

February 27, 2023

CIN No. L32109MH1995F

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

Ref: Scrip Code- 537259

Sub: Postal Ballot Notice – Disclosure under Regulation 30 of the Securities and Exchange (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Dear Sir/Madam,

In compliance with Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the Postal Ballot dated February 27, 2023.

The Postal Ballot Notice along with the Explanatory Statement, has been electronically sent to all the Members whose names appear in the Register of Members of the Company as received from National Securities Depository Limited (NSDL) or Central Depository Services (India) Limited (CDSL) as on February 27, 2023 ("Cut off date") and who have registered their E-mail addresses with the Company and/or with the Depositories/Depository Participants, in accordance with General Circular No. 14/2020 dated April 8, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 39/2020 dated June 23, 2021, General Circular No. 3/2022 dated May 5, 2022 ("General Circulars").

issued by the Ministry of Corporate Affairs ("MCA Circulars").

8. In compliance with the provisions of the Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SS-2, the Company has arranged remote e-voting facility for all its members. Accordingly, the physical copies of the Postal Ballot are not being sent to the Members for this Postal Ballot. The communication of the dissent of the Members would only take place through the remote e-voting system.

In compliance with the provisions of Sections 179 and 182 of the Companies Act read with Rules framed thereunder, Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the remote e-voting facility for all its members, to enable the Members to cast their vote electronically instead of the physical Postal Ballot form by post. The Company has engaged the services of NSDL for the purpose of providing remote e-voting facility to all its members. Accordingly, the physical copies of the Postal Ballot are not being sent to the Members for this Postal Ballot. The communication of the dissent of the Members would only take place through the remote e-voting system.

addresses
instructions

Members holding shares in physical mode and who have not updated their email addresses with the Company/RTA/DP are requested to update their email addresses as per the instructions given in the enclosed Notice.



SUYOG TELEMATICS LIMITED

CIN: L32109MH1995PLC091107

Registered Office: Suyog House, Plot No 30, MIDC Central Road Andheri
(East) Mumbai- 400093

Website: www.suyogtelematics.co.in Email Id: investor@suyogtelematics.co.in
Tel No. 022-25795516 / 25778029

NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and 22 of the
Companies (Management and Administration) Rules, 2014]

To,
The Shareholder(s),

NOTICE is hereby given to the Members of Suyog Telematics Limited) u f! Dpn qboz' *! pursuant to Section 108 and 110 of the Dpn qbojft! Bdu! 31 24!) Bdu! *! boe! S vrfi 31! boe! 33! pg u f! Dpn qbojft!) N bobhfn fouboe! Ben jo jtus bujpo *! S vrfi 31 25!) u f! Qptub! Cbm puS vrfi *! read with the General Circular no. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020 read with other relevant circulars, including General Circular No. 10/2021 dated June 23, 2021, General Circular no.20/2021 dated December 8, 2021 and General Circular no.3/2022 dated May 5, 2022 issued by the Ministry of Corporate Affairs (hereinafter collectively referred up! bt! N DB! Djsdvrbst *! S fhvrbujpo! 55! pg u f! Securities and Exchange Board of India (Listing P crjhbujpot! boe! E jtdmptvsf! S frvjsfn fout *! S fhvrbujpot! 31 26!) Mjtujoh! S fhvrbujpot *! Secretarial Tuboebsel po! Hfofsbn Nffujoh!) TT-3 *! jttvfe! cz! u f! Jotujuvuf! pg Dpn qboz! Secretaries of India and other applicable laws, rules and regulations (including any statutory modification or re-enactment thereof for the time being in force and as amended from time to time), the following resolutions are proposed to be passed through Postal Ballot by way of voting through erfiduspo j! n fbot!) sf n puf e-wpujoh *! pom/

In Compliance with Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) and pursuant to the provisions of Section 108 and Section 110 of the act read with MCA Circulars, the Company is sending Postal Ballot Notice) u f! Opujdf *! pom! cz! fn b jup! b jut! n fn cfst! x i p! i b w! sf h j t u f s f e! u f j s! fn b j u b e s f t t f t! x j u ! the Company or depository(ies)/depository participants and the communication of assent/dissent of the members on the resolution proposed in the Notice will only take place through the remote e-voting system. This Notice is accordingly being issued to the members in compliance with the MCA Circulars. The Company has engaged the services of NSDL for the purpose of providing remote e-voting facility to all its members.

