

Ref: STL/SEC/2025-26/DT-120

February 12, 2026

The Manager,
Listing Department,
BSE Limited
P J Towers, 1st Floor,
Dalal Street, Mumbai - 400001
Scrip Code: 537259

The Manager,
Listing Department,
National Stock Exchange of India Limited
Bandra Kurla Complex, C-1, Block G,
Bandra (East), Mumbai – 400051
Symbol: SUYOG

Dear Sir/Madam,

Sub: Postal Ballot Notice – Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”)

We enclosed herewith the Notice of Postal Ballot of Suyog Telematics Limited along with Explanatory Statement for seeking approval of the Members of the Company through Postal Ballot by way of e-voting on the resolutions as set out in the said Notice.

The Postal Ballot Notice is being sent electronically to the Members whose e-mail addresses are registered with the Company/ Registrar and Share Transfer Agent (RTA)/ Depositories/ Depositories Participants as on the **cut-off date i.e., Friday, February 06, 2026.**

The Company has engaged National Securities Depository Limited (NSDL) as its agency for providing e-voting facility to the Members of the Company. Details of e-voting are as under:

E-voting starts on	E-voting ends on
Friday, February 13, 2026 at 9:00 a.m.	Saturday, March 14, 2026 at 5:00 p.m.

The Postal Ballot Notice along with instructions regarding e-voting has also been uploaded on website of the Company at www.suyogtelematics.co. and on the website of NSDL at National www.evoting.nsdl.com.

Kindly take the above on record.

Thanking You.

Your Faithfully,

For Suyog Telematics Limited

Aarti Shukla
Company Secretary & Compliance Officer
M. No. A63670

Enclosed A/a



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

Email ID: investor@suyogtelematics.co.in; **Website:** www.suyogtelematics.co.in **Tel.:** 022-25795516/28390670;

CIN: L32109MH1995PLC091107

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]

VOTING STARTS ON	VOTING ENDS ON
Friday, February 13, 2026 at 9:00 a.m. (IST)	Saturday, March 14, 2026 at 5:00 p.m. (IST)

To,
The Member(s) of the Company,

NOTICE is hereby given to the Members of Suyog Telematics Limited (“the Company”) pursuant to Section 108 and 110 of the Companies Act, 2013 (“the Act”) and Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (the “Postal Ballot Rules”), read with the General Circular Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, and subsequent circulars issued from time to time, the latest one being General Circular No. 03/2025 dated 22nd September, 2025 issued by the Ministry of Corporate Affairs (MCA Circulars), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), Secretarial Standard on General Meetings (“SS-2”) issued by the Institute of Company 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 resolutions are proposed to be passed through Postal Ballot by way of voting through electronic means (“remote e-voting”) only.

In compliance with the aforesaid MCA Circulars, the Company is sending Postal Ballot Notice (the “Notice”) only by email to all its members who have registered their email addresses with the Company or depository(ies)/depository participants and the communication of assent/dissent of the members on the resolutions 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 National Securities Depository Limited (“NSDL”) for the purpose of providing remote e-voting facility to all its members. In accordance with MCA Circulars, the Company has made necessary arrangements with M/s. Bigshare Services Pvt. Ltd., Registrar to an Issue & Share Transfer Agent (“RTA”) to enable the Members to register their e-mail address. Those Members who have not yet registered their e-mail address are requested to register their e-mail address by following the procedure as set out in this Notice.

The remote e-voting period commences on Friday, February 13, 2026 at 9.00 A.M. (IST) and ends on Saturday, March 14, 2026 at 5.00 P.M. (IST). During this period shareholders of the Company, holding shares as on the cut-off date i.e. Friday, February 06, 2026 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. 48693 and COP No. 19381), Proprietor of Amruta Giradkar & Associates, Practicing Company Secretaries, as the Scrutinizer for conducting the postal ballot through remote e-voting process in a fair and transparent manner and she has given her consent to act as the Scrutinizer for this Postal Ballot. The Scrutinizer's decision on the validity of the Postal Ballot shall be final. The Scrutinizer will submit her report to the Chairman of the Company or any other person authorized by him, and the results of the voting by Postal Ballot will be announced not later than 2 (two) working days of the conclusion of the e-voting. The results declared along with the Scrutinizer's Report shall be communicated in the manner provided in this Postal Ballot Notice.

A comprehensive explanatory statement outlining the material facts relating to the resolutions, along with the e-voting instructions, is attached to the Notice.

