

## NOTICE OF 30TH ANNUAL GENERAL MEETING

**NOTICE** is hereby given that the 30<sup>th</sup> (Thirtieth) Annual General Meeting of the shareholders of Suyog Telematics Limited will be held on Tuesday, September 16, 2025 at 11.30 a.m. (IST) through Video Conference ("VC")/Other Audio-Visual Means ("OAVM"), to transact the following business:

### ORDINARY BUSINESS

#### 1. Adoption of the Standalone and Consolidated Audited Financial Statements and Reports thereon

To receive, consider and adopt the Standalone and Consolidated Audited Financial Statements of the Company for the financial year ended March 31, 2025, together with the Reports of the Board of Directors and Auditors thereon.

#### 2. Re-appointment of Mr. Vivek Lature (DIN: 02274098) as a Director liable to retire by rotation.

To re-appoint Mr. Vivek Lature (DIN: 02274098), who retires by rotation and being eligible, offers himself for re-appointment.

#### 3. Declaration of Dividend

To declare dividend on Equity Shares for the financial year ended March 31, 2025. The Board of Directors has recommended a dividend of Rs.1.80 (18%) per Equity Share of Rs. 10/- each.

### SPECIAL BUSINESS

#### 4. Ratification of Cost Auditor's Remuneration

To consider and, if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the remuneration of Rs. 1,00,000/- (Rupees One Lakh only) excluding other applicable taxes, travel and reimbursement of out of pocket expenses, payable to M/s. Avnesh Jain & Associates, Cost Accountants (Firm Registration No. 101048), who were appointed as the Cost Auditors by the Board of Directors of the Company based on the recommendation of the Audit Committee to conduct the audit of the cost records maintained by the Company for the financial year ended on March 31, 2025, be and is hereby ratified and confirmed;

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

#### 5. Appointment of M/s. Amruta Giradkar & Associates as Secretarial Auditor of the Company

To consider and, if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 204 and other applicable provisions, if any, of the Companies Act, 2013, and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Regulation 24A and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and upon recommendation of Audit Committee and the Board

of Directors in their respective meetings and the relevant circulars issued by the Statutory Authority, M/s. Amruta Giradkar & Associates, Practicing Company Secretaries, Mumbai (M. No. 48693/ C. P. No. 19381), be and is hereby appointed as Secretarial Auditor of the Company, to hold office for a term of five (5) consecutive Years commencing on April 1, 2025, until March 31, 2030 to undertake Secretarial Audit of the Company, on such remuneration plus applicable taxes, travel and actual out-of-pocket expenses, as may be mutually agreed upon between the Board of Directors of the Company and the Secretarial Auditor from time to time;

**RESOLVED FURTHER THAT** any Director of the Company or Ms. Aarti Kamlesh Shukla, Company Secretary and Compliance Officer of the Company, be and are hereby severally authorized to sign and execute all such documents to file the requisite e-forms with the concerned Registrar of Companies and to do all such acts, deeds and things as may be necessary or expedient to give effect to the said resolution.”

## **6. Appointment of Ms. Aarati Savur (DIN: 11017436) as an Independent Director of the Company**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), as amended, Ms. Aarati Savur (DIN: 11017436), who was appointed by the Board of Directors as an Additional Non-Executive Independent Director of the Company, based on the recommendation of the Nomination and Remuneration Committee, with effect from August 12, 2025, pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company, and who holds office up to the date of this Annual General Meeting of the Company, and who meets the criteria of independence as provided in Section 149(6) of the Act and the Rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations and who has submitted a declaration to that effect and has consented to act as a Director of the Company, be and is hereby appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation, to hold office for a first term of five consecutive years up to August 11, 2030.”

## **7. Approval for payment of remuneration to Mrs. Suchitra Shivshankar Lature (DIN: 07440192), Non-Executive Director of the Company**

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to Sections 197 and 198 and other applicable provisions of the Companies Act, 2013 (“the Act”) and relevant Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) , Regulation 17(6) of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 (“Listing Regulations”) and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company at their respective meetings and subject to such permissions, sanctions of appropriate authorities as may be required, consent of the Members be and is hereby accorded for the payment of remuneration to Mrs. Suchitra Lature, Non-Executive Director of the Company, for a sum not exceeding Rs. 54,00,000/- per annum (Rupees Fifty-Four Lakhs Only) for the financial year 2025-26 in addition to the fee payable to her for attending the meetings of the Board of Directors of the Company or any Committee(s) thereof or reimbursement of expenses, if any, being more than fifty per cent of the total annual remuneration payable to all non-executive Directors of the Company;

**RESOLVED FURTHER THAT** the total overall managerial remuneration payable to all the directors of the Company shall not exceed the limits prescribed under Section 197 and 198 and other applicable provisions of the Act;

**RESOLVED FURTHER THAT** for the purpose of giving effect to the foregoing resolution, the Board of Directors of the Company and /or Nomination and Remuneration Committee be and is hereby authorised to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper, desirable and to settle any question, difficulty or doubt that may arise in this regard without being required to seek any further consent or approval of the Members of the Company or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