The voting period begins on Monday, March 01, 2023 at 9.00 A.M. (IST) and ends on Thursday, March 30, 2023 at 5.00 P.M. (IST). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Friday, February 24, 2023 may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

The Board of Directors of the Company, appointed Ms. Amruta Narendra Giradkar, Practicing Company Secretary (Membership No. ACS.48693), Proprietor of Amruta Giradkar & Associates Practicing Company Secretaries, as the Scrutinizer for conducting the postal ballot and e-voting process in a fair and transparent manner.

Detailed explanatory statement setting out the material facts concerning the resolution and instructions for e-voting are annexed to the Notice.

SPECIAL BUSINESS

Item No.1

Appointment of Mr. Udaya Shankar Panda (DIN: 09663507) as an Independent Director

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

“RESOLVED THAT pursuant to the recommendations of the Nomination and Remuneration Committee and approval of the Board of Directors in their respective meetings held on February 07, 2023 and pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the Act) and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as the Regulations), the approval of the Members of the Company be and is hereby accorded for appointment of Mr. Udaya Shankar Panda (DIN: 09663507), who was appointed as an Additional Director designated as Independent Director of the Company by the Board of Directors with effect from February 07, 2023 and who has submitted a declaration confirming the criteria of Independence under Section 149(6) of the Companies Act, 2013 read with Regulation 16 (1) (b) of SEBI Listing Regulations, as amended from time to time, and who is eligible for appointment under the provisions of the Act and Rules made thereunder and SEBI Listing Regulations, and confirming that he do not have any interest in any member and fiduciary relationship with any of the shareholders of the Company and do not have any interested positions in commercial contracts and financial affairs of the Company and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director pursuant to Section 160 of the Act, as an Independent Director of the Company, whose term shall not be subject to retirement by rotation, to hold office for 5 (Five) consecutive years on the Board of the Company w.e.f. February 07, 2023 up-to February 06, 2028 (both days inclusive).”

“RESOLVED FURTHER THAT the Board of Directors (which term shall, unless repugnant to the provisions of the Act or the Company Secretary of the Company be and are hereby severally authorised to do and perform all such acts, deeds, matters or things as may be considered necessary, appropriate, and expedient for the Company.”

Item No. 2

To increase limits of borrowings of the Company up-to Rs. 300 crores (Rupees Three Hundred Crores Only) and to create security under section 180(1)(c) of the Companies Act, 2013.

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

“RESOLVED THAT pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013 (in this Resolution referred to as the “Act”), and any other applicable laws and the provisions of the Articles of Association of the Company, consent of the members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as the “Board”) and to the Committee thereof which the Board may hereinafter constitute to exercise its powers including the powers conferred by this Resolution) to borrow money on behalf of the Company, from time to time, from one or more of the Banks, financial institutions, institutional investors, mutual funds, insurance companies, pension funds, individuals, firms, companies, body corporates, any other person or entity, by way of secured or unsecured instruments such as floating rates notes, fixed rate notes, syndicated loans, fixed deposits, any other instruments/securities or otherwise permitted by law for the time being in force, designated in Indian or foreign currency, on such terms and conditions including creation of security by way of mortgage, charge, hypothecation, lien or pledge over the movable or immovable assets, properties, undertaking(s) or part thereof, any sum or sums of monies which together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained for the purpose of business) may exceed the aggregate paid-up share capital of the Company, free reserves (that is to say reserves not set apart for any specific purpose) and securities premium of the Company provided that the total amount so borrowed by the Board within the meaning of Section 180(1)(c) of the Act shall not at any time exceed Rs. 300 crores (Rupees Three Hundred Crores Only) or the limits so prescribed under Section 291(2) of the Act.”

“RESOLVED FURTHER THAT the Board and/or the Company Secretary be and is hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary in this regard for and on behalf of the Company, including but not limited to, negotiating and finalizing the terms of borrowing, filing of necessary forms, returns, applications and documents in connection with the borrowing.”

Item No. 3

To Increase limit of inter-corporate loans, investments, guarantees and securities up-to Rs. 300 crores (Rupees Three Hundred Crores Only) under section 186 of Companies Act, 2013

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

“RESOLVED THAT pursuant to Section 186 read with the Companies (Meeting of Board and its power) rules 2014 and other applicable provisions including any statutory

modification(s) and re-enactment(s) thereof for the time being in force), and any other applicable laws and the consent of the members of the Company is hereby accorded to Board of Directors of the Company:

- i. to make loan or loans from time to time on such terms and conditions as it may deem expedient, to any person or bodies corporate;
- ii. to give on behalf of the company, any guarantee, or provide security in connection with a loan made by any other person to, or to any other person by, any body corporate; and
- iii. to acquire by way of subscription, purchase or otherwise the securities of any other body corporate; and for such an amount that the aggregate of the loans and investments so far made, the amounts for which guarantee or security so far provided to or in all other bodies corporate, along with the investment, loan, guarantee or security proposed to be made or given by the Board may exceed sixty per cent of its paid up share capital and free reserves, or hundred percent of its free reserves, whichever is more but not exceeding Rs. 300 (Rupees Three Hundred Crores Only).