SPECIAL BUSINESS:

1. APPOINTMENT OF MR. SANJEEV SUNDERJI THAKKER (DIN: 11377385) AS AN INDEPENDENT DIRECTOR

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

“RESOLVED THAT pursuant to the provisions of Section 149, 150 and 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Rules made thereunder, and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], the provisions of the Articles of Association of the Company, and based on the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company, the approval of the Members be and is hereby accorded for appointment of Mr. Sanjeev Sunderji Thakker (DIN: 11377385), who was appointed as an Additional Director (Non-Executive, Independent) by the Board of Directors with effect from January 12, 2026, and who has submitted a declaration confirming that he meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations, and is eligible for appointment under the provisions of the Act, the Rules made thereunder and the Listing Regulations, and in respect of whom the Company has received a Notice in writing under Section 160(1) of the Act proposing his candidature for the office of a Director, be and is hereby appointed as an Independent Director for a term of 5(five) consecutive years with effect from January 12, 2026 till January 11, 2031 and that he shall not be liable to retire by rotation;

RESOLVED FURTHER THAT any Director(s) of the Company or Key Managerial Personnel, be and is hereby severally authorized to sign, execute, submit and file the relevant forms, documents etc. with the office of the Registrar of Companies as per the applicable provisions of the Act and to do all acts, deeds and things as may be deemed necessary to give effect to this resolution.”

2. AMENDMENTS TO THE MAIN OBJECT CLAUSE OF MEMORANDUM OF ASSOCIATION

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

“RESOLVED THAT pursuant to the provisions of Sections 4, 13 and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with applicable rules and regulations made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), SEBI (Listing Obligations and

Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and subject to the necessary registrations, approvals, consents, permissions and sanctions as may be required from the jurisdictional Registrar of Companies, Maharashtra, Mumbai, and any other appropriate authority, and subject to such terms, conditions, and amendments or modifications as may be required or suggested by such authorities (which terms, conditions, and amendments or modifications the Board of Directors of the Company is authorised to accept, as it may deem fit), and pursuant to the approval of the Board of Directors of the Company, consent of the members of the Company be and is hereby accorded to alter, modify and amend Clause III (A), being the Main Objects clause, by insertion of the Object no. 3 after the existing Clause III (A)(2) of the Memorandum of Association (“MoA”) of the Company:

III (A) – THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:

After the existing clauses under Clause III(A) of the Memorandum of Association of the Company, the following new object be and is hereby added:

3. *“To carry on the business in India or abroad, civil contractors, infrastructure development contractors and engineers and civil engineers, electrical engineers, mechanical engineers, architects, interior decorators and as well as a consortium and to construct, acquire, develop, establish, consult provide, maintain, administer or otherwise undertake contract for any type of civil construction, infrastructure development works, mining operations, road constructions, erection, lay out, repair, demolition work of highways, subways, underground tunnels, runways, flyovers, bridges, freeways, railways, earthwork and irrigation projects, power house, reclamations, buildings, apartments, reservoirs, water courses, dams, jetties, water works, water treatment plant, gardens, recreation facilities, power transmission lines, factory, sites, RCC & steel structure and steel fabrication, godowns, warehouses lands, funicular railway systems, building passenger ropeways, material ropeways, to develop cable car, drainage and sewage systems, air field, apron and hanger works in India and /or outside India under various schemes such as Build, Operate and Transfer (BOT), Build, Operate Lease and Transfer (BOLT) and Build, Operate, Own and Transfer (BOOT) and to construct, sell, lease, license, sublet, mortgage, exchange, transfer or otherwise dispose of/or residential, offices, industrial institutional or commercial or developers of housing schemes, townships, holiday resorts, hotels, motels, auditoriums and maintaining and rehabilitation of all types of structures, flats, houses, factories, shopping complexes, garages, warehouses, buildings, works, workshops, hospitals, nursing homes, clinics, godowns and other commercial and educational purposes.”*

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things including to make appropriate adjustments on account of change in Main Object Clause, to accept and make any alteration(s), modification(s) to terms and to give such directions as they may in their absolute discretion, deem necessary, proper or desirable, to apply for requisite approvals, to settle any questions, doubts or difficulties that may arise and to carry out/execute all matters in connection therewith and incidental thereto in order to give effect to this resolution including execution and filing of all the relevant documents with the Registrar of Companies, Stock Exchanges and other appropriate authorities in due compliance of the applicable rules and regulations, without seeking any further approval/consent of the members of the Company to the end and intent that they shall be deemed to have given their approval thereto and for matters connected therewith or incidental thereto expressly by the authority of this resolution;

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers conferred by these resolutions to Committee(s) or any other Director(s), Company Secretary or any other Officer(s) of the Company to give effect to the foregoing resolution, with power to such Committee(s) to further delegate all or any of its powers, subject to applicable laws.”

