

May 21, 2024

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

Ref.: Scrip Code – 537259

Dear Madam/Sir,

Sub: Annual Secretarial Compliance Report for the financial year March 31, 2024

Pursuant to regulation 24A of SEBI (Listing Obligation and Disclosure Requirements) regulation, 2015 read with SEBI circular No. CIR/CFD/CMD1/27/2019 dated 8th February 2019, please find enclosed herewith the Annual Secretarial Compliance Report of the Company for the financial year 2023-24.

Kindly take the above information into your records.

Thanks & Regards

Yours Faithfully,
For **Suyog Telematics Limited**

CS Aarti Shukla
Company Secretary & Compliance Officer

Encl: As Above

**ANNUAL SECRETARIAL COMPLIANCE REPORT
OF SUYOG TELEMATICS LIMITED FOR THE YEAR
ENDED MARCH 31, 2024**

[Under Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,
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, 400093. 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, 2024, 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, Company Secretaries have examined:

- a) All the documents and records made available to us and explanation provided by Suyog Telematics Limited ("the Listed Entity/Company"),
- 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 financial year ended on March 31, 2024 ("Review Period") in respect of compliance with the applicable provisions of:

- a) The Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- b) 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 and include:-

- a. Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI (LODR) Regulations 2015");
- b. Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- c. Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 to the extent applicable;
- d. The Securities and Exchange Board of India (Share Based Employee Benefits & Sweat Equity) Regulations, 2021;
- e. Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; (Not applicable to the Listed Entity during the Review Period)
- f. Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (Not applicable to the Listed Entity during the Review Period)
- g. Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; and circulars/guidelines issued thereunder;
- h. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; (Not applicable to the Listed Entity during the Review Period)
- i. Securities and Exchange Board of India (Investor Protection and Education Fund) Regulations, 2009; and
- j. Securities and Exchange Board of India (Depositories and Participant) Regulations, 2018;
- k. Further, based on the above examination, we hereby report, during the review period that:

- 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:-

| Sr. No. | Compliance Requirement (Regulations/ circulars/ guidelines including specific clause) | Regulation / Circular No | Deviations | Action Taken By SEBI | Details of Violations | Fine Amount | Observation Remarks of the Practicing Company Secretary | Management Response | Remark |
|---------|---|--------------------------|---|----------------------|--|-------------|---|---|---|
| 1 | Compliance Under Regulation 17(1) of SEBI (LODR), Regulation 2015 | 17(1) | Non-compliance with the requirements pertaining to the composition of the Board including failure to appoint woman director | Penalty imposed | Composition of the Board not as per regulation 17(1) of LODR 2015. | 4,55,000/- | The Company has paid the respective fine | Company submitted all the required details and Paid the fine while applied for waiver of the said fine. | The Company has paid the respective fine. |

- b) The listed entity has maintained proper records under the provisions of the above regulations and circulars/ guidelines issued there under insofar as it appears from my examination of those records.
- c) During the period under review, 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 there under:



| 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 |
|---------|---|--------------------------|-----------|-----------------|---------------------|-------------|--|---------------------|---------|
| 1 | Not Applicable | | | | | | | | |

d) 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 |
|---------|---|--------------------------|-----------|-----------------|---------------------|-------------|--|---------------------|---------|
| 1 | Not Applicable | | | | | | | | |

We have examined the compliance of above regulations, circulars, guidelines issued thereunder as applicable during the review period and based on confirmation received from management of the Company as and wherever required and affirm that:

| Sr No. | Particular | Compliance status (Yes/No/Na) | Observations/ Remarks by PCS* |
|--------|--|-------------------------------|-------------------------------|
| 1. | <p>Secretarial Standards:</p> <p>The compliances of the company are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI). We have examined the Secretarial Standards issued by Institute of Company Secretaries of India and as notified by Ministry of Corporate Affairs.</p> | YES | None |
| 2. | <p>Adoption and timely updating of the Policies:</p> <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. | <p>Maintenance and disclosures on Website:</p> <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 • 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 | YES | None |
| 4. | <p>Disqualification of Director:</p> <p>None of the Director(s) of the Company is/ are disqualified under Section 164 of Companies Act, 2013 as confirmed by the Company.</p> | YES | None |

| | | | |
|-----|---|-----|--|
| 5. | <p>Details related to Subsidiaries of the Company have been examined w.r.t.:</p> <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. | <p>Preservation of Documents:</p> <p>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.</p> | YES | None |
| 7. | <p>Performance Evaluation:</p> <p>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.</p> | YES | None |
| 8. | <p>Related Party Transactions:</p> <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. | <p>Disclosure of events or information:</p> <p>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.</p> | YES | None |
| 10. | <p>Prohibition of Insider Trading:</p> <p>The Company is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.</p> | 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. | NA | No actions taken by SEBI or Stock Exchange(s) were found for the period under review |
| 12. | Additional Non-compliances, if any: No additional non-compliance observed for any SEBI regulation/circular/guidance note etc. | NA | None |

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
Date: May 16, 2024
UDIN: A048693F000383599

CS Amruta Giradkar

AMRUTA
NARENDRA
GIRADKAR
Date: 2024.05.16
12:45:13 +05'30'

Practicing Company Secretary
Membership Number: 48693
CP. No. 19381