Suyog telematics Limited
ISO 9001 : 2015
ISO 14001:2015 & ISO 45001 : 2018
CIN No. : L61900MH1995PLC091107

Ref: STL/SEC/2026-27/DT-29

August 31, 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,

<u>Sub: Notice of the 31st Annual General Meeting of Suyog Telematics Limited</u>

This is to inform you that the 31st Annual General Meeting (AGM) of Suyog Telematics Limited ("the Company") will be held on Tuesday, September 22, 2026 at 11.30 a.m. (IST), through Video Conferencing (VC) / Other Audio Visual Means (OAVM) in accordance with the applicable circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India (SEBI), to transact the business as set out in the Notice of the AGM. The said Notice is enclosed herewith.

We are submitting herewith Notice of 31st AGM of the Company, which is being sent electronically to the Members on Monday, August 31, 2026 whose email addresses are registered with the Company/Registrar and Share Transfer Agent/ Depository Participant(s).

The above information is also available on the Company's website at www.suyogtelematics.co.in.

Request you to take the same on record.

Thanking You,

Yours faithfully,
For **Suyog Telematics Limited**

Aarti Kamlesh Shukla

Digitally signed by Aarti Kamlesh Shukla
DN: c=IN, o=Personal, 2.5.4.20=ba48f6527a51790e9bdd00234dd2638c5b74467ea349677c07c706794c459894, postalCode=400084, st=Maharashtra, serialNumber=d99e047289ed7fac0ba4bd0a39d6f24f880079ec7cc09fd689d40f8b2cd80100, cn=Aarti Kamlesh Shukla
Date: 2026.08.31 21:01:00 +05'30'

Aarti Shukla
Company Secretary & Compliance Officer

Encl.: A/a

NOTICE OF 31ST ANNUAL GENERAL MEETING

NOTICE is hereby given that the 31st (Thirty-first) Annual General Meeting (AGM) of the Members of Suyog Telematics Limited will be held on Tuesday, September 22, 2026 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, 2026, together with the Reports of the Board of Directors and Auditors thereon.

2. Re-appointment of Director in place of the Director liable to retirement by rotation

To re-appoint Mrs. Suchitra Lature (DIN: 07440192), who retires by rotation and being eligible, offers herself for re-appointment.

3. Declaration of Dividend

To declare dividend on Equity Shares for the financial year ended March 31, 2026. The Board of Directors has recommended a dividend of Re. 1 (Rupee One Only) per Equity Share (10%) of ₹ 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 ₹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 are re-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 2026-27, 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. Re-appointment of Ms. Subhashita Lature (DIN: 07953938) as Whole-Time Director of the Company

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

"**RESOLVED THAT** pursuant to provisions of sections 196, 197, 198, 203 and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and Schedule V of the Act and in terms of Articles of Association of the Company and based on the recommendations of the Nomination & Remuneration Committee and approval of the Board of Directors of the Company, the consent of Members of the Company be and is hereby accorded for the Re-appointment of Ms. Subhashita Lature (DIN: 07953938) as Whole-Time Director of the Company (Key Managerial Personnel), not liable to retire by rotation, for further period of 5 (five) years with effect from January 10, 2027 upon the terms and conditions and based on remuneration as set out in the explanatory statement annexed to this Notice convening the AGM.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to vary or increase the remuneration specified above from time to time to the extent the Board of Directors may deem appropriate based on the recommendation of the Nomination & Remuneration Committee, provided that such variation or increase as the case may be is within the overall limits specified in Schedule V & the relevant provisions of the Companies Act, 2013. ”

6. Approval to advance any loan/guarantee/provide security under Section 185 of the Companies Act, 2013

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

“**RESOLVED THAT** pursuant to Section 185 and other applicable provisions if any, of the Companies Act, 2013 (“the Act”) and relevant rules made thereunder (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force) and in accordance with Memorandum and Articles of Association of the Company, approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise its powers, including the powers conferred by this Resolution), for giving loan(s) in one or more tranches including loan represented by way of book debt (the “Loan”) to, and/or giving of guarantee(s), and/or providing of security(ies) in connection with any Loan taken/to be taken by any entity which is a Subsidiary or Associate or Joint Venture or group entity of the Company or any other person in which any of the Directors of the Company is deemed to be interested as specified in the explanation to subsection 2 of section 185 of the Act of an aggregate amount not exceeding ₹ 40 Crore (Rupees Forty Crores Only).