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

Sd/-

**Aarti Kamlesh Shukla**

Company Secretary and Compliance Officer

M. No. A63670

**Place:** Mumbai

**Date:** August 12, 2025

**Registered Office:**

Suyog House, Plot No 30, MIDC Central Road,  
Andheri East, Mumbai-400093

**CIN:** L32109MH1995PLC091107

**Email:** [investor@suyogtelematics.co.in](mailto:investor@suyogtelematics.co.in)

**website:** [www.suyogtelematics.co.in](http://www.suyogtelematics.co.in)

**Tel:** 022-25795516

## NOTES:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act") relating to the Item No. 4 to 7 forms part of this Notice. Additional information, pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('Listing Regulations') and Secretarial Standard - 2 on General Meetings, issued by The Institute of Company Secretaries of India, in respect of Director retiring by rotation seeking appointment/ re-appointment at this Annual General Meeting ('Meeting' or 'AGM') is furnished and forms part of the Explanatory Statement to this Notice.
2. Pursuant to General Circulars No.14/2020 dated April 8, 2020, No.17/2020 dated April 13, 2020, No.20/2020 dated May 5, 2020, No. 02/2021 dated January 13, 2021, No. 21/2021 dated December 14, 2021, No. 2/2022 dated May 5, 2022, No. 10/2022 dated December 28, 2022 and No.09/2023 dated September 25, 2023, 09/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs (collectively 'MCA Circulars'), the Company is convening the 30<sup>th</sup> AGM through Video Conferencing ('VC')/Other Audio Visual Means ('OAVM'), without the physical presence of the Members at above venue.

Further, Securities and Exchange Board of India ('SEBI'), vide its Circulars dated May 12, 2020, January 15, 2021, May 13, 2022, January 5, 2023, October 7, 2023, October 3, 2024 and other applicable circulars issued in this regard (collectively 'SEBI Circulars'), have provided relaxations from compliance with certain provisions of the Listing Regulations.

Compliance with the applicable provisions of the Companies Act, 2013 ('the Act'), the Listing Regulations and MCA Circulars, the 30<sup>th</sup> AGM of the Company is being held through VC/OAVM on Tuesday, September 16, 2025 at 11:30 a.m. (IST). The proceedings of the AGM will be conducted at the Registered Office of the Company at Suyog House, Plot No 30, MIDC Central Road, Andheri (East) Mumbai- 400093 ("Deemed Venue").

3. As per the provisions of Clause 3. A. II. of the General Circular No.20/2020 dated May 5, 2020, the matters of Special Business as appearing at Item Nos. 4 to 7 of the accompanying Notice, are considered to be unavoidable by the Board and hence forms part of this Notice.
4. Pursuant to the provisions of the act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member of the company. Since this AGM is being held pursuant to the MCA circulars through VC/OAVM, the requirement of physical attendance of members has been dispensed with. Accordingly, the Facility for appointment of proxies by members will not be available for this AGM and hence, the Proxy Form, Attendance Slip and Route Map of AGM are not annexed to this notice.
5. Members are requested to send all their documents and Communication pertaining to shares to Bigshare Service Private Limited, Registrar and Share Transfer Agent (RTA) of the Company at their address at Office No. S6-2, 6<sup>th</sup> Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri East, Mumbai - 400093, Telephone No. 022-62638200, email at [investor@bigshareonline](mailto:investor@bigshareonline), for both physical and demat segment of Equity Shares. Please quote on all such correspondence - "Unit -Suyog Telematics Limited".
6. Institutional Members/Corporate Members (i.e. other than individuals, HUFs, NRIs, etc.) are required to send a scanned copy (PDF/JPG format) of their respective Board or governing body Resolution, Authorization, etc., authorizing their representative to attend the AGM through VC/OAVM on their behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email to [amruta@csamrutagiradkar](mailto:amruta@csamrutagiradkar) with a copy marked to [evoting@nsdl](mailto:evoting@nsdl), the Company at [investor@suyogtelematics.co.in](mailto:investor@suyogtelematics.co.in) and to its RTA at [investor@bigshareonline](mailto:investor@bigshareonline). Institutional shareholders (i.e. other than individuals, HUFs, NRIs, etc.) can also upload their Board

Resolution/Power of Attorney/Authority Letter, etc. by clicking on “Upload Board Resolution/Authority Letter”, etc. displayed under “e-voting” tab in their login.

7. In case of joint holders attending the AGM, only such joint holder, who is higher in the order of names, will be entitled to vote.
8. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
9. The Members will be able to view the live proceedings on National Securities Depository Limited’s (‘NSDL’) e-voting website at [www.evoting.nsdl](http://www.evoting.nsdl). The facility of participation at the AGM through VC/OAVM will be made available to atleast 1,000 Members on a first first served basis as per the MCA Circulars. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairperson of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first first served basis.
10. In terms of Sections 101 and 136 of the Act read with the relevant Rules made thereunder and Regulation 34 and 36 of the Listing Regulations read with SEBI/HO/DDHS/DDHS-PoD-1/P/CIR/2025/8 dated June 05, 2025, Companies can send Annual Reports and other communications through electronic mode. The Company is sending this AGM Notice along with the Annual Report for FY25 in electronic form only to those Members whose email addresses are registered with the Company/ RTA/ NSDL and/or Central Depository Services (India) Limited (‘CDSL’), (NSDL and CDSL collectively ‘Depositories’). The Company shall send the physical copy of the Annual Report for FY25 only to those Members who specifically request for the same at [investor@suyogtelematics.co.in](mailto:investor@suyogtelematics.co.in) or [investor@bigshareonline](mailto:investor@bigshareonline) mentioning their Folio numbers/DP ID and Client ID. The Notice convening the AGM and the Annual Report for FY25 have been uploaded on the website of the Company at [www.suyogtelematics.co.in](http://www.suyogtelematics.co.in), the website of BSE Limited (‘BSE’) at [www.bseindia](http://www.bseindia) and the website of National Stock Exchange of India Limited (‘NSE’) at [www.nseindia](http://www.nseindia) on which the equity shares of the Company are listed and on the website of NSDL at [www.evoting.nsdl](http://www.evoting.nsdl).

