



ISO 9001 : 2015

CIN No. : L32109MH1995PLC091107

ISO 14001:2015 & ISO 45001 : 201

May 16, 2023

To,
The Manager - CRD
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Fort, Mumbai - 400001

Ref.: BSE Scrip Code No. "537259"

Sub: Annual Secretarial Compliance Report for the year end March 31st, 2023.

Dear Sir,

Pursuant to regulation 24A of SEBI (Listing Obligation and disclosures Requirement) regulation, 2015 read with SEBI circular No. CIR/CFD/CMD1/27/2019 dt. February 2019, the Annual Secretarial compliance Report for the end the March 31st, 2023 is attached at Annexure I.

This is submitted for your information and record.

Thanking You.

For Suyog Telematics limited

AARTI
KAMLESH
SHUKLA

Digitally signed by
AARTI KAMLESH
SHUKLA
Date: 2023.05.16
17:38:55 +05'30'

Aarti Shukla
Company Secretary & Compliance Officer

MUMBAI (Reg) : Suyog House, 30, MIDC Central Road, Andheri (E), Mumbai - 400093 T. 022-2579 5516 / 2839 0670

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

Email : sgl@suyogtelematics.com

Website: www.suyogtelematics.co.in

GST No.:27AAFCS0334P2Z2

**ANNUAL SECRETARIAL COMPLIANCE REPORT OF
SUYOG TELEMATICS LIMITED FOR THE YEAR ENDED MARCH 31, 2023**

To,
The Member,
Suyog Telematics Limited,
Mumbai

We have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practice by Suyog Telematics Limited (hereinafter as 'the Company') having its Registered Office at Suyog House Plot No.30, MIDC Central Road, Andheri (East) Mumbai. Secretarial Review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minutes 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 Review, we hereby report that in our opinion, the Company has, during the review period covering the financial year ended on March 31, 2023, 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:

We Amruta Giradkar & Associates have examined:

- a) All the documents and records made available to us and explanation provided by management of the Company.
- b) The filings/ submissions made by the company to the stock exchanges
- c) Website of the Company
- d) Any other document/ filing, as may be relevant, which has been relied upon to make this certification, for the year ended March 31st, 2023 in respect of compliance with the provisions of:
 - i. the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
 - ii. 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:-

- Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
- Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; and circulars/ guidelines issued thereunder;

We hereby report that, during the Review Period the compliance status of the Company is appended as below:

Sr No.	Particular	Compliance status (Yes/No/Na)	Observations/ Remarks by PCS*
1.	Secretarial Standards: The compliances of the company are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.	YES	None
2.	Adoption and timely updating of the Policies: <ul style="list-style-type: none"> All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the Company All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations/circulars/guidelines issued by SEBI 	YES	None
3.	Maintenance and disclosures on Website: <ul style="list-style-type: none"> The Company is maintaining a functional website Timely dissemination of the documents/information under a separate section on the website 	YES	None

	<ul style="list-style-type: none"> Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re- directs to the relevant document(s)/ section of the website updated on time, as per the regulations/circulars/guidelines issued by SEBI 		
4.	Disqualification of Director: None of the Director(s) of the Company is/ are disqualified under Section 164 of Companies Act, 2013 as confirmed by the Company.	YES	None
5.	Details related to Subsidiaries of the Company have been examined w.r.t.: <ul style="list-style-type: none"> Identification of material subsidiary companies Disclosure requirement of material as well as other subsidiaries 	NA	The Company do not have any subsidiary company
6.	Preservation of Documents: The company is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	YES	None
7.	Performance Evaluation: The company has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.	YES	None
8.	Related Party Transactions: <ul style="list-style-type: none"> The company has obtained prior approval of Audit Committee for all related party transactions; or The company has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee, in case no prior approval has been obtained. 	YES	None

9.	Disclosure of events or information: The Company has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder	YES	None
10.	Prohibition of Insider Trading: The Company is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	YES	None
11.	Actions taken by SEBI or Stock Exchange(s), if any: No action(s) has been taken against the Company/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder.	YES	None
12.	Additional Non-compliances, if any: No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.	YES	None

Compliances related to resignation of statutory auditor from the Company and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019:

Sr. No.	Particulars	Compliance Status (Yes/No/ NA)	Observations/ Remarks by PCS*
1.	Compliances with the following conditions while appointing/re-appointing an auditor		

	<ul style="list-style-type: none"> If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter; or If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter; or If the auditor has signed the limited review/ audit report for the first three quarters of a financial year, the auditor before such resignation, has issued the limited review/ audit report for the last quarter of such financial year as well as the audit report for such financial year 	NA	The auditors have not resigned during the year
2.	Other conditions relating to resignation of statutory auditor		
	<ul style="list-style-type: none"> Reporting of concerns by Auditor with respect to the company/its material subsidiary to the Audit Committee: <p>a) In case of any concern with the management of the company/material subsidiary such as non-availability of information / non-cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the company and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings.</p> <p>b) In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the</p>	NA	The auditors have not resigned during the year

	<p>proposed resignation is due to non-receipt of information / explanation from the company, the auditor has informed the Audit Committee the details of information/ explanation sought and not provided by the management, as applicable.</p> <p>c) The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor.</p> <ul style="list-style-type: none"> Disclaimer in case of non-receipt of information: <p>The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI / NFRA, in case where the company/ its material subsidiary has not provided information as required by the auditor.</p>		
3.	<p>The company / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure- A in SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019.</p>	NA	The auditors have not resigned during the year

The Company has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:

Sr. No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation / Circular No	Deviation	Action Taken By SEBI	Detail of Violation	Fine Amount	Observation/ Re-mark of the Practice Company Secretary	Management response	Re-mark
1	Compliance Under Regulation 23(9) of SEBI (LODR), Regulation 2015	23(9)	Late Submission of related Party Transaction details	Penalty imposed	Late Submission Under regulation 23(9)	1,00,300/-	The Company has paid the respective fine	Company submitted all the required details and Paid late fees also	The Company has paid the respective fine

a. The Company has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation/ Circular No	Deviation	Action Taken By	Detail of Violation	Fine Amount	Observation/ Re-mark of the Practice Company Secretary	Management response	Re-mark
	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil

Assumptions & Limitation of scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the company.
2. Our responsibility is to certify based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the company.

4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and 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.

Place: Mumbai

For Amruta Giradkar & Associates

Date: May 11, 2023

UDIN: A048693E000291540



CS Amruta Giradkar
Practicing Company Secretary
Membership No: 48693
CP. No. 19381