Shivshankar Lature and their relatives to the extent of their shareholding interest, if any, in the Company, none of the other Directors / Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the resolutions set out in item no. 4 and 5 respectively.

### Item No. 6

Mr. Vivek Gurushantappa Lature, being Whole Time Director of the Company is involved in many activities which is directly related to the growth of the Company. His valuable contributions has led the company to a different heights and thus he is liable for certain amount of remuneration in commensuration to the efforts taken by him.

Subject to member's approval, the Board and Nomination and Remuneration Committee at its meeting held on 27<sup>th</sup> August, 2020 have approved an annual remuneration of an amount not exceeding ₹ 54,00,000 (Fifty Four Lakhs) to Mr. Vivek Gurushantappa Lature.

The Board recommends passing of the resolution set out at item No. 6 of the notice as an Ordinary Resolution.

Save and except Mr. Shivshankar Gurushantappa Lature, Mr. Vivek Gurushantappa Lature, Mrs. Suchitra Shivshankar Lature and their relatives to the extent of their shareholding interest, if any, in the Company, none of the other Directors / Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the resolutions set out in item no. 6.

**Item No. 7**

Mrs. Suchitra Shivshankar Lature is on the Board as of the Company with effect from February 18, 2016.

In Annual General Meeting held on September 21, 2019, special resolution proposed to increase the remuneration upto ₹45 Lakhs to be paid to Mrs. Suchitra Lature could not be approved. However, remuneration of ₹ 21,60,000 was paid to Mrs. Suchitra Lature in the financial year 2019-20 which was more than fifty per cent of the total annual remuneration payable to all non-executive directors of the Company.

The Management believes that the excess remuneration paid to Mrs. Suchitra Shivshankar Lature is justified keeping in view their contributions to Suyog Telematics Limited. Further, the Nomination and remuneration Committee and the Board have at their respective meeting(s) subject to the approval of the members of the Company, accorded their approvals for waiver of the recovery of excess managerial remuneration paid by the Company to Mrs. Suchitra Lature, in the interest of the Company have also recommended the aforesaid resolution as set out in this Notice for approval of the Members.

Accordingly, it is proposed that approval of the members of the Company by way of a special resolutions be obtained for the waiver of recovery of excess remuneration paid to Mrs. Suchitra Lature.

The Company has not defaulted in payment of dues to any bank or public financial institution or non-convertible debenture holders or other secured creditor, if any.

Save and except Suchitra Shivshankar Lature, Vivek Gurushantappa Lature and Shivshankar Gurushantappa Lature, and her relatives to the extent of their shareholding interest, if any, in the Company, none of the other Directors / Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the resolution set out in item no. 7

**Item No. 8**

In accordance with the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the approval of shareholders by way of special resolution is required to be obtained every year, in which the annual remuneration payable to a single non-executive director exceeds fifty per cent of the total annual remuneration payable to all non-executive directors, giving details of the remuneration thereof. However, in Annual General Meeting held on September 21, 2019, special resolution proposed to increase the remuneration upto ₹45 Lakhs to be paid to Mrs. Suchitra Shivshankar Lature could not be approved. Mrs. Suchitra Shivshankar Lature has substantially contributed to the growth of the Company and considering her extraordinary contributions, the Board of Directors on the recommendation of the Nomination and Remuneration Committee approved the proposal for the payment of annual remuneration to Ms. Suchitra Shivshankar Lature not exceeding ₹ 21,60,000 per annum. The above remuneration will exceed 50% of the total annual remuneration payable to all non-executive directors of the Company and accordingly, the board sought the approval of shareholders by way of Special Resolution in this regard.

The Board recommends and proposes to pass the resolution set out at item no. 7 of the notice as Special Resolution.

Save and except Suchitra Shivshankar Lature, Vivek Gurushantappa Lature and Shivshankar Gurushantappa Lature, and her relatives to the extent of their shareholding interest, if any, in the Company, none of the other Directors / Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the resolution set out in item no. 8.

**Item No. 9**

The Company may require funds in order to meet capital expenditure requirements for ongoing and future projects of the Company and its subsidiaries, for the expansion of existing business, for entering new lines of business, introducing new products, conducting clinical trials for respiratory products, enhancing research and development, working capital requirements, debt repayments including repayment of any existing or future debt incurred for any purpose including for paying off any liability, investments including amongst others, in subsidiary companies, general corporate purposes including but not limited to pursuing new business opportunities, acquisitions, alliances etc. and such other purpose as may be determined by the Board from time to time.

**Therefore, the Company seeks an enabling approval of the members to access the capital market, through a public issue or on a private placement basis:**

- to create, offer, issue and allot equity shares or other securities convertible into equity shares of the Company or any combination thereof in one or more tranches up to an aggregate amount of ₹ 200 crore.