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

Sd/-

Aarti Shukla

Membership No. A63670
Company Secretary and Compliance Officer

Place: Mumbai

Date: February 03, 2026

Registered Office:

Suyog House, Plot No 30, MIDC Central Road, Andheri East,

Mumbai-400093

CIN: L32109MH1995PLC091107

Email: investor@suyogtelematics.co.in

website: www.suyogtelematics.co.in

Tel: 022-25795516;

Notes:

1. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, setting out material facts relating to the Resolution proposed to be passed is annexed hereto.
2. In compliance with the MCA Circulars, the Notice is being sent by electronic mode only to those Members whose names appear in the Register of Members/ List of Beneficial Owners maintained by the Company and as received from National Securities Depository Limited (NSDL) as on Friday, February 06, 2026 and whose e-mail IDs are registered with the Company / Depository Participants.
3. In accordance with the MCA Circulars, the hard copy of the Notice along with the Postal Ballot forms will not be sent to Members for this Postal Ballot. Members are requested to provide their assent or dissent through e-voting only. The Company has engaged the services of NSDL for the purpose of providing remote e-voting facility to all its members.
4. The Members, whose names appear in the Register of Members / List of Beneficial Owners as received from Depositories as on Friday, February 06, 2026, being the cut-off date, are entitled to vote on the Resolution set forth in this Notice. A person who is not a member as on the cut-off date should treat this Notice of Postal Ballot for information purpose only. The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on Friday, February 06, 2026, being the cut-off date fixed for the purpose.
5. Members may note that the aforesaid Postal Ballot Notice has been uploaded on the website of the Company at <https://suyogtelematics.co.in> The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and NSE at www.nseindia.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.
6. E-voting shall commence on Friday, February 13, 2026 at 9.00 A.M. (IST) and end on Saturday, March 14, 2026 at 5.00 P.M. (IST). The e-voting module shall be disabled for voting thereafter.
7. All the material documents referred to in the Explanatory Statement, shall be available for inspection for Members through electronic mode from Friday, February 13, 2026 to Saturday, March 14, 2026, basis the request sent on cs@suyogtelematics.co.in mentioning their name, Folio no. / Client ID and DP ID, and the documents they wish to inspect, with a self-attested copy of their PAN card attached to the email. 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.
8. A member cannot exercise his vote by proxy on Postal Ballot.
9. The Scrutinizer will submit her report to the Chairman or any person authorized by him after completion of the scrutiny and the results of the e-voting by Postal Ballot will be announced on or before Tuesday, March 17, 2026. The Resolutions, if passed by requisite majority shall be deemed to have been passed on Saturday, March 14, 2026 being the last date specified by the Company for e-voting.

The declared results along with the Report of the Scrutinizer shall be forwarded to the Stock Exchanges and shall be uploaded on the website of the Company i.e. <https://suyogtelematics.co.in> and on the website of Bigshare Services Pvt. Ltd. at www.bigshareonline.com
10. Resolutions passed by the members through postal ballot are deemed to have been passed as if they were approved at a duly convened general meeting of the members.

11. 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 the Company through its investor portal at <https://suyogtelematics.co.in/investor/>.
12. The instructions for Members for e-voting are as under:

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.	<ol style="list-style-type: none"> 1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. 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 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. 2. 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 the “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 redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 3. 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 4. 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 “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 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. 5. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center;"> <p>NSDL Mobile App is available on</p> <p>  App Store  Google Play </p> <div style="display: flex; justify-content: space-around;">   </div> </div>

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 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 user your existing my easi username & password. 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' website directly. 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. 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.com or call at 022 - 4886 7000
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. 1800-21-09911

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode.

How to Log-in to NSDL e-Voting website?

- 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 “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 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)	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*****.

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'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email 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 shares held in physical form. The pdf file contains your 'User ID' and your 'initial password'.
 - (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 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.com.
 - b) **Physical User Reset Password?"** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com 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 on NSDL e-Voting system.