The Company has sent a letter by physical mode to those shareholders who have not registered their email addresses with the Company or with their respective Depository Participants.

The said letter provides the web-link along with the exact path to access the Annual Report for the financial year 2024-25 and the Notice of the AGM, which are available on the Company’s website at [www.suyogtelematics.co.in](http://www.suyogtelematics.co.in)

11. Members who have not registered their e-mail address with the Company can now register the same by notifying the Company at [investor@suyogtelematics.co.in](mailto:investor@suyogtelematics.co.in) or the RTA at [investor@bigshareonline](mailto:investor@bigshareonline). Members holding shares in demat form are requested to register their e-mail address with their Depository Participant(s) only.
12. Record Date and Dividend: The Record Date for the purpose of payment of dividend for FY25 is Friday, August 29, 2025. The dividend of Rs. 1.80 per Equity Share of Rs. 10 each (18%), if approved by the Members at the AGM, will be paid subject to deduction of tax at source (‘TDS’), on or after Tuesday, September 16, 2025 by way of electronic mode as under:
  - i. Shares held in electronic form: To all beneficial owners in respect of shares held in dematerialized form as per the data as may be made available by Depositories at the close of business hours on Friday, August 29, 2025; and
  - ii. Shares held in physical form: Since all the shares are in dematerialized form, the dividend shall be transferred to all the beneficial owners as mentioned in earlier sub-note.

13. Pursuant to the Income Tax Act, 1961, ('IT Act') as amended by the Finance Act, 2020, dividend paid or distributed by a Company on or after April 1, 2020 is taxable in the hands of the Members and the Company is required to deduct tax at source ('TDS') from dividend paid to the Members at rates prescribed in the IT Act. In general, to enable compliance with TDS requirements, Members are requested to complete and/or update their Residential Status, Permanent Account Number ('PAN'), Category as per the IT Act with their DPs or in case shares are held in physical form, with the Company/ RTA, by sending documents through email by Tuesday, September 9, 2025. However, no tax shall be deducted on the dividend payable to a resident individual shareholder if the total dividend to be received during FY 2025-26 does not exceed Rs. 10,000/-. The withholding tax rate (TDS rate) would vary depending on the residential status of the shareholder and the documents submitted by them and accepted by the Company. Further, as per the Finance Act 2023, Section 206AB has been inserted w.e.f. 1<sup>st</sup> July, 2023 wherein higher rate of tax (twice the specified rate) would be applicable on payment made to a 'Specified Person' defined under the provisions of the aforesaid section. A resident individual shareholder with PAN who is not liable to pay income tax can submit a yearly declaration in Form 15G/15H, to avail the benefit of non-deduction of tax. Members may send duly signed forms to Company's RTA or send an email to [tds@bigshareonline](mailto:tds@bigshareonline) by Tuesday, September 9, 2025 (upto 6.00 p.m. IST). Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%. For the detailed process, please refer to the email being sent to Members in this regard.
14. Updation of mandate for receiving dividend directly in bank account through Electronic Mode or any other means in a timely manner: Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, PAN, mandates, nomination, power of attorney, bank details, bank account number, MICR code, IFSC, etc. as under:

Shares held in physical form: As of now, all the shares of the Company are in dematerialized form. However, if any Member holds shares in physical form in the future, they are requested to send the following details/documents to the Company's RTA by Tuesday, September 9, 2025:

- a. Form ISR-1 along with supporting documents. The said form is available on the website of the Company and on the website of the RTA.
- b. Cancelled cheque in original, bearing the name of the Member or first holder, in case shares are held jointly. In case name of the holder is not available on the cheque, kindly submit the cancelled cheque in original along with Bank attested legible copy of the first page of the Bank Passbook/Bank Statement bearing the names of the account holders, address, same bank account number and type as on the cheque leaf and full address of the bank branch.
- c. Self-attested copy of the PAN Card of all the holders; and
- d. Self-attested copy of any document (such as Aadhaar Card, Driving License, Election Identity Card, Passport) in support of the address of the first holder as registered with the Company

Shares held in electronic form: Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details such as bank account number, name of the bank and branch details, MICR code and IFSC code, mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their Depository Participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's RTA Bigshare Service Pvt. Ltd. to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to the Company or RTA.

Members holding shares in electronic form are requested to ensure that their Electronic Bank Mandate is updated with their respective DPs latest by Tuesday, September 9, 2025.

The SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to RTA.