The price at which the Securities will be issued, will be determined by the Board of the Company in accordance with the applicable law and consultation with the appropriate advisors.

The detailed terms and conditions for the offer of above securities will be determined by the Board in consultation with the lead managers, placement agents and such other agency or agencies as may be required to be consulted by the Company, considering the prevailing market conditions and in accordance with the applicable provisions of the law and other relevant factors and will be in accordance with the terms approved by the shareholders in the proposed resolution.

In case of a qualified institutional placement (QIP), the price at which the Securities shall be allotted to qualified institutional buyers will not be less than the price determined in accordance with the pricing formula in terms of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the SEBI ICDR Regulations). The Board may, at its absolute discretion, decide the pricing for the equity shares to be issued upon exercise of the warrants in the QIP, subject to the SEBI ICDR Regulations.

In case of issuance of equity shares by way of QIP or issuance of ADRs or GDRs or FCCBs, the relevant date for the purpose of pricing the securities shall be the date of the meeting at which the Board decides to open the issue of such securities.

The relevant date for the minimum issue price for issuance of equity shares upon exercise of the warrants shall be the date of the meeting at which the Board or a Committee of the Board decides to open the issue of warrants.

The proceeds of the proposed issue shall be utilised for any of the aforesaid purposes to the extent permitted by law. The equity shares allotted or arising out of conversion of any securities would be listed. The issue, allotment and conversion would be subject to the availability of regulatory approvals, if any.

None of the promoters and the key managerial personnel of the Company will subscribe to the offer, if made under Chapter VI of the SEBI ICDR Regulations.

The above proposal is in the interest of the Company, and the Board of the Company thus recommends the resolution at item No. 5 for approval of the members of the Company as special resolution.

None of the directors or key managerial personnel and their relatives are in any way, financially or otherwise, interested or concerned in this resolution, except to the extent of their shareholding in the Company.

#### **Item No. 10**

The Company uses the non-convertible debenture route as a source of funding to meet its business requirements. In terms of Section 42 and 71 of the Companies Act, 2013 every issue of debentures is required to be approved by the members of the Company by special resolution. Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014 permits a company to pass a previous special resolution once in a year for offer or invitation of non-convertible debentures to be made during the year on a private placement basis.

The price at which the Securities will be issued, will be determined by the Board of the Company in accordance with the applicable law and consultation with the appropriate advisors.

Consent of the members is therefore sought in connection with the aforesaid issue of debentures/ bonds from time to time and they are requested to authorize the Board to issue non-convertible debentures in one or more tranches.

The Board recommends the special resolution set forth in item No. 6 of the Notice for approval of the Members.

None of the directors or key managerial personnel of the company including their relatives are interested in the above resolutions.

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Date: August 27, 2020  
Place: Mumbai

By Order of the Board  
For **Suyog Telematics Limited**

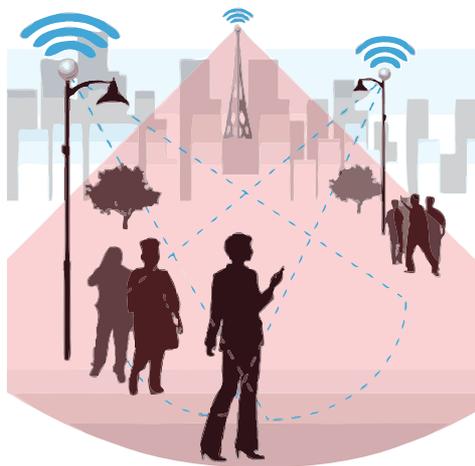
**Rahul Kapur**  
Company Secretary

# CHANGING DYNAMICS OF TELECOM INFRASTRUCTURE

Continuing to serve our  
valued customers during  
this Covid-19 Pandemic



## Stay Home Stay Safe



### Product Portfolio

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CCTV Sites | Street Light Sites | RTT / RTP Sites | Cow  
Ground Based Towers | Marco Sites | Government Sites

### Our Customers

Bharti Airtel Limited | Vodafone Idea Limited  
Reliance Jio | BSNL | TTSL (Tata Teleservices Limited)

### Existing Circle

Mumbai | Maharashtra | Karnataka | Gujarat  
Uttarakhand | Rajasthan | Odisha | Andhra Pradesh  
Tamil Nadu | Assam & NE | West Bengal | Delhi and growing

## Suyog Telematics Limited

41, Suyog Industrial Estate, 1st Floor, L.B.S Marg, Vikhroli (West),  
Mumbai, Maharashtra 400083 | Phone : +91-22-25795516 | Fax : +91-22-25795516  
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## **SUYOG TELEMATICS LIMITED**

### **Registered Office**

41, Suyog Industrial Estate, 1st Floor,  
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