RESOLVED FURTHER THAT the Board of Directors and /or the Company Secretary of the Company be and is hereby authorized to do all such acts, deeds and things as it may, at its

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

Place: Mumbai
Date: February 27, 2023

Sd/-
Aarti Shukla
Membership No. A63670
Company Secretary and Compliance Officer

Notes:

1. Explanatory Statement pursuant to Sections 102, setting out material facts relating to the Resolution proposed to be passed is annexed hereto.
2. The Postal Ballot Notice is being sent only by email to all the Members, whose names appear on the Register of Members/List of Beneficial Owners as received from National Securities Depository Services (India) Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on February 24, 2023. The email addresses in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with the Registrar of Companies and Share Transfer Agent, Bigshare Services Private Limited (SUA).
3. In compliance with the provisions of Sections 108, 110 and other applicable provisions of the Act read with Rules framed thereunder, Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SS-2, the Company has arranged remote e-voting facility for all its members, to enable them to cast their vote electronically instead of dispatching the physical Postal Ballot form by post. The Company has engaged the services of NSDL for the purpose of providing remote e-voting facility to all its members. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would only take place through the remote e-voting system.
4. Members may note that the aforesaid Postal Ballot Notice has been uploaded on the website of the Company at www.suyogtelematics.co.in. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com. The Postal Ballot Notice is also disseminated on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
5. The voting rights of the Members shall be reckoned in proportion to the equity shares held by them on the cut-off date on Friday February 24, 2023. Only those Members holding shares either in physical form or dematerialized form as on the Cut-off date will be entitled to cast their votes by remote e-voting. A person who is not a Member as on the cut-off date should treat this notice for information purpose only.
6. E-voting shall commence on **Wednesday, March 01, 2023 at 9.00 A.M. (IST) and end on Thursday, March 30, 2023 at 5.00 P.M. (IST)**. The e-voting module shall be disabled for voting thereafter.
7. Pursuant to the applicable provisions of the Act and Rules framed thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company can serve notices, annual reports and other communication through electronic mode to those Members who have registered their e-mail addresses either with the Depository Participant(s) or the Company. Members who have not registered their e-mail addresses,

so far, are requested to register their email addresses, in respect of electronic holdings with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to provide their email addresses to the M/s. Bigshare Services Private Limited sending an e-mail at or to the Company at investor@suyogtelematics.co.in

8. Resolution, if passed by the Members through postal ballot will be deemed to have been duly passed on the last date specified for the remote e-voting i.e. Tuesday, February 07, 2023 in terms of Secretarial Standard 3! po! HfofsbN ffujoht!) TT-3' *! jt tvfe! cz! u! fl Institute of Company Secretaries of India. Resolution passed by Members with requisite majority, through postal ballot shall be deemed to have been passed at a general meeting of Members convened in that behalf.
9. A member cannot exercise his vote by proxy on Postal Ballot.
10. In case of any query/grievance in connection with the Postal Ballot including remote e-voting, Members may contact NSDL by e-mail at evoting@nsdl.co.in or to the Company at investor@suyogtelematics.co.in
11. Resolutions passed by the members through postal ballot are deemed to have been passed as if they have been passed at a general meeting of the members.
12. The Board has appointed Ms. Amruta Narendra Giradkar, Practicing Company Secretary (Membership No. 48693), Proprietor of Amruta Giradkar & Associates Practicing Company Secretaries, as the Scrutinizer to conduct the Postal Ballot and remote e-voting process in a fair and transparent manner. After completion of scrutiny of the votes, the Scrutinizer will submit his Report to the Chairman, Managing Director or Company Secretary of the Company. The results of the voting conducted through postal ballot (through the remote e-voting process) will be announced by the Chairman/Company Secretary on or before April 05, 2023. The results along with the Scrutinisers Report shall be placed on the website of the Company and on the website of NSDL and shall also communicate to BSE Limited and National Stock Exchange of India Limited.