15. Members may please note that SEBI Circular dated January 25, 2022, as amended, has mandated Listed Companies to issue securities in demat form only while processing service requests viz. Issue of duplicate securities certificate; claim from Unclaimed Suspense Account; Renewal/Exchange of securities certificate; Endorsement; Sub-division/ Splitting of securities certificate; Consolidation of securities certificates/folios; Transmission and Transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4, the format of which is available on the Company's website at [www.suyogtelematics.co.in](http://www.suyogtelematics.co.in) and on the website of the RTA at [www.bigshareonline](http://www.bigshareonline). It may be noted that service request can be processed only after the folio is KYC Compliant In terms of Regulation 40(1) of the Listing Regulations, as amended, and SEBI vide its notification dated January 24, 2022, as amended, has mandated that all requests for transmission and transposition shall be processed only in dematerialised form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialisation, Members are advised to dematerialize the shares held by them in physical form. Members can contact the Company or RTA, for assistance in this regard.
16. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DP and holdings should be verified from time to time.
17. As per the provisions of Section 72 of the Act, the facility for making nomination is available to the Members in respect of the shares held by them. Members who have not yet registered their nomination, are requested to register the same by submitting Form No. SH-13. If a Member desires to opt-out or cancel the earlier nomination and record a fresh nomination, the Member may submit the same in Form ISR-3 or Form SH-14, as the case may be. The said forms can be downloaded from the Company's website. Members are requested to submit the said form to their respective DPs in case the shares are held in electronic form, and to the RTA in case the shares are held in physical form, quoting the folio number.
18. Members are requested to note that dividends, if not encashed for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ('IEPF'). Further, the shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority. In view of this, Members/Claimants are requested to claim their dividends from the Company within the stipulated timeline. The Members whose unclaimed dividends/shares have been transferred to IEPF may claim the same by approaching the Company or RTA for issuance of Entitlement Letter on submission of required documents. The Members may then make an application to the IEPF Authority, in web Form IEPF-5 (available on [www.iepf.gov.in](http://www.iepf.gov.in)) by attaching the Entitlement Letter and other documents. The details of unclaimed dividend transferred to IEPF have been provided in the Report on Corporate Governance forming part of the Annual Report FY25.
19. SEBI vide Circular dated July 31, 2023 read with Master Circular dated December 28, 2023, has established common Online Dispute Resolution Portal ('ODR Portal') for resolution of disputes arising in the Indian Securities Market.



Pursuant to above mentioned circulars, post exhausting the option to resolve their grievances with the RTA/ Company directly and through existing SCORES platform, the Member can initiate dispute resolution through the ODR Portal (<https://smartodr.in/login>).

20. **Norms for furnishing of PAN, KYC, Bank details and Nomination:** To mitigate unintended challenges on account of freezing of folio, SEBI vide circular dated November 17, 2023 has done away with the provision regarding freezing of folios not having PAN, KYC and nomination details. Further, SEBI, vide its circular dated November 3, 2021 (subsequently amended by circulars dated December 14, 2021, March 16, 2023 and May 7, 2024) has mandated that with effect from April 1, 2024, dividend to security holders holding securities in physical form, shall be paid only through electronic mode. Such payment shall be made after furnishing the PAN, contact details including mobile no., bank account details and specimen signature.

The relevant circulars and forms for updation of PAN, KYC, bank details and Nomination viz., Forms ISR-1, ISR-2, ISR-3, SH-13 are available on our website at [www.suyogtelematics.co.in](http://www.suyogtelematics.co.in). Further, the relevant FAQs published by SEBI on its website can be viewed at the following link: [https://www.sebi.gov.in/sebi\\_data/faqfiles/jan-2024/1704433843359.pdf](https://www.sebi.gov.in/sebi_data/faqfiles/jan-2024/1704433843359.pdf). In view of the above, we urge Members holding shares in physical form to submit the required forms along with the supporting documents at the earliest. Members who hold shares in dematerialized form and wish to update their PAN, KYC, Bank details and Nomination, are requested to contact their respective DPs.

21. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or RTA, the details of such folios together with the share certificates and self-attested copies of the PAN card of the holders for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making the requisite changes. The consolidation will be processed in demat form.
22. Members desirous of inspecting the Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act, and other relevant documents referred to in the Notice or Explanatory Statement will be available electronically for inspection by the Members during the AGM. Members may send their requests to the Company at [investor@suyogtelematics.co.in](mailto:investor@suyogtelematics.co.in) from their registered email addresses mentioning their name, Folio numbers/DP ID and Client ID.
23. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with the Company's RTA in case the shares are held by them in physical form.
24. Members can submit their questions including speaker registration in advance with regard to the accounts or any other matter to be placed at the AGM by sending an e-mail to the Company at [investor@bigshareonline](mailto:investor@bigshareonline) and marking a copy to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning their name, DP ID-Client ID/ Folio number on or before Tuesday, September 9, 2025. At the AGM, such questions will be replied by the Company suitably. The Company reserves the right to restrict the number of questions and number of speakers, depending upon the availability of time, for smooth conduct of the AGM.
25. The instructions and other information relating to voting through electronic means is given hereunder:



## VOTING THROUGH ELECTRONIC MEANS

1. In Compliance with the provisions of Section 108 and other applicable provisions of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended, and Regulation 44 of the Listing Regulations and in terms of SEBI Circular dated December 9, 2020 in relation to e-voting facility provided by listed entities, the Company is pleased to provide Members with the facility to exercise their right to vote on resolutions proposed to be considered at the AGM by electronic means in respect of the business to be transacted at the AGM through e-voting. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting the votes by the Members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") as well as e-voting during the proceedings of the AGM ("e-voting at the AGM") will be provided by NSDL.
2. Members will be provided with the facility for voting through electronic voting system during the VC/OAVM proceedings at the AGM and Members participating at the AGM, who have not already cast their vote by remote e-voting, will be eligible to exercise their right to vote at the AGM upon announcement by the Chairman at the end of discussion on the resolutions.
3. Members who have cast their vote by remote e-Voting prior to the AGM can also attend the AGM but shall not be entitled to cast their vote again. Only those Members, who will be present at the AGM through VC / OAVM facility and who would not have cast their vote by remote e-Voting prior to the AGM and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system at the AGM. The e-voting module during the AGM shall be disabled by NSDL for voting 15 minutes after the conclusion of the Meeting.
4. The remote e-voting period commencing on Thursday, September 11, 2025 at 9:00 a.m. and ends on Monday, September 15, 2025 at 5.00 p.m. During this period, the Members, holding shares as on the cut-off date i.e. Tuesday, September 9, 2025 may cast their vote electronically by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by a Member, the Member shall not be allowed to change it subsequently. The voting right of Members shall be in proportion to their share in the Paid-up Equity Share Capital of the Company as on the cut-off date being Tuesday, September 9, 2025. The person who is not a member/ beneficial owner as on the cut-off date should treat this Notice for information purpose only.
5. The Board of Directors has appointed M/s. Amruta Giradkar & Associates, Practicing Company Secretary (Membership No. ACS 48693) as the Scrutinizer to scrutinize the remote e-voting process, in a fair and transparent manner.
6. The Scrutinizer, after scrutinizing the voting through e-voting at AGM and through remote e-voting shall, within 2 (two) working days from conclusion of the AGM, make a consolidated scrutinizer's report of the votes cast in favour or against, if any, and submit the same to the Chairman or a person authorized by him in writing who shall countersign the same and declare the results of voting forthwith. The results declared shall be available on the website of the Company at [www.suyogtelematics.co.in](http://www.suyogtelematics.co.in) and on the website of NSDL at [www.evoting.nsdl.co.in](http://www.evoting.nsdl.co.in). The results shall simultaneously be communicated to the Stock Exchange. The resolutions will be deemed to be passed on the date of AGM, subject to receipt of the requisite number of votes in favour of the resolutions.

## THE INSTRUCTIONS FOR MEMBERS FOR AGM THROUGH VC/OAVM ARE AS UNDER

- ➔ The Members will be provided with a facility to attend the AGM through VC/OAVM provided by NSDL. Members may access the same by following the steps mentioned below for 'Log-in to NSDL e-voting system'. The link for VC/OAVM will be available in 'Member login' where the 'EVEN' of the Company will be displayed. After successful login, the Members will be able to see the link of 'VC/OAVM link' placed under the tab 'Join Meeting' against the name of the Company. On clicking this link, the Members will be able to attend and participate in the proceedings of the AGM through a live webcast of the meeting and submit votes on announcement by the Chairman. Please note that the members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in the Notice to avoid last minute rush.
- ➔ Members may join the AGM through laptops, smartphones, tablets and iPads for better experience. Further, Members will be required to allow camera and use Internet with a good speed to avoid any disturbance during the Meeting. Members will need the latest version of Chrome, Safari, Internet Explorer 11, MS Edge or Firefox. Please note that participants connecting from mobile devices or tablets or through laptops connecting via mobile hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is, therefore, recommended to use stable Wi-Fi or LAN connection to mitigate any glitches.
- ➔ Members are encouraged to submit their questions in advance with regard to the financial statements or any other matters to be placed at the AGM, from their registered email address, mentioning their name, DP ID and Client ID number /folio number and mobile number, to reach the Company's email address at [investor@suyogtelematics.co.in](mailto:investor@suyogtelematics.co.in) before 3:00 p.m. (IST) on Tuesday, September 9, 2025. Queries that remain unanswered at the AGM, will be appropriately responded by the Company at the earliest post the conclusion of the AGM.
- ➔ Members who would like to express their views/ ask questions as a Speaker at the AGM may pre- register themselves by sending a request from their registered email address mentioning their names, DP ID and Client ID/folio number, PAN and mobile number to [investor@suyogtelematics.co.in](mailto:investor@suyogtelematics.co.in) between Tuesday, September 9, 2025 (9:00 a.m. IST) and Thursday, September 11, 2025 (5:00 p.m. IST). Only those Members who have pre-registered themselves as Speakers will be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM. Further, the sequence in which the Members will be called upon to speak will be solely determined by the Company.
- ➔ A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting, as well as voting at the meeting.
- ➔ Any non-individual shareholders, who acquire shares and be Members of the Company after the Notice is sent through email and holding shares as of the cut-off date i.e. Tuesday, September 9, 2025, may obtain the login ID and password by sending a request at [evoting@nsdl](mailto:evoting@nsdl). However, if the person is already registered with NSDL for remote e-voting, then the existing user ID and password of the said person can be used for casting vote. If the person forgot his/her password, the same can be reset by using "Forgot User Details/Password" or "Physical User Reset Password" option available on <http://www.evoting.nsdl> or call on 022 - 4886 7000. In case of Individual Shareholders holding securities in demat mode who acquire shares of the Company and be Members of the Company after dispatch of the Notice and holding shares as of the cut-off date may follow steps mentioned in the Notice of the AGM under "Access to NSDL e-voting system". Other methods for obtaining/ procuring User IDs and passwords for e-voting are provided in the AGM Notice.

## THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER

### 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 and joining virtual meeting 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"> <li>For OTP based login you can click on <a href="https://eservices.nsdl/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl/SecureWeb/evoting/evotinglogin.jsp</a>. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click onpany name or <b>e-Voting service provider i.e. NSDL</b> 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 &amp; voting during the meeting.</li> </ol>
.	<ol style="list-style-type: none"> <li>Existing IDeAS user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl">https://eservices.nsdl</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ 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 “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click onpany name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> </ol>
	<ol style="list-style-type: none"> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl">https://eservices.nsdl</a>. Select “Register Online for IDeAS Portal” or click at <a href="https://eservices.nsdl/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl/SecureWeb/IdeasDirectReg.jsp</a></li> </ol>

Type of shareholders	Login Method
	<p>4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl/">https://www.evoting.nsdl/</a> 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 onpany 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 &amp; voting during the meeting.</p> <p>5. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.</p> <div style="border: 1px solid black; padding: 10px; margin: 10px 0;"> <p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p><b>App Store</b></p>  </div> <div style="text-align: center;">  <p><b>Google Play</b></p>  </div> </div> </div>
Individual Shareholders holding securities in demat mode with CDSL	<p>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website <a href="http://www.cdslindia">www.cdslindia</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</p> <p>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligiblepanies where the evoting is in progress as per the information provided bypany. On clicking the evoting option, the user will be able to see e-Vog page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia">www.cdslindia</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia">www.cdslindia</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>

Type of shareholders	Login Method
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 onpany 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. CDSL and NSDL

Login type	Helpdesk details
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 <a href="mailto:evoting@cdslindia">helpdesk.evoting@cdslindia</a> or contact at toll free no. 1800-21-09911
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 <a href="mailto:evoting@nsdl">evoting@nsdl</a> or call at 022 - 4886 7000

### B) Login Method for e-Voting and joining virtual meeting 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> 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 e-Services i.e. IDeAS, you can log-in at <https://eservices.nsdl> with your existing IDeAS login. Once you log-in to NSDL e-Services after using your log-in credentials, click on e-voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Now enter your User ID

Manner of holding shares i.e. demat (NSDL or CDSL) or Physical	Your User ID is:
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*****.
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*****.
For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with thepany For example if folio number is 001*** and EVEN is 128617 then User ID is 128617 001***

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'?
    - ➔ If your email address is registered in your demat account or with thepany, your 'initial password' ismunicated to you on your email address. 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'.
    - ➔ If your email address is not registered, please follow steps mentioned below in process for those shareholders whose email addresses 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.nsdl](http://www.evoting.nsdl).
  - b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl](http://www.evoting.nsdl).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto: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 and join General Meeting on NSDL e-Voting system.**

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all thepanies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
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

### 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 [amruta@csamrutagiradkar](mailto:amruta@csamrutagiradkar) with a copy marked to [evoting@nsdl](mailto:evoting@nsdl). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on “Upload Board Resolution / Authority Letter” displayed under “e-Voting” tab in their login.
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.nsdl](http://www.evoting.nsdl) 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.nsdl](http://www.evoting.nsdl) or call on.: 022 - 4886 7000 or send a request to at [evoting@nsdl](mailto:evoting@nsdl)

### PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

1. For Physical shareholders - please provide necessary details like 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 M/s. Bigshare Services Private Limited, Registrar and Transfer Agent at [info@bigshareonline](mailto:info@bigshareonline).
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](mailto: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 and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively, shareholder/members may send a request to [evoting@nsdl](mailto:evoting@nsdl) for procuring user id and password for evoting 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.
5. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP).



6. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.
7. Thepany/RTA shall co-ordinate with CDSL/NSDL and provide the login credentials to the above-mentioned shareholders.

**INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM ARE AS UNDER: -**

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

**INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:**

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of “VC/OAVM” placed under “**Join meeting**” menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at [investor@suyogtelematics.co.in](mailto:investor@suyogtelematics.co.in). The same will be replied by thepany suitably.
6. Members who would like to express their views/ask questions as a speaker at the Meeting may pre-register themselves by sending a request from their registered e-mail address mentioning their names, DP ID and Client ID/folio number, PAN and mobile number at [investor@suyogtelematics.co.in](mailto:investor@suyogtelematics.co.in) between September 11, 2025 (9.00 a.m. IST) to September 15, 2025 (5.00 p.m. IST). Only those Members who have pre-registered themselves as a speaker will be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

## **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.**

As required by Section 102 of the Companies Act, 2013 ("the Act"), the following Explanatory Statement sets out all material facts relating to the business mentioned under Item Nos. 4 to 7 of the accompanying Notice dated August 12, 2025.

