



SUYOG TELEMATICS LIMITED
ANNUAL REPORT
2015 -2016



Corporate Information

Board of Directors

Mr. Shivshankar G. Lature
[Managing Director]

Mr. Vivek G. Lature
[Whole Time Director]

Mr. Gurushantappa N. Lature
[Non-executive Director]

Mr. Kallinath G. Chitradurga
[Independent Director]

Mr. Deodatta G. Marathe
[Independent Director]

Mr. Satyajit R. Chowdhary
[Independent Director, resigned wef 27.05.2016]

Mrs. Leena V. Govekar
[Independent Director, appointed wef 18.09.2015]

Mrs. Suchitra S. Lature
[Non-executive Director, appointed wef
18.02.2016]

Company Secretary and Compliance Officer

Ms. Vedika Gupta

Chief Compliance Officer

Mr. Abhishek Soni

Registered Office:

41, Suyog Industrial Estate,
1st Floor, L.B.S. Marg,
Vikhroli (W), Mumbai- 400083

Corporate Identification Number:

L32109MH1995PLC091107

Registrar and Share Transfer Agent:

Bigshare Services Pvt. Ltd.
E-2/3, Ansa Industrial Estate,
Saki Vihar Road, Saki Naka,
Andheri (East), Mumbai-400072.
Tel - 022 4043 0200

Statutory Auditors:

Maheshwari & Co.
Chartered Accountants
10-11, 3rd Floor, Esplanade House,
A. K. Naik Marg,
Fort, Mumbai - 400 001,
Tel- 022 2207 7472

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NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that an 21st Annual General Meeting of the Members of **Suyog Telematics Limited** will be held on Friday, 23rd September, 2016 at 05.00 p.m. at the Mantra Restaurant, Ground Floor, Powai Plaza, Hiranandani, Powai, Mumbai – 400076 to transact the following business:

I. Ordinary Business:

1. To receive, consider and adopt Financial Statements for the year ended 31st March, 2016 including the Audited Balance Sheet as at 31st March 2016 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, 2016.
2. To appoint a director in place of Mr. Gurushantappa Nagappa 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 2016-2017 at such remuneration as may be determined by the Board of Directors of the Company."

II. Special Business :

4. Appointment of Mrs. Leena Vijay Govekar (DIN: 07286584) as an Independent Director

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Mrs. Leena Vijay Govekar (DIN: 07286584), who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a Member proposing her candidature for the office of Director, be and is hereby appointed as Independent Director of the Company, for five consecutive years with effect from September 23, 2016 and whose office shall not be liable to determination by retirement of directors by rotation."

5. Appointment of Mrs. Suchitra Shivshankar Lature (DIN: 07440192), as a Director

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

"RESOLVED THAT in accordance with the provisions of Section 149, 150, 152 and all other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Mrs. Suchitra Shivshankar Lature (DIN: 07440192), who was appointed as an Additional Director, pursuant to Section 161 of the Companies Act, 2013 and who holds office up to the date of next Annual General Meeting and for the

appointment of whom, the Company has received a notice under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of a Director, be and is hereby appointed as a Director of the Company.”

6. **Approval of Related Party Transactions under Section 188 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 the provisions of Section 188 and all other applicable provisions, if any, of the Companies Act, 2013 (the Act) (subject to any modification and re-enactment thereof), the consent, sanction, permission or approval, as the case may be, of the Members of the company be and is hereby accorded to enter into any contract or arrangements with the below mentioned related parties:

- Suyog Gurbaxani Funicular Ropeways Private Limited
- Suyog Telematics

And other related parties as defined under the Act with respect to sale, purchase or supply of any goods or materials, selling or otherwise disposing of, or buying, leasing of property of any kind, availing or rendering of any services, appointment of agent for purchase or sale of goods, materials, services or property or otherwise disposing of any goods, materials or property or availing or rendering of any services or appointment of such related party to any office or place of profit in the Company or its subsidiary or associate Company or reimbursement of any transaction or any other transaction of whatever nature with related parties of value of not more than 30 crores (to be executed in tranches).

RESOLVED FURTHER THAT the board of directors of the Company be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental thereto for the purpose of giving effects to this Resolution.”

7. **Revision of Remuneration of Mr. Shivshankar Gurushantappa Lature (DIN: 02090972), Managing Director**

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **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 Personnel) Rules, 2014 in partial modification of the Ordinary Resolution passed at the Annual General Meeting held on 28th September, 2015, consent be and is hereby accorded to increase the maximum limit of salary payable to Mr. Shivshankar Lature (DIN: 02090972), Managing Director of the Company from the existing Rs. 1,25,000/- per month to Rs. 3,00,000/- per month effective from 1st October, 2016 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.”

8. **Revision of Remuneration of Mr. Vivek Gurushantappa Lature (DIN: 02274098), Whole Time Director**

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 Ordinary Resolution passed at the Annual General Meeting held on 28th September, 2015, consent be and is hereby accorded to increase the maximum limit of salary payable to Mr. Vivek Lature (DIN: 02274098), Whole-time Director of the Company from the existing Rs. 75,000/- per month to Rs. 1,50,000/- per month effective from 1st October, 2016 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."