RESOLVED FURTHER THAT the aforementioned loan(s) and/or guarantee(s) and/or security(ies) shall only be utilized by the borrower for the purpose of its principal business activities.

RESOLVED FURTHER THAT for the purpose of giving effect to the foregoing resolution, any of the directors of the Company be and are hereby severally authorised to finalise and agree the terms and conditions of the aforesaid loan, and to take all necessary steps, to execute all such documents, deeds, instruments and writings and do all such acts, deeds and things in order to comply with all the legal and other procedural compliance including but not limited to making any filing with the banks, financial institutions and / or any statutory authorities including but not limited to jurisdictional Registrar of Companies.”

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 ₹ 80,00,000/- per annum (Rupees Eighty Lakhs Only) for the financial year 2026-27 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 (50%) 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 11, 2026

Registered Office:
Suyog House, Plot No 30, MIDC Central Road,
Andheri East, Mumbai-400093
CIN: L61900MH1995PLC091107
Email: investor@suyogtelematics.co.in
website: 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 (ICSI), in respect of Director retiring by rotation or 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, and subsequent circulars issued from time to time, the latest one being General Circular No. 03/2025 dated September 22, 2025 issued by the Ministry of Corporate Affairs (collectively 'MCA Circulars'), Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 issued by SEBI, the Company is convening the 31st AGM through Video Conferencing ('VC')/Other Audio Visual Means ('OAVM'), without the physical presence of the Members at a common venue.

   Further, the Securities and Exchange Board of India ("SEBI"), vide Regulations 36(1) and 44(4) of the Listing Regulations have provided relaxations from compliance with certain provisions of the SEBI Listing Regulations relating to the sending of Annual Report to members who have registered their email address(es) with the Company or with any depository and the requirement to send proxy forms where AGM is held though electronic mode.

   In compliance with the applicable provisions of the Companies Act, 2013 ('the Act'), the Listing Regulations and MCA Circulars, the 31st AGM of the Company is being held through VC/OAVM on Tuesday, September 22, 2026 at 11:30 a.m. (IST). The proceedings of the AGM will be deemed to be conducted at the Registered Office of the Company at Suyog House, Plot No 30, MIDC Central Road, Andheri (East) Mumbai- 400093

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 communications 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, 6th Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri East, Mumbai - 400093, Telephone No. 022-62638200, email at investor@bigshareonline.com. 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 cspalodpravesh@gmail.com with a copy marked to NSDL at evoting@nsdl.com, the Company at investor@suyogtelematics.co.in and to its RTA at investor@bigshareonline.com. 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.com. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1,000 Members on a first come 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 Chairman 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 come 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 FY 2025-26 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') as on Friday, August 28, 2026. The Company shall send the physical copy of the Annual Report for FY 2025-26 only to those Members who specifically request for the same at investor@suyogtelematics.co.in or investor@bigshareonline.com mentioning their Folio numbers/DP ID and Client ID. The Notice convening the AGM and the Annual Report for FY 2025-26 have been uploaded on the website of the Company at www.suyogtelematics.co.in, the website of BSE Limited ('BSE') at www.bseindia.com and the website of National Stock Exchange of India Limited ('NSE') at www.nseindia.com on which the equity shares of the Company are listed and on the website of NSDL at www.evoting.nsdl.com.

    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 2025-26 and the Notice of the AGM, which are available on the Company's website at 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 or the RTA at investor@bigshareonline.com. 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 FY 2025-26 is Friday, September 11, 2026. The dividend of Re. 1 per Equity Share of ₹ 10 each (10%), if approved by the Members at the AGM, will be paid subject to deduction of tax at source ('TDS'), on or after Tuesday, September 22, 2026 by way of electronic mode as under:

i. <u>Shares held in electronic form</u>: 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, September 11, 2026; and

ii. <u>Shares held in physical form</u>: Not Applicable, all the shares are in dematerialized form.

13. Members may note that as per the provisions of Income tax Act, 2025 ('the IT Act'), dividend income is taxable in the hands of the Members and the Company is required to deduct tax at source ('TDS') from the dividend paid to the Members at the rates prescribed in the IT Act. In order to enable the Company to determine the appropriate TDS rate as applicable, Members are requested to submit the relevant documents as specified below and such other documents as specified under the IT Act and Rules.