### **Item No. 4:**

Pursuant to the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, as amended from time to time, the remuneration payable to the Cost Auditors is required to be ratified by the Members of the Company at General Meeting.

The Board of Directors, on the recommendation of the Audit Committee, had appointed M/s. Avnesh Jain & Associates (Firm Registration No. 101048), Cost Accountants, as the Cost Auditors to conduct the audit of the cost records of the Company at a remuneration of Rs. 1,00,000/- (Rupees One Lakh Only) plus taxes as applicable and reimbursement of out-of-pocket expenses, for the financial year 2025-2026.

Accordingly, the Board recommend the resolution set out at item no. 4 of the Notice as Ordinary Resolution for ratification by the Members.

None of the Directors, Key Managerial Personnel of the Company or their relatives is in any way, concerned or interested, financially or otherwise, in the resolution as set out at item no. 4 of the Notice.

### **Item No. 5:**

Based on the recommendation of the Nomination and Remuneration Committee ('NRC'), the Board of Directors, at their meeting held on August 12, 2025, appointed Ms. Aarati Savur (DIN: 11017436) as an Non-Executive Independent Director of the Company for a term of 5 years i.e. from August 12, 2025 to August 11, 2030, subject to approval of the Members by way of a Special Resolution.

Pursuant to the provisions of Section 161(1) of the Act, Regulation 17(1C) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') read with Articles of Association of the Company, Ms. Savur holds office only upto the date of the ensuing General Meeting or for a period of three months from the date of her appointment, whichever is earlier.

The Company has, in terms of Section 160(1) of the Act, received in writing a notice from a Member, proposing the candidature of Ms. Savur for the office of Director. The Company has received following disclosures from Ms. Savur (i) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 ('Rules'); (ii) Intimation in Form DIR-8 in terms of the said Rules, to the effect that she is not disqualified under Section 164 of the Act; (iii) Declaration to the effect that she meets the criteria of independence as provided in Section 149(6) of the Act read with Regulation 16(1)(b) of the Listing Regulations; (iv) Confirmation in terms of Regulation 25(8) of the Listing Regulations that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties and (v) Declaration pursuant to National Stock Exchange of India Limited and BSE Limited Circulars dated June 20, 2018, that she has not been debarred from holding office of a Director by virtue of any order passed by Securities and Exchange Board of India or any other such authority.

Ms. Savur has also confirmed that she is in compliance with Rules 6(1) and 6(2) of the Rules, with respect to the registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

The NRC has considered her extensive leadership experience as CEO of Parisar Asha, her national and international recognition—including awards such as Women’s Excellence and Top 100 Global Women—and her transformative contributions in education, mental health, and policy. The Committee believes that her expertise as an educationist, life coach, and motivational speaker, bined with her independent judgment, will greatly contribute to the Company’s strategic direction and governance.

Accordingly, the NRC and Board are of the view that Ms. Savur is a person of integrity and possesses the requisite skills and capabilities, fulfils the conditions specified in the Act and the Rules made thereunder read with the provisions of the Listing Regulations, each as amended. Hence it is desirable and in the interest of the Company to appoint her as an Independent Director. Ms. Savur is independent from the of the Company.

A brief profile and other details of Mr. Savur are annexed to this Notice.

The terms and conditions of appointment of Ms. Savur as an Independent Director are uploaded on the website of the Company at [www.suyogtelematics.co.in](http://www.suyogtelematics.co.in) and would also be made available for inspection to the Members without any fee, during business hours on working days, upto the date of the Annual General Meeting.

The Board recommends the Special Resolution at Item No. 5 of the accompanying Notice for approval by the Members of the Company.

Other than Ms. Savur and/or her relatives, none of the Directors, Key Managerial Personnel (‘KMP’) of the Company or their respective relatives are, in any way, concerned or interested in the Resolution mentioned at Item No. 5 of the apanying Notice. Ms. Savur is not related to any Director or KMP of the Company.

#### **Item No. 6:**

In accordance with the Regulation 17(6)(ca) of the Listing Regulations, the approval of shareholders by way of Special Resolution is required to be obtained every year where the annual remuneration payable to a single Non-Executive Director exceeds fifty per cent of the total annual remuneration payable to all Non-Executive Directors. Mrs. Suchitra Lature, Non-Executive Director, has substantially contributed to the growth of the Company and considering her extraordinary contributions, the Board of Directors has, on the recommendation of the Nomination and Remuneration Committee, approved the proposal for the payment of annual remuneration not exceeding Rs. 54,00,000/- per annum (Rupees Fifty-Four Lakhs Only) to Mrs. Lature. The above remuneration will exceed 50% of the total annual remuneration payable to all Non-Executive Directors of the Company and accordingly, the Board has sought the approval of shareholders by way of Special Resolution in this regard.

The Board recommends and proposes to pass the resolution set out at item no. 6 of the Notice as Special Resolution. Save and except to Mrs. Suchitra Lature, Mr. Vivek Gurushantappa Lature and Mr. Shivshankar Gurushantappa Lature and their relatives to the extent of their shareholding, if any, in the Company, none of the other Directors / Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the resolution.

