



2014-2015

ANNUAL REPORT

SUYOG TELEMATICS LIMITED



MR. AJAY THAKUR (BSE) GREETES
MR. S.G. LATARE - MD-STL



MR. ASHISH CHAWHAN (CHAIRMAN - BSE) GREETES
MR. S.G. LATORE (MD) STL



SOW. SHARADADEVI GURUSHANTAPPA LATORE INAUGURATING THE EVENT OF LISTING CEREMONY
IN THE PRESENCE OF LATORE FAMILY & FRIENDS



OFFICE BEARERS OF STL & STAFF MEMBERS



SUYOG'S STAFF MEMBERS & WELL-WISHERS

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NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that an 20th Annual General Meeting of the Members of **SUYOG TELEMATICS LIMITED** will be held on Monday, 28th September, 2015 at 04.00 P.M. at the Mantra Dining Bar, Ground Floor, Powai Plaza, Hiranandani, Opposite Pizza Hut, Powai, Mumbai – 400076 to transact the following business:

I. Ordinary Business:

1. To receive, consider and adopt Financial Statements year ended 31st March, 2015 including the Audited Balance Sheet as at 31st March 2015 and the profit & loss Accounts for the period ended on the date and the Reports of the Directors and Auditors thereon of the Company for the year ended 31st March, 2015
2. To appoint a director in place of Mr. Gurushantappa Lature (DIN: 02281331) who retires by rotation and being eligible offers himself for re-appointment.
3. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT subject to the provisions of Section 139 and other applicable provisions of the Companies Act, 2013, if any M/s Maheshwari & Co., Chartered Accountants, Mumbai (Firm Registration Number 105834W), be and is hereby ratified by the members of the company for the financial year 2015-2016 at such remuneration as may be determined by the Board of Directors of the Company."

II. Special Business :

4. To consider and if thought fit, to pass, with or without modification, the following Resolution as a **SPECIAL RESOLUTION:**

"RESOLVED THAT pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, and the Articles of Association of the Company, consent of the Company be and is hereby accorded to the Board of Directors (Board) to borrow moneys by way of loans, debentures or otherwise from time to time for the purposes of the business upon such terms and conditions as the Board may in its absolute discretion deem fit even if the moneys to be borrowed together with moneys already borrowed by the Company (apart from temporary loans obtained from the bankers of the Company in the ordinary course of business) may exceed the aggregate of the paid-up share capital and free reserves of the Company provided however that the total amount of moneys so borrowed shall not exceed ` Rs. 100 Crores over and above the paid-up share capital and free reserves."

5. To consider and if thought fit, to pass, with or without modification, the following Resolution as an **SPECIAL RESOLUTION:**

"RESOLVED THAT pursuant to Section 186 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) (including any statutory modification or re-enactment thereof for the

time being in force) and the Rules made thereunder, as amended from time to time, consent of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as the 'Board', which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) to invest/acquire the securities of anybody corporate by way of subscription/purchase or otherwise, upto a sum of Rs. 100 crore, notwithstanding that the aggregate of the investments so far made or to be made exceed the limits/will exceed the limits laid down by the Act.

RESOLVED FURTHER THAT, the Board be and is hereby authorised to take from time to time all decisions and steps necessary, expedient or proper, in respect of the above mentioned investment(s) (collectively 'transactions') including the timing, the amount and other terms and conditions of such transactions and also to take all other decisions including varying any of them, through transfer or sale, divestment or otherwise, either in part or in full, as it may, in its absolute discretion, deem appropriate, subject to the specified limits for effecting the aforesaid transaction."

6. To consider and if thought fit, to pass with or without modification(s), the following resolution as a **ORDINARY RESOLUTION**:

"RESOLVED THAT pursuant to the provisions of Sections 197, Section 198 other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment And Remuneration of Managerial Personal) Rules, 2014 in partial modification of the Special Resolution passed at the Annual General Meeting held on 10th August, 2013, consent be and is hereby accorded to increase the maximum limit of salary payable to Mr. Shivshankar Lature, Managing Director of the Company from the existing Rs. 1,00,000/- per month to Rs. 1,25,000/- per month effective from 1st October, 2015 and the Board and / or a duly constituted Committee thereof are hereby authorised to pay remuneration to Managing Director(s), from time to time, within the above mentioned limits.