    For resident members, taxes shall be deducted at source under Section 393(1), Table Sr. No. 7 of the IT Act as follows:

    a. Members having valid Permanent Account Number (PAN) other than specified categories of shareholders: 10%* or as notified by the Government of India.

    b. Members not having valid PAN: 20% or as notified by the Government of India.

    However, no tax shall be deducted on the dividend payable to resident individual shareholders if the total dividend payable to them during FY 2026-27 does not exceed ₹ 10,000 and also in cases where members (other than a Company or firm and who meets all the required eligibility conditions) provide Form 121 subject to conditions specified in the IT Act. Resident shareholders to submit such other documents as prescribed under the IT Act read with Income Tax Rule, 2026 and specified in the TDS communication shared by the Company, to claim a lower/ nil deduction of tax at source. PAN is mandatory for members providing Form 121 or any other document as mentioned above.

    **As per Section 262 of the IT Act, every person who has been allotted a PAN and who is eligible to obtain Aadhaar, shall be required to link the PAN with Aadhaar. In case of failure to comply with this, the PAN allotted shall be deemed to be invalid/ inoperative and he shall be liable to all consequences under the IT Act and tax shall be deducted at the higher rates as prescribed under the IT Act.*

    For non-resident members, tax at source shall be deducted under Section 393 of the IT Act at the applicable rates. As per the relevant provisions of the IT Act, the withholding tax shall be at the rate of 20% (plus applicable surcharge and cess) on the amount of dividend payable to non-resident members.

    Further, in case of Foreign Institutional Investors and Foreign Portfolio Investors, tax shall be deducted at source at the rate of 20% (plus applicable surcharge and cess) under Section 393 of the IT Act. As per Section 159 of the IT Act, non-resident shareholders have the option to be governed by the provisions of the Double Tax Avoidance Agreement ('DTAA'), read with Multilateral Instrument ('MLI') between India and the country of tax residence of the shareholders, if they are more beneficial to them. For the purpose of availing the benefits under the DTAA read with MLI, non-resident shareholders will have to provide the following for the purpose of availing the benefits under the DTAA read with MLI:

    a. Copy of self-declaration in Form 41 filed electronically on the Income Tax portal for FY 2026-27 as per Rule 75 read with Rule 332 of Income Tax Rules, 2026 (along with copy of Tax Residency Certificate ('TRC') obtained from the tax authorities of the Country, of which the shareholder is resident, to be attached as a mandatory online filing requirement) if all the details required in this form are not mentioned in the TRC.

b. Self-Attested copy of TRC applicable for the period April 2026 to March 2027 obtained from the tax authorities of the Country of which the shareholder is a resident. Where only TRC for calendar year 2026 is available, provide declaration that the shareholder is and will continue to remain a tax resident of the Country of its residence during FY 2026-27.

c. Self-attested copy of PAN allotted by the Indian Income Tax Authorities or details as prescribed under Rule 217 of the Income Tax Rules, 2026.

d. Self-declaration in the format shared with TDS Communication email primarily certifying the following points:

   i. Member is eligible to claim the benefit of respective tax treaty;

   ii. Member does not have a Permanent Establishment ('PE') or Fixed Base in India or business connection in India or the dividend income is not attributable/ effectively connected to any PE or Fixed Base in India or business connection in India or the member does not have a place of effective management in India; and

   iii. Member complies with any other conditions prescribed in the relevant Tax Treaty and provisions under the MLI.

For this purpose, the Company will be relying on the information verified from the utility provided and available on the website of Income Tax Department.

For all Members, the aforesaid documents, as applicable, are required to be uploaded online with RTA at tds@bigshareonline.com on or before Tuesday, September 15, 2026 to enable the Company to determine the appropriate TDS rates. No communication on the tax determination/ deduction received post Tuesday, September 15, 2026, shall be considered for payment of the Final Dividend. It is advisable to upload the documents at the earliest to enable the Company to collate the documents to determine the appropriate TDS rates.

In case tax on dividend is deducted at a higher rate in the absence of receipt of the aforementioned details/ documents, you would still have the option of claiming refund of the excess tax paid at the time of filing your income tax return. No claim shall lie against the Company for such taxes deducted.

Members will also be able to see the credit of TDS in Form 168, which can be downloaded from their e-filing account at https://eportal.incometax.gov.in/. Members may please refer to the separate detailed email communication being sent by the Company in connection with the aforesaid amendment in the IT Act and relevant procedure to be adopted by the members to avail the applicable tax rate.

