

SUYOG TELEMATICS LIMITED

Regd. office: Suyog House, Plot No 30, MIDC Central Road Andheri East Mumbai-400093

Email ID: investor@suyogtelematics.co.in; **Website:** www.suyogtelematics.co.in

Tel.: 022-25795516/28390670; **CIN:** L32109MH1995PLC091107

CORRIGENDUM TO THE NOTICE OF POSTAL BALLOT DATED FEBRUARY 6, 2024

Dear Member(s),

Suyog Telematics Limited ("Company") has circulated Postal Ballot Notice dated February 6, 2024 together with Explanatory Statement ("Notice") to the members of the Company, pursuant to the provisions of Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013 ("Companies Act"), read with Rule 22 of the Companies (Management and Administration) Rules, 2014 ("Rules"), (including any statutory modification or re-enactment thereof, for the time being in force), Secretarial Standard on General Meetings ("SS-2"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and other applicable laws and regulations, for seeking approval of members of the Company by way of ordinary/special resolutions through remote e-voting by way of postal ballot process. The Notice has already been circulated to all the shareholders of the Company in due compliance with the provisions the Act and Listing Regulations on February 9, 2024.

The Company through this corrigendum ("Corrigendum") wishes to bring to the attention of the members, certain changes in the Item no. 2 and in the Explanatory Statement of the said Item.

This Corrigendum is being issued with respect to the inadvertent **typographical error** taken place in mentioning the aggregate amount of the Loan, guarantee or security to be given or provided by the company to its Group Company(ies) or any person specified u/s. 185 of the Act mentioned in item no. 2 of the said Notice and in the explanatory statement thereof.

The aggregate amount was stated Rs. 300,00,00,000/- [Incorrectly Stated Amount] instead of **Rs. 30,00,00,000/- ("Rupees Thirty Crores Only") [Actual Amount for which approval is being sought]**.

For the sake of better clarity and understanding, the revised Item no.2 along with the said explanatory statement should be read as follows:

"2: GIVING LOAN OR GUARANTEE OR PROVIDING SECURITY IN CONNECTION WITH LOAN AVAILED BY ANY OF ITS GROUP COMPANIES OR ANY OTHER PERSON SPECIFIED UNDER SECTION 185 OF THE COMPANIES ACT, 2013

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 Section 185, Section 186 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the Companies (Meeting of Board and its Powers) Rules, 2014 (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force) and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('SEBI Listing Regulations') and applicable provisions of Articles of

Association of the Company, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include, unless the context otherwise required, any Committee of the Board or any Director(s) or Officer(s) authorised by the Board to exercise the powers conferred on the Board under this resolution) for giving loan(s) in one or more tranches including loan represented by way of book debt (the "Loan") to, and/or giving of guarantee(s), and/or providing of security(ies) in connection with any Loan taken/to be taken by any entity which is an Associate or Joint Venture or group entity of the Company or any other person in which any of the Director of the Company is deemed to be interested (collectively referred to as the "Entities"), up to a sum not exceeding **Rs. 30,00,00,000/- [Rupees Thirty Crores Only]** at any point in time, in its absolute discretion deem beneficial and in the best interest of the Company."

RESOLVED FURTHER THAT the powers be delegated to the Board of the Company and the Board is hereby authorised to negotiate, finalise agree the terms and conditions of the aforesaid loan/guarantee/security and to do all such acts, deeds and things as may be necessary and incidental including signing and/or execution of any deeds/documents/undertakings/agreements/papers/writings for giving effect to this Resolution."

CORRIGENDUM TO THE EXPLANATORY STATEMENT OF THE RESOLUTION AS SET OUT IN ITEM NO.2 OF THE NOTICE OF POSTAL BALLOT:

"Pursuant to the provisions of Section 185 of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof), a company may advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any person in whom any of the director of the company is interested, subject to the condition that (a) a special resolution is passed by the company in general meeting and (b) the loans are utilised by the borrowing company for its principal business activities.

The Company may have to render support for the business requirements of its Associate or Joint Venture or group entity or any other person in whom any of the Director of the Company is deemed to be interested (collectively referred to as the "Entities"), from time to time. However, owing to certain restrictive provisions contained in Section 185 of the Companies Act, 2013 ('the Act'), the Company was unable to extend financial assistance by way of loan, guarantee and security to such Entities.

Hence, in compliance with the provisions of Section 185 of the Act, the Company seeks approval of members of the company to advance any loan including loan represented by way of a book debt to and/or give any guarantee and/or provide any security in connection with any loan taken/to be taken by any person in whom any of the director of the company is interested, upto an aggregate limit of **Rs. 30,00,00,000/- (Rupees Thirty Crores Only)**.

The members may note that the Board of Directors would carefully evaluates proposal(s) to provide such loan(s) (including to provide any guarantee/security in connection with the loan) through deployment of funds out of internal resources/accruals and/or any other appropriate sources, from time to time, only for principal business activities (including the matter connected thereto) of any entity, in which any of the Director of the Company is interested or deemed to be interested, in one or more tranches, outstanding at any point of time and the same will be in the ordinary course of business and in the interest of the Company.

Except Mr. Shivshankar Lature, Managing Director of the Company, none of the Directors and Key Managerial Personnel of the Company or their respective relatives are concerned or interested, financially or otherwise, in the Resolution.

Accordingly, the Board of Directors recommends the Special Resolution as set out at Item No. 2 of the accompanying Notice for approval by the members.

All other contents/information mentioned in the Notice save and except as modified or supplemented by the Corrigendum shall remain unchanged. This corrigendum is being issued to inform the members regarding above mentioned clarification/ correction in the resolution & explanatory statement.

On and from the date hereof, this Corrigendum to the Notice form an integral part of the Notice which has already been circulated to members of Company and shall always be read in conjunction with this Corrigendum which is also being uploaded on the website of the Company at www.suyogtelematics.co.in, National Depository Services Limited (“e-voting agency”) at www.evoting.nsdl.com and Stock Exchange i.e., www.bseindia.com.

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

Sd/-
Aarti Shukla
Company Secretary & Compliance Officer

Place: Mumbai
Date: February 10, 2024

Registered Office:
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