



Limited

CIN No : L32109MH1995PLC091107

ISO 9001 : 2015

ISO 14001:2015 & ISO 45001 : 2018

March 10, 2022

To

BSE Limited,

25th Floor, P.J. Towers,

Dalal Street, Mumbai – 400001

Scrip code: 537259

Subject: Disclosure under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - Notice of Postal Ballot to members

Dear Sir/Madam,

Further to our intimation dt. January 10, 2022 and pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed a copy of Notice of Postal ballot/ e-voting ('Notice') dated March 10, 2022 being sent to the members.

The Notice seeks the approval of members of the Company through Postal Ballot (only through e-voting) for appointment of Ms. Subhashita Lature as Whole Time Director and to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the company or where the company owns more than one undertaking, of the whole or substantially the whole of any of such undertakings.

Pursuant to the provisions of Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder read with General Circulars No.14/2020 dated April 08, 2020, No. 17/2020 dated April 13, 2020, No. 22/2020 dated June 15, 2020, No. 33/2020 dated September 28, 2020 and No. 39/2020 dated December 31, 2020 ("MCA Circulars") issued by Ministry of Corporate Affairs, the Notice is being sent only by email to all its members who have registered their email addresses with the Company or depository(ies) / depository participants and whose names are recorded in the Register of Members/ Beneficial owners of the Company as on the Cut-off date i.e. February 25, 2022 ("Cut-off date").

P. K. Kulkarni



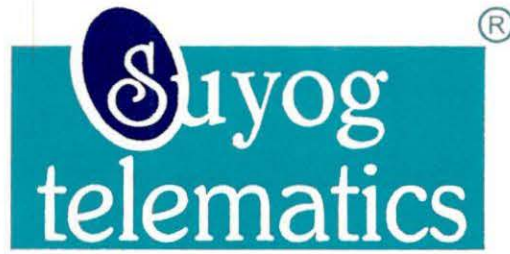
MUMBAI (Reg) : 41, Suyog Industrial Estate, 1st Floor, L.B.S. Marg, Vikhroli (W), Mumbai - 400 083. T : 022-2579 5516 / 49719053

LATUR : Suyog Apartment, Behind Deshikendra High School, Signal Camp, Latur - 413 512. Off.: (02382) 243 459 / 243 456

Email : sgl@suyogtelematics.com

Website: www.suyogtelematics.co.in

GST No. 27AAFCS0334P2Z2



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CIN No : L32109MH1995PLC091107

The Company has engaged the services of Bigshare Services Private Limited ("Bigshare") to provide e-voting facility to its members. The e-voting shall commence on Friday, March 11, 2022 at 9.00 A.M. (1ST) and end on Saturday, April 11, 2022 at 5.00 P.M. (1ST). The e-voting facility shall be disabled by Bigshare thereafter. The voting rights of the members shall be in proportion to their share in the paid up equity share capital of the Company as on the Cut-off date.

The Notice shall also be made available on the website of the Company i.e www.suyogtelematics.co.in

Please take the above information on record.

Thanking you,
Yours faithfully,

For Suyog Telematics Limited

Rahul Kapur

Company Secretary & Compliance Officer



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 POSTAL BALLOT / ELECTRONIC VOTING (E-VOTING)

Dear member(s)

Pursuant to the provisions of Section 110 read with Section 108 and all other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) read with the Companies (Management and Administration) Rules, 2014 (the “Rules”) (including any amendment(s), statutory modification(s) or re-enactment(s) thereof), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), Secretarial Standard – 2 on General Meetings issued by the Institute of Company Secretaries of India and subject to other applicable laws, rules and regulations, if any, Suyog Telematics Limited (‘the Company’) hereby seeks your approval for the special business as considered in the resolution appended below through postal ballot only by way of remote e-voting (“Postal Ballot”).

The Ministry of Corporate Affairs, Government of India (“MCA”) vide its General Circulars No.14/2020 dated April 08, 2020, No. 17/2020 dated April 13, 2020, No. 22/2020 dated June 15, 2020, No. 33/2020 dated September 28, 2020 and No. 39/2020 dated December 31, 2020 (“MCA Circulars”), in view of the current extraordinary circumstances due to COVID-19 pandemic requiring social distancing, had advised the companies to take all decisions of urgent nature requiring members’ approval, other than items of ordinary business or business where any person has a right to be heard, through the mechanism of postal ballot / evoting in accordance with the provisions of the Act and Rules made thereunder, without holding a general meeting that requires physical presence of members at a common venue.