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

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
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 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.com. 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.com 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.com or call on : 022 - 4886 7000 or send a request to Apeksha Gojamgunde at evoting@nsdl.com

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- Not Applicable (All shares are in demat mode)
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 cs@suyogtelematics.co.in. If you are an Individual shareholder 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.com for procuring user id and password for e-voting by providing above mentioned documents.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 ("THE ACT")

ITEM NO. 1

APPOINTMENT OF MR. SANJEEV SUNDERJI THAKKER (DIN: 11377385) AS AN INDEPENDENT DIRECTOR

Based on the recommendation of the Nomination and Remuneration Committee (NRC), the Board has considered and approved the appointment of Mr. Sanjeev Sunderji Thakker (DIN: 11377385) as an Additional Director and also as an Non-Executive Independent Director of the Company for a period of 5 (five) consecutive years commencing from January 12, 2026 to January 11, 2031 (both days inclusive), subject to the approval of the Members within 3 months from the date of appointment.

The NRC taking into consideration the skills, expertise and competencies required for the Board and based on the performance evaluation, concluded and recommended to the Board that Mr. Sanjeev Sunderji Thakker's qualifications and the rich experience meets the skills and capabilities required for the role of Independent Director of the Company. In the opinion of the Board Mr. Sanjeev Sunderji Thakker possess the identified core skills, expertise and competencies fundamental for effective functioning in his role as an Independent Director of the Company and his association would be of immense benefit to the Company. The Company has received a notice in writing from a Member, in terms of Section 160(1) of the Act, proposing his candidature for the office of Director.

The Company has received all statutory disclosures/declarations, including: (i) Consent to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 ('Rules'); (ii) Intimation in Form DIR-8 in terms of the Rules to the effect that he is not disqualified under the provisions of Section 164(2) of the Act; (iii) Declaration to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act read with Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ('SEBI Listing Regulations'); (iv) Confirmation in terms of Regulation 25(8) of the SEBI Listing Regulations that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties and (v) Declaration pursuant to BSE Limited Circular No. LIST/COMP/14/2018-19 and National Stock Exchange of India Limited Circular No. NSE/ML/2018/24 dated June 20, 2018, that he 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. (vi) Mr. Sanjeev Thakker has also confirmed that he 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.

In the opinion of the Board, Mr. Sanjeev Thakker fulfils the conditions specified in the Act, rules thereunder and the SEBI Listing Regulations for his appointment as Non-Executive Independent Director of the Company and that he is independent of the Management. The terms and conditions of the appointment of Independent Directors is uploaded on the website of the Company at <https://suyogtelematics.co.in> and would also be made available for inspection to the Members of the Company upto March 14, 2026, by sending a request from their registered email address to the Company at cs@suyogtelematics.co.in along with their Name, DP ID & Client ID/Folio No.

In terms of Regulation 17(IC) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") the listed entity shall ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three (3) months from the date of appointment, whichever is earlier. Further, pursuant to Regulation 25(2A) of Listing Regulations, 2015, the appointment of an Independent Director is subject to the approval of the Members by way of a Special Resolution. Accordingly, the Board recommends the passing of the Special Resolution for the approval of the Members.

Other than Mr. Sanjeev Thakker and/or his 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. 1 of the accompanying Notice. He is not related to any Director or KMP of the Company.

Disclosures as required under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India including his brief profile are annexed to this Notice.

Brief Profile of Mr. Sanjeev Thakker is as below:

He holds bachelor's degree in Electronics. His core area of expertise over 3 decades is in Project Planning & Management, Site Acquisition & Estate Management, Business Operations, managing various Government agencies, DoT, Development Authorities, Port Trusts, Collectors, Police, Municipal Corporations and Regulatory Compliances.

His demonstrated leadership is in network planning, business operations, and transformation programs, with strong capabilities in stakeholder management, due diligence, risk mitigation, and delivery of complex projects within stringent timelines. A respected industry representative and IEEE conference speaker, known for combining deep domain knowledge with practical execution excellence across emerging and mature telecom markets.

His accomplishment is in managing large-scale PAN-India rollouts, including 44,000+ mobility sites, 7,000+ wireline sites, data centers, fiber networks, and critical telecom infrastructure. Delivered OPEX cost optimization through nationwide renegotiation of rentals, tariff optimization, estate rationalization, and process improvements. Led land acquisition across various 1 tier cities like Mumbai, Maharashtra, Gujarat, Vizag, Karnataka, Chennai, Delhi, and other states for telecom networks and data centers, ensuring full legal, regulatory, and due-diligence compliance. Successfully executed 8000+ km PAN-India OPGW fiber rollout and established 32 Data Center connectivity locations, supporting large-scale digital and enterprise infrastructure expansion.