Please note that the Company is not obligated to apply the beneficial DTAA rates at the time of tax deduction/ withholding on dividend amounts. Application of the beneficial rate of tax treaty for TDS is at the discretion/ satisfaction of the Company and shall depend upon completeness of the documentation and review of the same by the Company.

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: Not Applicable, all the shares are in dematerialized form.

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 are requested to ensure that their Electronic Bank Mandate is updated with their respective DPs latest by Tuesday, September 15, 2026.

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.

15. Members may please note that SEBI Circular No. SEBI/ MIRSD/MIRSD_RTAMB/P/CIR/2022/8 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 and on the website of the RTA at www.bigshareonline.com . 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.

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 where shares are held in electronic form.

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) 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 FY 2025-26.

19. SEBI vide Circular Nos. SEBI/HO/OIAE/OIAE_IAD-1/P/ CIR/2023/131 dated July 31, 2023, and SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/135 dated August 04, 2023, read with Master Circular No. SEBI/HO/ OIAE/OIAE_ IAD-1/P/CIR/2023/145 dated July 31, 2023 (updated as on August 11, 2023), has established a 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. 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. 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 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 from their registered email addresses mentioning their name, Folio numbers/DP ID and Client ID.

22. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their DPs where shares are held in electronic form.

23. 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@suyogtelematics.co.in and marking a copy to evoting@nsdl.co.in mentioning their name, DP ID-Client ID/ Folio number between Tuesday, September 15, 2026 (9.00: a.m. IST) to Thursday, September 17, 2026 (5.00 p.m. IST). 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.

24. 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 09, 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 businesses 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. The cut-off date for the purpose of reckoning the voting rights is **Tuesday, September 15, 2026** ('Cut-off date').

3. The remote e-voting period commences on **Thursday, September 17, 2026 at 9:00 a.m. and ends on Monday, September 21, 2026 at 5.00 p.m** and 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. The person who is not a member/ beneficial owner as on the cut-off date should treat this Notice for information purpose only.

4. 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.

5. 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 will be enabled for 30 minutes after the conclusion of the Meeting.

6. The Board of Directors has appointed M/s. Pravesh Palod & Associates, Practicing Company Secretary (COP No. ACS 26765) as the Scrutinizer to scrutinize the remote e-voting process, in a fair and transparent manner.

7. 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 and on the website of NSDL at https://www.evoting.nsdl.com/. The results shall simultaneously be communicated to the Stock Exchanges. 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 REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER

The remote e-voting period begins on Thursday, September 17, 2026, at 9:00 A.M. and ends on Monday, September 21, 2026 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Tuesday, September 15, 2026, may cast their vote electronically. The voting right of shareholders 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 15, 2026.

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 09, 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.	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/. 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 or joining virtual meeting & voting during the meeting.
	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 re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
	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

Type of shareholders	Login Method
	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 or joining virtual meeting & voting during the meeting.
	5. Shareholders/Members can also download NSDL Mobile App **“NSDL Speede”** facility by scanning the QR code 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 user 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 or joining virtual meeting & 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.
	3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website https://www.cdslindia.com/.com and click on login & New System Myeasi Tab and then click on registration option.

Type of shareholders	Login Method
	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 https://www.cdslindia.com/.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 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 helpdesk.evoting@cdslindia.com 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 evoting@nsdl.com 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.com/ 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.com 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 the company 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 the company, your 'initial password' is communicated 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.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.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 the companies "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 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 cspalodpravesh@gmail.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 at evoting@nsdl.com

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.com.

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 and joining virtual meeting 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

4. In terms of SEBI circular dated December 09, 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.

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/Ipads for better experience.

3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.

4. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

5. 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.

6. 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. The same will be replied by the company suitably.

7. 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 between Tuesday, September 15, 2026 (9.00 a.m. IST) to Thursday, September 17, 2026 (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.

8. 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.

9. Any non-individual shareholders, who acquire shares and become Members of the Company after the Notice is sent through email and holding shares as of the cut-off date i.e. Tuesday, September 15, 2026, may obtain the login ID and password by sending a request at evoting@nsdl.com. 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.com or call on 022 - 4886 7000. In case of Individual Shareholders holding securities in demat mode who acquire shares of the Company and become 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.

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 11, 2026.