As per the MCA Circulars, the Company is sending Postal Ballot Notice (the “Notice”) only by email to all its members who have registered their email addresses with the Company or depository(ies) / depository participants and the communication of assent / dissent of the members on the resolution proposed in the Notice will only take place through the remote e-voting system. This Notice is accordingly being issued to the members in compliance with the MCA Circulars.

Detailed explanatory statement setting out the material facts concerning the resolution and instructions for e-voting are annexed to the Notice.

SPECIAL BUSINESS

Item No. 1

Appointment of Subhashita Lature as the Whole Time Director

To consider and if thought fit, to pass, the following resolution as a Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 149, 152, 161 (1), 196, 197 and 203, read with Schedule V to the Companies Act, 2013 (the “Act”) and the Companies (Appointment of Key Managerial Personnel) Rules, 2014 and other applicable provisions of the Act, and Regulation 17(1C) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “Regulations”) and other applicable provisions of the Regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Nomination and Remuneration Policy of the Company (“Policy”), and the Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee (the “Committee”) and the Board of Directors of the Company (the “Board”), the approval of the Members of the Company, be and is hereby accorded for appointment of Ms. Subhashita Lature (DIN: 07953938) as the Whole Time Director of the Company (Key Managerial Personnel), not liable to retire by rotation, for an initial period of five (5) years effective from January 10, 2022, on the remuneration of not exceeding Rs. 12,00,000 (Rupees Twelve Lakhs) per annum.

RESOLVED FURTHER THAT the Board of Directors of the Company, be and is hereby authorized to do all such acts, deeds and things as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution.”

Item No. 2

Creation of security on the properties of the Company

To consider and if thought fit, to pass, the following resolution as a Special Resolution:

“Resolved that pursuant to Section 180(1)(a) of the Companies Act, 2013 and the rules made thereunder, the Memorandum and Articles of Association of the company, consent of the members be and is hereby accorded to sell, lease, mortgage and / or create charge, in addition to the mortgages / charges created / to be created by the company in such form and manner and with such ranking and at such time and on such terms and conditions as may be determined, on all or any of the movable and / or immovable properties of the company and / or the interest held by the company in all or any of the movable and / or immovable properties, both present and future and / or the whole or any part of the undertaking(s) of the company, in favour of lender(s), agent(s) and trustee(s) for securing the borrowings of the company availed / to be availed by way of loan(s) and securities (comprising non-convertible debentures, bonds or other debt instruments), issued / to be issued by the company, from time to time, together with interest at the respective agreed rates and all other costs, charges and expenses and all other monies payable by the company in terms of the loan agreement(s), debenture trust deed(s) or any other agreement / document, entered into / to be entered into between the company and the lender(s) / investor(s) / agent(s) and / or trustee(s), in respect of the said loans, borrowings / debentures and containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the company and the lender(s), agent(s) and / or trustee(s).

Resolved further that the Board of Directors of the company (including any committee thereof), be and is hereby authorised to finalise and execute such debenture trust deeds or mortgage, charge, hypothecation, lien, promissory notes, deposit receipts and all such deeds, documents, instruments or writings as may be necessary, proper, desirable or expedient as they may deem fit and to do all such acts, deeds and things and give such directions, as may be deemed necessary, desirable or expedient, to give effect to this resolution.”

Registered Office:

41, Suyog Industrial Estate, 1st Floor, Vikhroli (w), Mumbai -400083

By order of the Board
For **Suyog Telematics Limited**

Sd/-

Rahul Kapur

Company Secretary

Membership No. A52093

Address: 41, Suyog Industrial Estate,
1st Floor, Vikhroli (w), Mumbai -400083

Date: 10-03-2022

Place: Mumbai

NOTES:

The Explanatory Statement pursuant to Section 102(1) of the Act read with Rule 22 of the Rules setting out the material facts and the reasons for the proposed resolution is annexed hereto and forms part of the Notice.

1. As per Section 108, 110 and other applicable provisions of the Act read with Rule 20 & 22 of the Rules, cut-off date for the purpose of reckoning the voting rights and sending the Notice is Friday, February 25, 2022 ("Cut-off date"). A person who is not a member as on the Cut-off date should treat the Notice for information purpose only.
2. In accordance with the MCA Circulars, the Notice along with the instructions regarding e-voting is being sent only by email to all those members, whose email addresses are registered with the Company or with the depository(ies) / depository participants and whose names appear in the register of members / list of beneficial owners as on the Cut-off date.