#### **Item No. 7:**

Pursuant to the provisions of Regulation 24A of the SEBI Listing Regulations, as amended, read with Section 204 of the Act and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, every listed entity is required to appoint a Peer Reviewed Company Secretary or firm of Company Secretaries as Secretarial Auditor for a term of five consecutive years, subject to the approval of shareholders at the Annual General Meeting.

Accordingly, the Board of Directors, at its meeting held on August 12, 2025, on the recommendation of the Audit Committee, approved the appointment of M/s. Amruta Giradkar & Associates, Practicing Company Secretaries, Mumbai (M. No. 48693/ C. P. No. 19381/ PR No. 5578) as the Secretarial Auditor of the Company for a period of five consecutive year commencing from financial year 2025-26 upto financial year 2029-30.

The firm has consented to their appointment as Secretarial Auditor of the Company and confirmed its eligibility, independence and willingness for the same. Further, M/s. Amruta Giradkar & Associates have also confirmed the following:

- they hold a valid peer review certificate issued by The Institute of Company Secretaries of India (ICSI)'
- they are not disqualified for such appointment under applicable laws, the SEBI Circular no. SEBI/HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated December 31, 2024 and Auditing Standards issued by ICSI; and
- their proposed appointment (if approved) would be within the limits specified by ICSI

M/s. Amruta Giradkar & Associates is a corporate secretarial services firm offering comprehensive solutions for corporate compliances. CS Amruta Giradkar, holding Certificate of Practice No. 19381, possesses rich and varied experience in matters relating to the Companies Act, 2013, SEBI (LODR) Regulations, and allied laws. The firm, based in Mumbai, specializes in areas such as merchant banking, IPOs of NCOs, mergers and acquisitions, takeovers, due diligence, valuations, delisting, and other corporate advisory matters. Considering the firm's credentials, technical expertise, peer-reviewed status, and vast experience, the Board is of the view that their appointment would be in the best interest of the Company.

The Board has approved the remuneration of Rs. 1,00,000 (Rupees One lakh only) plus applicable taxes and out of pocket expenses for Financial year 2025-26, and for subsequent years of the term, such remuneration as may be determined by the Board on the recommendation of the Audit Committee in consultation with M/s. Amruta Giradkar & Associates.

None of the Directors, Key Managerial Personnel of the Company, or their relatives are concerned or interested, financially or otherwise, in the resolution, except to the extent of their shareholding, if any, in the Company.

Accordingly, the Board recommends the resolution set forth in Item No. 7 of the Notice for approval of the Members.

## Details of the Directors Seeking Appointment/Re-Appointment at 30th Annual General Meeting

[Pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard-2 on General Meetings]

Name of Director	Mr. Vivek Lature	Ms. Aarati Savur
Director Identification Number (DIN)	02274098	11017436
Date of Birth	06/06/1973	25/04/1971
Nationality	Indian	Indian
Date of first Appointment	28-Jul-95	12-Aug-25
Designation/ Category of Directorship	Whole-time Director	Non-Executive Independent Director
Experience in specific areas	More than Two Decades in the telecom industry.	More than 32 Years of rich experience in the field of education, corporate and social sector.
Qualifications	Graduate in Bachelor of Commerce from Latur	1. Masters in Botany
		2. Diploma in Interior Designing
		3. Certificate Course in Psychology
Directorships held in Other Companies	· Itemclab Private Limited	· Parisar Asha Ecotech Foundation
Committee position held in otherpanies	NA	NA

Shareholding in the Company (No. of shares)	50,640 Equity Shares	-
Disclosure between Director Inter se	Brother of Mr. Shivshankar Lature, Chairman and Managing Director of Suyog Telematics Limited.	-
Brief Profile	<p>Extensive career spanning over 20 years Ms. Aarati Savur is an inspiring educationist, in the telecom industry, Vivek Lature has artist, motivational speaker, and accredited garnered in-depth knowledge and hands- life coach, serving as CEO of Parisar Asha on experience across various facets of the in Mumbai.</p> <p>sector. As the Promoter, Co-Founder, and With over three decades of experience, she Whole-Time Director, Vivek Lature, he champions joyful, eco-integrated learning has played an instrumental role in shaping through initiatives like the Eco-tech World the company's strategic direction and School Program and a free mental-health/ operational success. His core areas of parenting helpline.</p> <p>expertise encompass project management, She has also shaped policy as part of operations, and business development, NCERT's art-integration training team where his ability to deliver large-scale and has earned multiple national and projects on time and within budget has been international awards for her transformative a hallmark of his leadership. work.</p>	
Terms and Conditions of appointment / re-appointment	Mr. Vivek Lature is proposed to be re-appointed as a Whole time Director of the Company and is liable to retire by rotation.	Widely recognized through national and international honors—including Women's Excellence, World Women Achievers, and Top 100 Global Women Awards—she brings strength and credibility to any board. term of 5 years to hold the office with effect from 12 <sup>th</sup> August, 2025 till 11 <sup>th</sup> August, 2030.
Name of listed entities from which the person has resigned in the past three years	NA	NA
Details of remuneration last drawn	78.65 Lakhs PA	NA
No. of meetings of the Board attended during the year	6	NA