9. **Setting of Remuneration of Mrs. Suchitra Shivshankar Lature (DIN: 07440192), Non-Executive Director**

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **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 Mrs. Suchitra Shivshankar Lature (DIN: 07440192), Director of the Company w.e.f. 1st October, 2016."

"RESOLVED FURTHER THAT Mrs. Suchitra Shivshankar 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."

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 Industrial Estate,
1st Floor, LBS Marg, Vikhroli(W)
Mumbai-400083
Date: 19/08/2016
Place: Mumbai

Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.
2. Proxies to be effective should be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.
3. The attendance slip cum Proxy Form is placed at the end of this Annual Report.
4. The Explanatory Statement pursuant to sub-section (2) of Section 102 of the Companies Act, 2013 in respect of item No. 4 to 9 is annexed to this notice. The bio data of the Directors proposed to be appointed / re-appointed is also annexed to this Notice as required under the Listing Agreement.
5. The Register of Members of the Company will remain closed from 16th September, 2016 to 23rd September, 2015 (both days inclusive).
6. Members are requested to address all correspondence pertaining to their securities mentioning either the Folio Number / Client ID and DP ID numbers as applicable including any change of address, if any, to the Registrars and Transfer Agents of the Company viz.:

Bigshare Services Pvt. Ltd.

E-2/3, Ansa Industrial Estate,
Saki Vihar Road, Saki Naka,
Andheri (East), Mumbai-400072.

7. Members / Proxies attending the Meeting are requested to bring their copies of Annual Report together with attendance slip duly completed and signed along with Client ID and DP ID numbers. Members seeking any information relating to Accounts are requested to write to the Company at least 10 days before the date of the Annual General Meeting to enable the Management to keep the required information ready at the meeting.
8. The Ministry of Corporate Affairs has come out with a circular dated 29th April 2011 which allows the companies to send documents including Annual Reports and other intimation by an email. Therefore you are requested to register your email IDs with the Registrar and Transfer Agent of the Company. The Company is already having email ID of the members holding their shares in Demat through their respective Depository Participants, The said email ID shall be considered as registered email ID for the said members unless informed otherwise to the Company or Registrar and Transfer Agent.
9. In terms of Section 72 of the Companies Act, 2013, nomination facility is available to the individual shareholder. The same should be availed through respective depository.
10. Voting through electronic means
 - 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 with the 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 members for voting electronically are as under:

Step 1 : Open your web browser during the voting period and log on to the e-voting website

Step 2 : Click on " Shareholders/Members" to cast your vote(s)

Step 3 : Select the Electronic Voting Sequence Number – "**EVSN**" along with "**SUYOG TELEMATICS LIMITED**" from the drop down menu and click on "**SUBMIT**"

Step 4 : Fill up the Following details in the appropriate boxes (also refer Section C (7) , below)

User – ID : a) For account holders in CDSL : Your 16 digit beneficiary ID

b) For account holders in NSDL : Your 8 characters DP ID and followed by 8 digits Client ID

Character Displayed :	Please enter the 'Character Displayed' in the Box provided for the same and click login.
PAN :	Enter your 10 digits alpha-numeric PAN issued by the Income Tax Department. Shareholders who have not updated their PAN with the Company / Depository Participant are requested to use the sequence number which is printed on attendance slip, in the PAN field.
DOB* :	Enter the date of birth recorded in the Demat Account or registered with the Company for the Demat Account in DD/MM/YYYY format
DIVIDEND BANK DETAILS*:	Enter your dividend bank details (Account Number) recorded in the Demat Account or registered with the Company for the Demat Account. In absence of Bank Details, you may enter number of shares held by you as on Cut – Off Date.

Step 5 : After entering these details appropriately, click on "**SUBMIT**" tab.

Step 6 : Shareholders 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 resolution 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 password with any other person and take utmost care to keep your password confidential. Please also refer to Section C (7) below

Step 7 : Click on the relevant EVSN on which you choose to vote.

Step 8 : On the voting page, you will see resolution description and against the same, the option "YES / NO" for voting. Select the relevant option as desired YES or NO and click on "SUBMIT".

Step 9 : Click on Resolution File link if you wish to view the Notice

Step 10 : 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.

Step 11 : Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote

- You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- 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.
- II. The e-voting period commences on Tuesday, 20th September, 2016 (9:00 am) and ends on Thursday, 22nd September, 2016 (5.00 pm). During this period, shareholders of the Company as on the cut-off date: 16th September, 2016, 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: 16th September, 2016.
 - 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.

CONTACT DETAILS

Company	Suyog Telematics Limited Corporate Office 41, Suyog Industrial Estate, 1 st Floor, L.B.S. Marg, Vikhroli (West), Mumbai- 400083
Registrar and Share Transfer Agent	Bigshare Services Pvt. Ltd. E-2/3, Ansa Industrial Estate, Saki Vihar Road, Saki Naka, Andheri (East), Mumbai-400072
E-Voting Agency	Central Depository Services (India) Ltd 17th Floor, Phiroze Jeejeebhoy Tower, Dalal Street, Mumbai – 400 001 Email-helpdesk.evoting@cdslindia.com

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 Industrial Estate,
1st Floor, LBS Marg, Vikhroli(W)
Mumbai-400083
Date: 19/08/2016
Place: Mumbai