The Notice shall also be uploaded on the website of the Company (www.suyogtelematics.co.in), on the website of Bigshare Services Private Limited, the Company's Registrar and Transfer Agent ("Bigshare") at <https://bigshareonline.com> and on the websites of National Stock Exchange of India Limited (www.nseindia.com) and BSE Limited (www.bseindia.com).

All the members of the Company as on the Cut-off date shall be entitled to vote in accordance with the process specified in note no. 10 below. As per the MCA Circulars and in view of limited postal / courier services and on account of threat posed by COVID-19 pandemic situation, physical copy of the Notice, Postal Ballot Form and pre-paid business reply envelope are not being sent to the members for this Postal Ballot.

The Company hereby requests all its members to register their email address if not yet registered, to promote green initiative and to enable the Company to provide all communications to the members through email.

3. In compliance with the provisions of Section 108 and 110 of the Act read with the Rules made thereunder, MCA Circulars and Regulations 44 of SEBI Listing Regulations, the Company has extended e-voting facility to its members to enable them to cast their votes electronically. The Company has engaged the services of Bigshare as the agency to provide e-voting facility.
4. The voting rights of the members shall be in proportion to their share in the paid up equity share capital of the Company as on the Cut-off date.
5. The e-voting shall commence on Friday, March 11, 2022 at 9.00 A.M. (IST) and end on Saturday, April 09, 2022 at 5.00 P.M. (IST). The e-voting module shall be disabled by Bigshare for voting thereafter. During this period, the members of the Company (including those members who may not have received the Notice due to non-registration of their email address with the Company or the Depositories) holding shares in physical form or dematerialized form as on the Cut-off date, may cast their vote by electronic means in the manner as set out here in Note No. 10 below. Once the vote on a resolution is casted by the member, the member shall not be allowed to change it subsequently.
6. The Board of Directors has appointed Gaurav Sainani and Sunny Gogiya, Partners - SGGS and Associates as Scrutinizer to scrutinize the Postal Ballot process in a fair and transparent manner.
7. The Scrutinizer's decision on the validity of the Postal Ballot shall be final. Upon completion of scrutiny of the e-voting, the Scrutinizer shall submit his report within Forty-Eight (48) Hours from the end of the remote e-voting period, to the Chairman or any other person authorised by him. The results of the Postal Ballot will be announced by the Chairman or the authorised person by Sunday, April 10, 2022 at the registered office of the Company. The results of the Postal Ballot along with Scrutinizer Report will be displayed at the Registered office, hosted at the Company's website i.e. www.suyogtelematics.co.in and on the e-voting website of Bigshare i.e. <https://Bigshareonline.com>. The results will also be intimated to the Stock Exchanges where the Company's shares are listed.
8. The resolution, if passed by the requisite majority, shall be deemed to have been passed as if the same has been passed at a general meeting of the members convened in that behalf. The resolution, if approved by the requisite majority of members by means of Postal Ballot (i.e. remote e-voting), shall be deemed to have been passed on the last date specified by the Company for e-voting, i.e. Saturday, April 09, 2022.
9. All documents referred to in the Notice and Explanatory Statement are available for inspection by the members at the Registered Office of the Company on all working days except Saturdays, Sundays and National Holidays between 11:00 A.M. (IST) and 1:00 P.M. (IST) from the date of dispatch of the Notice upto the last date of e-voting i.e. Saturday, April 09, 2022. All documents referred to in the Notice will also be available electronically for inspection without any fee by the members from the date of circulation of the Notice upto the closure of the voting period. Members seeking to inspect such documents can send an email to investor@suyogtelematics.co.in

10. 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: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 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. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center; margin-top: 10px;"> <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; gap: 20px;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: center; gap: 20px; margin-top: 10px;">   </div> </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration

Type of shareholders	Login Method
	4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

B) Login Method for shareholders other than individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP 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.nsdl.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. Password details for shareholders other than Individual shareholders 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.
 - b) Physical User Reset Password? (If you are holding shares in physical mode) option available on 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 mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - 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.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. 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.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. 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 gaurav.sainani@legalixir.com with a copy marked to 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.nsd.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.nsd.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to (Name of NSDL Official) at 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), AADHAR (self attested scanned copy of Aadhar Card) by email to (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). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

EXPLANATORY STATEMENT

PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

Item No. 1

Ms. Subhasita Lature has completed Bachelor of Engineering in Electronics and Telecommunications from Vidyalankar of Institute of Technology in 2019. She has joined Suyog Telematics Limited in 2019 as Airtel Small cell head and in 2020 she has been promoted to Senior business development head. Her expertise is in the field of Engineering, Business Developments, New Projects, Operations, etc.