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 ₹ 1,00,000/- (Rupees One Lakh Only) excluding taxes as applicable and reimbursement of out-of-pocket expenses, for the financial year 2026-27.

Accordingly, the Board recommends 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:

The Members are informed that Ms. Subhashita Shivshankar Lature (DIN: 07953938) was appointed as Whole-Time Director of Suyog Telematics Limited ("the Company") by the Board of Directors at its meeting held on January 10, 2022, for a period of five years with effect from January 10, 2022, subject to approval of the Members. Her appointment was subsequently approved by the Members through Postal Ballot on April 09, 2022. Her present term of office is due to expire on January 09, 2027.

Based on the recommendation of the Nomination and Remuneration Committee ("NRC"), the Board of Directors, at its meeting held on August 11, 2026, considered and approved the re-appointment of Ms. Subhashita Lature as Whole-Time Director of the Company for a further term of five consecutive years commencing from January 10, 2027, and ending on January 09, 2032, subject to approval of the Members.

Ms. Subhashita Lature holds a Bachelor of Engineering degree in Electronics and Telecommunications and MBA in International Business from London, United Kingdom. She joined the Company as Airtel Small Cell Head and subsequently handled responsibilities as Senior Business Development Head. She presently serves as Whole-time Director of the Company. She has experience and expertise in engineering, business development, new projects and operations. The Board is of the opinion that her continued association with the Company as Whole-Time Director will be beneficial to the Company and will contribute to its continued growth and development.

The terms and conditions of her proposed re-appointment, including remuneration, have been recommended by the NRC and approved by the Board of Directors, subject to the approval of the Members.

The remuneration proposed for the new term shall be upto 1,50,00,000 (Rupees One Crore Fifty Lakhs Only) per annum, together with such increments, perquisites, allowances and other benefits as may be approved by the Board/NRC from time to time, subject to the applicable provisions of the Companies Act, 2013, Schedule V and other applicable laws.

The proposed remuneration is within the limits prescribed under Sections 197 and 198 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the rules made thereunder. In the event of absence or inadequacy of profits in any financial year during her tenure, the remuneration payable to Ms. Subhashita Lature shall be governed by the applicable provisions of Schedule V to the Companies Act, 2013, as amended from time to time.

Rationale and Justification for Re-appointment

The Board considers that the continued association of Ms. Subhashita Lature is in the interest of the Company. During her tenure, she has been involved in various aspects of the Company's operations, including business development, projects, engineering and operational activities.

Her knowledge of the Company's business and industry, together with her experience in business development and operations, is expected to support the Company's growth plans and strategic initiatives. Accordingly, the Board, based on the recommendation of the NRC, recommends her re-appointment as Whole-Time Director for a further term of five years.

Ms. Subhashita Lature is daughter of Mr. Shivshankar Lature, Chairman & Managing Director and Mrs. Suchitra Lature, Non-Executive Non-Independent Director of the Company.

Except as stated above, none of the other Directors, Key Managerial Personnel of the Company or their respective relatives is concerned or interested, financially or otherwise, in the proposed resolution.

Item No. 6:

During the course of business, the Company may have to provide financial support by way of providing loan, guarantee or security from its internal resources/accruals and/or any other appropriate sources, as permitted, for the business activities, including working capital requirements and capital expenditure, of its subsidiary companies or associates or group entities or any other entity in whom any of the Director of the Company is interested or deemed to be interested (hereinafter collectively referred to as the "Entities") from time to time.

Pursuant to Section 185 of the Companies Act, 2013 ("the Act"), a Company may advance any loan including any loan represented by book debt, or give any guarantee or provide any security in connection with any loan taken by any entity covered under the category of 'a person in whom any of the director of the Company is interested' as specified in the explanation to Section 185(2)(b) of the Companies Act, 2013, after passing a Special Resolution in the general meeting.

Accordingly, the Board of Directors in its meeting held on Tuesday, May 26, 2026 has considered and decided to seek shareholders' approval by way of a special resolution for advancing any loan, giving any guarantee or providing any security to all such Entities specified under Section 185 of the Companies Act, 2013 and more specifically such other entity/person as the Board of the Directors in its absolute discretion deems fit and beneficial and in the best interest of the Company, provided that the aggregate limit shall not at any time exceed ₹ 40 crores (Rupees Forty Crores Only) at any point of time.