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 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.	- Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ 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 “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. - If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp - Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon  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 on company 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. 4. Shareholders/Members can also download NSDL Mobile App! NSDL Speede! mentioned below for seamless voting experience. NSDL Mobile App is available on  App Store   Google Play 
Individual Shareholders holding securities in demat mode with CDSL	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 www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. 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. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 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 www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & 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.
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 on company 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.

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. NSDL and CDSL.

Login type	Helpdesk details
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 evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
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 helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B) Login Method 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.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the link "New User" to register.
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 eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) 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*****.
b) 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*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

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 your User ID and Password. The system will force you to change your password.
 - c) If you are using NSDL e-Voting system for the first time, you will need to retrieve your User ID and Password. The system will force you to change your password.

- (i) If your email ID is registered in your demat account or with the ID. 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
- (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
6. If you have forgotten your password:
- Forgot User Details/Password?** (Jg zpv! bsf! i pñjoh! ti bsf! jo! zpv! demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - Physical User Reset Password?** (Jg zpv! bsf! i pñjoh! ti bsf! jo! qz! jdbm pef*) option available on www.evoting.nsdl.com.
 - If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. On the check box.
8. Now, you x jñi bñ! up! dñj! !po! Mphjo! !cvupo/
9. Bñfs! zpv! dñj! !po! u f! Mphjo! !cvupo! I pn f! qbh! pgf-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

- Bñfs! tvddf tt gñmñjoh! bñ Tufq! 2! zpv! x jñi f! bñf! up! tñf! bñi f! dpn q bo jñt! F WFO! ! jo! which you are holding shares and whose voting cycle.
- Tñfñdu F WFO! ! pgdpn q boz! gñs! x i jdi! zpv! x jti! up! dbtuzpvs! wpu! evs jñh! u f! sfñ pu! f- Voting period.
- Now you are ready for e-Voting as the Voting page opens.
- Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the ovñ cfs! pgñi bsf! gñs! x i jdi! zpv! x jti! up! dbtuzpvs! wpu! boe! dñj! !po! Tvcñ jñ! boe! bñp! Dpogññ !x i fo! qspñ quf/
- Upon confirmation, u f! n fñt bñf! Wpu! dbtuzpvs! tvddf tt gñmñjoh! !x jñi f! e jñqñbz f/
- 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 vote.

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.com** with a copy marked to evoting@nsdl.co.in. 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 may click on the link [Forgot User Details/Password?](#) or [Physical User Reset Password?](#) to reset your 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.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Megha Malviya at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide 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 investor@suyogtelematics.co.in
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. 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 for Individual shareholders holding securities in demat mode.**

3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting 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.

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

Place: Mumbai
Date: February 27, 2023

Sd/-
Aarti Shukla
Company Secretary & Compliance Officer
Membership No. A63670

Explanatory Statement pursuant to Section 102(1) and any other applicable provisions of the Companies Act, 2013 (hereinafter referred to as “the Act”), the rules made thereunder, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as “Listing Regulations”) and Secretarial Standards on General Meetings (SS-2)

Item No. 1:

The following Statement sets out all material facts relating to the Special Business mentioned in the Notice:

The Board of Directors of the Company, based on the recommendation of the Nomination and Remuneration Committee and pursuant to the provisions of Section 161(1) of the Companies Bdu! 31 24!) u fl Bdu! *sfbe! x ju! u fl Bsujdrft! pg B ttpdjbuipo! pg u fl Dpn qboz! bqspwfe! u fl appointment of Mr. Udaya Shankar Panda (DIN: 009663507) as an Additional Director (Independent Director) of the Company for a term of five years with effect from February 07, 2023 upto February 06, 2028.

The Company has received declaration from him that he meets the criteria of independence as prescribed under Section 149 (6) of the Act and under Regulation 16 of the Listing Regulations. Mr. Udaya Shankar Panda has confirmed that he is neither disqualified from being appointed as a Director in terms of Section 164 of the Act nor debarred from holding office as a Director of the company, by virtue of any SEBI Order or any other such authority and given his consent to act as a Director. The Board of Directors have taken on record the declaration and confirmation submitted by Mr. Udaya Shankar Panda.

Dr. Udaya Shankar Panda is an experienced professional in the electronics and telecommunications industry. He has diligently served the Government of India under the Department of Telecommunications (DOT) as an Indian Engineering Service officer with an illustrious career spanning over 35+ years. He retired as the Chief General Manager of BSNL, Odisha in December 2021.

Presently, he is the Founder & Managing Director of MUSP Ventures, a company that provides financial advisory related to insurance, income tax, retirement planning, and investment strategies.