ITEM NO. 2

AMENDMENT TO THE MAIN OBJECT CLAUSE OF MEMORANDUM OF ASSOCIATION

Suyog Telematics Limited since its incorporation, been engaged in the business of providing passive telecom infrastructure and allied services and has successfully established itself as a reliable player in the telecom infrastructure space. Over the years, the Company has continuously adapted to technological advancements and evolving industry requirements.

The telecom and digital infrastructure sector is witnessing rapid technological and structural changes, creating new and allied business opportunities closely connected with the Company's existing operations. In order to leverage its experience, infrastructure capabilities, and industry relationships, and to provide greater flexibility to undertake activities incidental and ancillary to its present business, the Board of Directors considers appropriate to expand the scope of the Main Object of the Company to include additional allied activities to its main business.

The proposed alteration is by way of addition of the further Main Object no. 3 after the existing Object no. 1 and 2 to Clause III(A) of the MOA which does not result in deletion, substitution or modification of any of the existing main objects of the Company. Clauses 3(B) of the MOA shall remain unchanged.

Pursuant to the provisions of Sections 4 and 13 of the Act, read with the applicable rules made thereunder, any alteration to the object clause of the Memorandum of Association requires the approval of the Members of the Company by way of Special Resolution. Accordingly, the approval of the Members is sought for the proposed alteration as set out at Item No. 2 of the Notice.

The proposed alteration in the object clause is in consonance with the Company's long-term business strategy and is not expected to have any adverse impact on the existing business operations of the Company. The alteration does not

change the nature of the Company's existing business but enables it to undertake additional activities for the expansion and growth of the Company.

Copy of the MOA of the Company showing the proposed changes is available for inspection by the Members in electronic mode. Members seeking to inspect such documents are requested to follow the procedure mentioned in the Notes to this Postal Ballot Notice.

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

The Board of Directors recommends the passing of the Special Resolution set out at Item No. 2 of the Notice for approval of the Members.

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

Sd/-

Aarti Shukla

Membership No. A63670

Company Secretary and Compliance Officer

Place: Mumbai

Date: February 03, 2026

Registered Office:

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

CIN: L32109MH1995PLC091107

Email: investor@suyogtelematics.co.in

website: www.suyogtelematics.co.in

Tel: 022-25795516;

Annexure A

DETAILS OF DIRECTOR SEEKING APPOINTMENT

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

Name of the Director	Mr. Sanjeev Sunderji Thakker
DIN	11377385
Date of Birth	15/01/1967
Age	59
Date of first appointment on the Board	Appointment with effect from January 12, 2026 subject to the approval of the Members
Qualification	Mr. Sanjeev Thakker holds bachelor's degree in Electronics
Experience	30 years
Nature of expertise	<ul style="list-style-type: none">- Leadership- Telecom Operations- Estate Management/ Land Acquisition- Network Planning, Operations- Due Diligence- Strategic Business Planning- Risk Analysis
Terms and conditions of appointment	<p>Mr. Sanjeev Sunderji Thakker is appointed as an Independent Director of the Company, not liable to retire by rotation, by way of passing Special Resolution through Postal Ballot on the terms & conditions as set out in the Explanatory Statement.</p> <p>His appointment shall be as Independent Director for a period of 5 (five) consecutive years effective from January 12, 2026 to January 11, 2031.</p>
Details of remuneration last drawn (FY 2024-25)	Not Applicable
Details of remuneration sought to be paid	Mr. Sanjeev Thakker will be entitled to sitting fees, as may be decided by the Board within the limits prescribed under the Act, for attending Board/ Committee Meetings, reimbursement of actual expenses incurred for participation in meetings, and commission, if any, as may be approved by the Board from time to time based on recommendation of the Nomination and Remuneration Committee, within the overall limits of remuneration to Non-Executive Directors as per the provisions of the Act and as approved by the Shareholders. Details of remuneration to Independent Directors shall be disclosed as part of the Annual Report.
Directorships in other Companies	No other Directorship
Membership/ Chairpersonship of Committees in other companies	Not Applicable
Board Meetings attended during FY 2025-26 (up to the date of this Notice)	1 (One)
Inter-se relationship with other Directors and Key Managerial Personnel of the Company	NIL
No. of shares held (as on the date of this Notice):	NIL
In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements.	Please refer to the above para on experience read along with item no.1 of the explanatory statement forming part of the Notice of Postal Ballot