

COMPLIANCE CERTIFICATE

[Pursuant to Regulation 10(b) read with Part D of Schedule- I of the Securities Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021].

**To,
The Board of Directors,
Suyog Telematics Limited**

We, Amruta Giradkar & Associates Company Secretary in practice have been appointed as the Secretarial Auditor vide a resolution passed at its meeting held on August 12, 2023, by the Board of Directors of Suyog Telematics Limited (hereinafter referred to as 'the Company'), having CIN: L32109MH1995PLC091107 and having its registered office at Suyog House, Plot No 30, MIDC Central Road Andheri East Mumbai Maharashtra 400093. This Certificate is issued under the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (hereinafter referred to as "the Regulations").

Management Responsibility:

It is the responsibility of the Management of the Company to implement the scheme(s) including designing, maintaining records, and devising proper systems and effective internal controls to ensure compliance with the provisions of all applicable laws and regulations.

Verification:

The members of the Company in their General Meeting held on Monday, September 24, 2018 have passed a Special Resolution, approving the Employee Stock Option Scheme 2018 viz. Employee Stock Option Scheme/ Employee Stock Purchase Scheme/ Stock Appreciation Rights Scheme/ General Employee Benefits Scheme/ Retirement Benefits Scheme (hereinafter after referred to as Scheme').

For the purpose of verifying compliance with the Regulations, we have examined the following documents:

1. Scheme received from/furnished by the Company; Reference on SEBI (SBEB & SE) Regulations, 2021
2. The Articles of Association of the Company;
3. Minutes of the meeting of the Board of Directors;
4. Minutes of the General Meeting held for approving the scheme;
5. Minutes of the General Meetings w.r.t variation in the scheme (if any);
6. Minutes of the meetings of the Nomination and Remuneration Committee;
7. Trust Deed;

8. Detailed Terms and Conditions of the scheme as approved by the Compensation Committee;
9. Relevant provisions of the Regulations, Companies Act, 2013, and Rules made thereunder;
10. Other relevant documents/ filing/ records/ information (Additional documents examined) as sought and made available to us and the explanations provided by the Company.

Certification:

In our opinion and to the best of our knowledge and according to the verifications as considered necessary and explanations furnished to us by the Company and its Officers, we certify that the is in compliance with the applicable provisions of the Regulations.

Assumption & Limitation of Scope and Review:

1. Ensuring the authenticity of documents and information furnished is the responsibility of the Board of Directors of the Company.
2. Our responsibility is to give a certificate based on our examination of relevant documents and information. It is neither an audit nor an investigation.
3. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.
4. This certificate is solely for your information and it is not to be used, circulated, quoted, or otherwise referred to for any purpose other than for obtaining principal approval from recognized stock exchange(s) in accordance with Regulation 10 (b) of the Regulations.

Place: Mumbai
Date: August 09, 2024
UDIN: A048693F000939099

For Amruta Giradkar & Associates

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