The Company has also received notice under Section 160 of the Act from a shareholder proposing the candidature of Mr. Udaya Shankar Panda for the office of a Director of the Company.

None of the Directors other than Mr. Udaya Shankar Panda and Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the said resolution. The relatives of Mr. Udaya Shankar Panda may be deemed to be interested in the said resolution, to the extent of their respective shareholding, if any, in the Company.

Item No. 2:

Section 180(1)(c) of the Companies Act, 2013 requires the consent of the Members in the General Meeting for authorising the Board of Directors to borrow monies (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) in excess of the aggregate of the paid-up capital and free reserves. Taking into account the future finance requirements for growth plans and expansion programs being contemplated and undertaken by the Company and to cater to the working capital needs, a resolution is proposed providing that, in addition to the Company's existing borrowings, the Directors may, for and on behalf of and for the purpose of the Company, borrow further sums of money amounting in the aggregate to a sum not exceeding 300 crores.

Hence the members are requested to accord their approval for revising the borrowing power limit of the Board up-to Rs. 300 crores. With the view to help the Board of Directors to take quick decisions for funding the future projects of the Company, it is recommended to increase the borrowing powers of the Board of Directors to Rs. 300 Crores (Rupees Three Hundred Crores Only). The Board recommends the resolution set forth for approval of the members. None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 3.

Item No. 3:

The Company is associated with several bodies corporate by way of participation in their equity share capital and management. By virtue of such association, the company is sometimes called upon to assist these bodies corporate by way of giving loans/guarantees or providing securities in connection with loans made by any other person to such bodies corporate. Your directors consider that it is in the interest of the company to give such loans/guarantee and/or provide such securities. In the course of the business of the Company, it may also be necessary to make investments in the shares of other bodies corporate which may exceed the limits set out in Section 186 of the Companies Act, 2013. It may not be possible for the company to obtain permission of the shareholders every time such transaction take place, especially in view of the time factor involved. It is therefore, proposed to obtain a general sanction from the shareholders of the company in this behalf by means of a special resolution.

Section 186 of the Companies Act, 2013 provides that where the aggregate of the loans and investments so far made, the amounts for which guarantee or security so far provided to or in all other bodies corporate, along with the investment, loan, guarantee or security proposed to be made exceeds the 60% of aggregate of paid up share capital and free reserves, or 100% of free reserves, whichever is more, no such investment or loan shall be made or guarantee shall be given or security shall be provided unless previously authorized by a special resolution passed in a general meeting. However, the amount of investments so far made, the amount of loan so far given, the amounts for which guarantee or security so far provided to or in all other bodies corporate, along with the investment, loan, guarantee or security proposed to be made or given by the Board shall not exceed Rs. 300 Crore (Rupees Three Hundred Crores Only).

Members are, therefore, requested to approve the special resolution set out above. Any Director or key managerial person of the company or their relatives may be deemed to be interested or concerned in this resolution to the extent that he may be a Director or member of the body corporate or bodies corporate which may be connected with the company in the manner aforesaid.

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

Place: Mumbai
Date: February 27, 2023

Sd/-
Aarti Shukla
Company Secretary & Compliance Officer
Membership No. A63670

Details of Directors seeking appointment

[Pursuant to Regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 and Secretarial Standard 2 on General Meetings]

Name of the Director	Mr. Udaya Shankar Panda
DIN	09663507
Date of Birth	January 01, 1962
Nationality	Indian
Date of appointment on the Board	February 07, 2023
Qualifications	He has Doctor letters from Utkal University (PhD) in Consumer Behaviour and He is Master of Business Administration - MBA, Marketing & HR also Bachelor of Engineering - BE, Electronics & Telecommunication .
Experience & Expertise in specific functional areas	He is an experienced professional in the electronics and telecommunications industry. He has diligently served the Government of India under the Department of Telecommunications (DOT) as an Indian Engineering Service officer with an illustrious career spanning over 35+ years. He retired as the Chief General Manager of BSNL, Odisha in December 2021. He is the Founder & Managing Director of MUSP Ventures, a company that provides financial advisory related to insurance, income tax, retirement planning, and investment strategies.
Number of shares held in the Company	Nil
List of Directorships held in other companies	1. MUSP Ventures Private Limited
Number of Board Meetings attended during the year 2023	1 (One)
Relationship between directors inter-se	None
Resignation details in the listed entities during the last three years.	NIL
Remuneration details (Including Sitting Fees & Commission)	As Mr. Udaya Shankar Panda is appointed as an Independent Director he will not be paid any remuneration except sitting fees for attending Board and Committee Meetings.