The Board of Directors would carefully evaluate each proposal and provide such loan, guarantee or security and the proposed loan shall be at such rate of interest as agreed by the parties, having regard to the prevailing market conditions and applicable provisions of law. The terms and conditions of the loans, guarantees and/or securities shall be determined by the Board of Directors.

The aforesaid loan(s), guarantee(s), and/or security(ies) shall be utilized strictly for the principal business activities of the borrowing entity and in the best interests of the Company.

Resolution set forth in Item no. 6 is proposed before shareholders for approval as a special resolution.

Except Mr. Shivshankar Lature, Chairman & Managing Director, Ms. Subhashita Lature, Whole-time Director and Mrs. Suchitra Lature, Non – Executive Non-Independent Director and their relatives, none of the other Directors, Key Managerial Personnel of the Company, and/or their relatives are concerned or interested, financially or otherwise, in the proposed resolution.

Item No. 7:

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 50% (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 ₹ 80,00,000/- per annum (Rupees Eighty 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 given remuneration payable to the Director shall not exceed the limits prescribed under Section 197 and 198 and other applicable provisions of the Act;

The Board recommends and proposes to pass the resolution set out at item no. 7 of the Notice as Special Resolution. Save and except to Mrs. Suchitra Lature, Mr. Shivshankar Gurushantappa Lature and Ms. Subhashita 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.

Details of the Directors Seeking Appointment/Re-Appointment at 31st Annual General Meeting

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

Name of Director	Mrs. Suchitra Lature	Ms. Subhashita Lature
Director Identification Number (DIN)	7440192	7953938
Date of Birth	09/06/1972	28/09/1997
Nationality	Indian	Indian
Age	54	28
Date of first Appointment	18/02/2016	10/01/2022
Designation/ Category of Directorship	Non- Executive & Non-Independent Director	Whole-time Director
Qualifications	Master of Arts degree in English from Willington College.	Bachelor of Engineering in Electronics and Telecommunications from Mumbai University. MBA in International Business from London, United Kingdom
Experience	20 years	5 years
Expertise in specific areas	Mrs. Suchitra Lature has expertise in Employee Management and looks after Human Resource Management, Employee Retention, Employee Benefits, etc.	- Telecom engineering & infrastructure - Business development & strategic growth - New projects & project execution - International business / global expansion - Administration & business management
Directorships held in Other Companies	1. Suyog Holdings Private Limited 2. Suyog Healthcare and Wellness Foundation	1. Lotus Tele Infra Private Limited 2. Suyog Healthcare and Wellness Foundation
Membership/ Chairpersonship of Committees in other companies	NIL	NIL
Listed entities from which the person has resigned in the past three years	Not Applicable	Not Applicable
Disclosure of relationship with other Director, KMP & Manager	Spouse of Mr. Shivshankar Lature, Chairman & Managing Director of the Company.	Daughter of Mr. Shivshankar Lature, Chairman & Managing Director and Mrs. Suchitra Lature, Non-Executive & Non-Independent

Name of Director	Mrs. Suchitra Lature	Ms. Subhashita Lature
Brief Profile	Mrs. Suchitra Lature has extensive skills in human resource management and administration	Ms. Subhashita Lature has completed Bachelor of Engineering in Electronics and Telecommunications from Mumbai University and MBA in International Business from London, United Kingdom. Ms. Lature drives Suyog's international business strategies and combines technical expertise with strategic acumen, supporting company's domestic growth and global expansion plans. Her area of expertise includes Engineering, Business Developments, new projects, operations, etc. She joined Suyog Telematics Limited as Airtel Small Cell Head and later on she has been promoted to Senior Business Development Head. She presently serves as Whole-time Director of the Company.
Terms and Conditions of appointment / re-appointment	Re-appointment in terms of Section 152(6) of the Companies Act, 2013.	Ms. Subhashita Lature is re-appointed as Whole-time Director of the Company, not liable to retire by rotation, by way of passing Ordinary Resolution in the Annual General Meeting on the terms & conditions as set out in the Explanatory Statement. Her re-appointment shall be as Whole-time Director for a period of 5 (five) years effective from January 10, 2027, to January 09, 2032.
Shareholding in the Company	5,33,180 shares	0
Details of remuneration last drawn	54 lacs	90 lacs
Details of remuneration sought to be paid	Not exceeding 80 lacs	upto 150 lacs
Board Meetings attended during FY 2026-27 (up to the date of this Notice)	2	2