As per the provisions of Section 149, 152, 161 (1), 196, 197 and 203, read with Schedule V to the Companies Act, 2013 (the "Act") and the Companies (Appointment of Key Managerial Personnel) Rules, 2014 and other applicable provisions of the Act (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Board of Directors has appointed Ms. Subhasita Lature as the Whole Time Director of the Company with immediate effect in their Board meeting held on January 10, 2022. As per Section 197 of the Act (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and Regulation 17(1C) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Regulations") and other applicable provisions of the Regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), such appointment shall be approved by shareholders by way of ordinary Resolution.

The Board of Directors is of the opinion that it will be in the best interest of the Company that Ms. Subhasita Lature continues as the Whole Time Director of the Company and accordingly recommends the passing of resolution under item no. 1 for approval of the shareholders as an Ordinary Resolution.

Except Ms. Subhashita Lature, Mr. Shivshankar Lature, Mrs. Suchitra Lature and Mr. Vivek Lature, none of the Directors or Key Managerial Personnel of the Company and their relatives, are in any way concerned or interested, financially or otherwise, in the resolution set out at Item no. 1 of the Notice.

The relevant resolutions passed at the Board and Committee Meetings and other allied documents being referred in the resolution, are available for inspection at the Registered Office of the Company on any working day between 11.00 a.m. to 1.00 p.m. from the date of dispatch of the Notice upto the last date of e-voting i.e. Saturday, April 09, 2022.

Brief profile of Ms. Subhasita Lature is enclosed in Annexure A and detailed profile is available on www.suyogtelematics.co.in.

Item no. 2

In order to secure the borrowings / financial assistance, the Company may be required to create security by way of mortgage/ charge and/or hypothecation of its assets and properties both present and future. The terms of such security may include a right in certain events of default, to take over management or control of the whole or substantially the whole of the undertaking(s) of the Company.

Pursuant to Section 180(1)(a) of the Companies Act 2013, consent of the Company by Special Resolution is required to be obtained by the Board of Directors to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking(s) of the Company. Since mortgaging or charging the movable and/or immovable properties and assets of the Company with the right of taking over management or control in certain events of default may be considered to be disposal of the Company's undertaking within the meaning of Section 180(1)(a) of the Act, it is proposed to seek approval of the shareholders for creating such mortgages and/or charges on the assets and properties of the Company, both present and future.

None of the Directors, Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in this resolution. The Board recommends the Special Resolution for approval by the members.

Registered Office:

41, Suyog Industrial Estate, 1st Floor, Vikhroli (w), Mumbai -400083

By order of the Board
For **Suyog Telematics Limited**

Sd/-

Rahul Kapur

Company Secretary

Membership No. A52093

Address: 41, Suyog Industrial Estate,
1st Floor, Vikhroli (w), Mumbai -400083

Date: 10-03-2022

Place: Mumbai

ANNEXURE A

Date of Birth	28/09/1997
Age	24
Date of Appointment as Whole Time Director under the Companies Act, 2013 and SEBI Listing Regulations	January 10, 2022
Relationship with Directors and Key Managerial Personnel	Daughter of Shivshankar Lature, Managing Director and Suchitra Lature, Non-Executive Director
Expertise in specific functional area	Her expertise is in the field of Engineering, Business Developments, New Projects, operations, etc.
Qualification(s)	Ms. Subhasita Lature has completed Bachelor of Engineering in Electronics and Telecommunications from Vidyalankar of Institute of Technology in 2019.
Board Membership of other listed Companies	-
Chairmanships/Memberships of the Committees of other public limited companies :	-
1) Audit Committee	
2) Shareholders' Grievance Committee	
3) Nomination & Remuneration Committee	
4) CSR Committee	
5) Other Committee(s)	
Number of shares held in the Company	-