RESOLVED FURTHER THAT the Board of Directors or a duly constituted Committee thereof be and is hereby authorised to take all such steps as may be necessary, proper or expedient to give effect to this resolution."

7. To consider and if thought fit, to pass with or without modification(s), the following resolution as a **ORDINARY RESOLUTION**:

"RESOLVED THAT pursuant to the provisions of Sections 197, Section 198 other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment And Remuneration of Managerial Personal) Rules, 2014 and in partial modification of the Special Resolution passed at the Annual General Meeting held on 10th August, 2013, consent be and is hereby accorded to increase the maximum limit of salary payable to Mr. Vivek Lature, Whole-time Director of the Company from the existing Rs. 50,000/- per month to Rs. 75,000/- per month effective from 1st October, 2015 and the Board and / or a duly constituted Committee thereof are hereby authorised to pay remuneration to Whole Time Director(s), from time to time, within the above mentioned limits.

RESOLVED FURTHER THAT the Board of Directors or a duly constituted Committee thereof be and is hereby authorised to take all such steps as may be necessary, proper or expedient to give effect to this resolution."

8. To consider and if thought fit, to pass with or without modification(s), the following resolution as a **ORDINARY RESOLUTION**:

"RESOLVED THAT pursuant to the provisions of section 197, Section 198 other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment And Remuneration of Managerial Personnel) Rules, 2014 the consent of the Members of the Company

be and is hereby granted to pay salary of Rs. 50,000/- per month to Mr. Gurushantappa Lature, Executive Director of the Company w.e.f. 1st October, 2015.”

“RESOLVED FURTHER THAT Mr. Gurushantappa Lature shall also be entitled for the reimbursement of actual entertainment, travelling, boarding and lodging expenses incurred by him in connection with the Company’s Business and such other benefits/amenities and other privileges, as any from time to time, be available to other senior executives of the Company.

“RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things as in its absolute discretion, it may consider necessary, expedient or desirable, and to settle any question, or doubt that may arise in relation thereto and the Board shall have absolute powers to decide breakup of the remuneration within the above said maximum permissible limit and in order to give effect to the foregoing resolution, or as may be otherwise considered by it to be in the best interest of the Company.”

Date: 03/09/2015

Place: Mumbai

By Order of the Board of Directors

For **Suyog Telematics Limited**

Sd/-

Managing Director

(Mr. Shivshankar Gurushantappa Lature)

(DIN: 02090972)

Registered Address of the Company

**41, Suyog Indl. Estate,
1st Floor, LBS Marg, Vikhroli(W)
Mumbai-400083**

- I. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by CDSL.

The instructions for e-voting are as under:

In case of members receiving e-mail:

- (i) Log on to the e-voting website www.evotingindia.com
- (ii) Click on "Shareholders" tab.
- (iii) Now, select the "COMPANY NAME" from the drop down menu and click on "SUBMIT"
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/folio number in the PAN field. In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend BankDetails	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the number of

	shares held by you as on the cut off date in the Dividend Bank details field.
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- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.

- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

In case of members receiving the physical copy:

- (A) Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.
 - (B) The voting period begins on <Date and Time> and ends on <Date and Time>. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of <Record Date>, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - (C) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.
- II. The e-voting period commences on Friday 25th September, 2015 (9:00 am) and ends on Sunday, 27th September, 2015 (5.00 pm). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date: 22nd September, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
 - III. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 22nd September, 2015.
 - IV. Mr. Nilesh A. Pradhan of M/s Nilesh A. Pradhan & Co. Practicing Company Secretary (Membership No. FCS: 5445) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
 - V. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, and forthwith submit the same to the Chairman of the Company.
 - VI. The Results shall be declared on or after the AGM of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.suyogtelematics.co.in and on the website of CDSL within two (2) days of passing of the resolutions at the AGM of the Company and communicated to the Stock exchanges.