



**CG-VAK**<sup>TM</sup>  
SOFTWARE & EXPORTS LTD



24<sup>th</sup> September, 2019

To

The Department of Corporate Services  
BSE Limited  
P.J.Towers,  
Dalal Street  
Mumbai – 400 001

Dear Sir/Madam,

**Sub: Proceedings of 24<sup>th</sup> Annual General Meeting held on 23<sup>rd</sup> September, 2019**

We hereby submit the proceedings of 24<sup>th</sup> Annual General Meeting of the Company, held on 23<sup>rd</sup> September, 2019, at Ardra Hall, Kaanchan, 9, North Huzur Road, Coimbatore – 641018.

Kindly take the same into your records.

Thank you.

Yours faithfully,  
For **CG-VAK SOFTWARE AND EXPORTS LIMITED**

G. Suresh  
**Managing Director & CEO**



Encl: As above

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171, Mettupalayam Road, Coimbatore - 641 043. INDIA, Ph : 91-422-2434491 / 92 / 93

Fax : 91-422-2440679 Web : www.cgvak.com

CIN : L30009TZ1994PLC005568 GSTIN : 33AAACC8797M1Z2



**PROCEEDINGS OF THE 24<sup>TH</sup> ANNUAL GENERAL MEETING OF THE MEMBERS OF THE CG-VAK SOFTWARE AND EXPORTS LIMITED HELD ON MONDAY, 23<sup>RD</sup> SEPTEMBER, 2019 AT 3.00 PM.**

As per the Notice dated 09<sup>th</sup> August, 2019, the 24<sup>th</sup> Annual General Meeting of the Company was held on Monday, the 23<sup>rd</sup> September, 2019 at 3.00 pm at Ardra Hall, Kaanchan, 9, North Huzur Road, Coimbatore - 641 018.

Mr.G.Suresh, a member holding 9,52,060 (DPID & CLID IN30226912668399) shares proposed Mr.S.Muthukumar as Chairman of the Meeting due to the absence of Mr.C.Ganapathy, Chairman . Mr.S.Mohan a member holding 1,000 (Folio No. 007952) shares seconded the same.

Mr.S.Muthukumar, took the Chair and presided over the proceedings and welcomed the Members to the 24<sup>th</sup> Annual General Meeting of the Company.

A total of 55 Members attended the 24<sup>th</sup> Annual General Meeting as per the Members attendance register. All the Directors of the Company except Mr.C.Ganapathy, Mr. R. Jayaraman and Mr. M. Durairaj, were present at the AGM. Mr.C.Ganapathy, Mr. R. Jayaraman and Mr. M. Durairaj, have requested for leave of absence and the same was noted by the Members at the AGM. The Chief Financial Officer of the Company, Company Secretary of the Company, the representatives of the Statutory Auditors and the Secretarial Auditor were also present at the AGM.

The Chairman introduced the Board Members and Auditors present on the dais to the Members of the Company.

The Chairman then requested Mr.G.Suresh, Managing Director of the Company to address the members. Mr.G.Suresh, Managing Director of the Company gave an overview of the financial performance of the Company for the financial year ended 31<sup>st</sup> March, 2019 and gave its future outlook.

The Chairman then took up the agenda items. With the consent of the Members present, the Notice dated 09<sup>th</sup> August, 2019, convening the 24<sup>th</sup> Annual General Meeting, together with the Directors Report and the Audited Standalone and Consolidated Accounts of the Company for the year ended 31<sup>st</sup> March, 2019, which had been circulated to the members, were taken as read.





Thereafter, Mr.S.Muthukumar, Chairman, requested the Statutory Auditors to present their Auditors' Report on the Accounts of the Company for the year ended 31<sup>st</sup> March, 2019. The Statutory Auditor Mr. V. Gopalakrishnan read the Auditors' Report.

Mr.S.Muthukumar, Chairman, also requested the Secretarial Auditor to present the Secretarial Audit Report of the Company for the year ended 31<sup>st</sup> March, 2019. The Secretarial Auditor Mrs. Manimekala V Raj read the Secretarial Audit Report.

Mr. S. Muthukumar, Chairman explained that the remote e-voting period commenced on 19<sup>th</sup> September, 2019 at 9.00 a.m. and ended on 22<sup>nd</sup> September, 2019 at 5.00 p.m. The voting rights of Shareholders was in proportion to their shares of the paid up equity share capital of the company as on the cut-off date of 16<sup>th</sup> September, 2019.

Mr. S. Muthukumar, Chairman also informed the members present at the Annual General Meeting, who had not voted electronically, could vote through Ballot forms placed at the meeting hall. He then informed that Mrs. Manimekala V Raj, Practicing Company Secretary (Membership No. F5163) was appointed as the Scrutinizer to scrutinize the remote e-voting and Ballot process in a fair and transparent manner.

There being no queries from the members, the meeting proceeded to transact the business contained in the Notice and the following resolutions were considered:

1. Considered and adopted the Standalone and Consolidated Audited Financial Statements of the Company for the year ended 31<sup>st</sup> March, 2019 including audited Balance Sheet as at 31<sup>st</sup> March, 2019 and the Statement of Profit and Loss for the year ended on that date and the reports of the Board of Directors ("the Board") and Auditors thereon
2. Approved and Declared the Dividend at Re.0.75 per Equity Share for the Financial year ended 31<sup>st</sup> March, 2019;
3. Re-appointment of Mr. C. Ganapathy (DIN 00735840) as a Director of the Company who retires by rotation.
4. Appointment of Mr. R. Jayaraman (DIN: 08467922), as an Independent Director of the Company.
5. Appointment of Mr. S. Padmanabhan (Din: 08467788), as an Independent Director of the Company.







6. Appointment of Dr. S. Thamburaj (DIN: 08467884), as an Independent Director of the Company.
7. Re-appointment of Mr. C. Ganapathy (DIN 00735840) as a Non-Executive Director of the Company.
8. Re-appointment of Mr. G. Suresh (DIN 00600906) as a Managing Director & CEO of the Company.
9. Amendment in the object clause of the Memorandum of Association of the Company.

Thereafter, Mr.S.Muthukumar, Chairman of the meeting invited the members present at the Annual General Meeting who had not voted electronically to vote through physical ballot paper available at the venue and requested Scrutinizer to ensure that the voting is conducted in a fair and transparent manner. He further informed that the results of the voting including the remote e-voting and ballot for each resolution would be uploaded on the Company's website [www.cgvak.com](http://www.cgvak.com) and would also be intimated to the Stock Exchange.

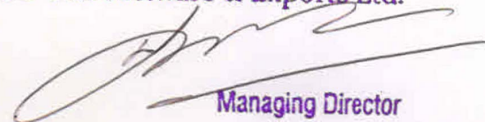
The Shareholders then felicitated Mr. S. Mohan and Mr. S. Muthukmar the outgoing Independent Directors of the Company.

Mr. S. Muthukumar, Chairman of the meeting, then requested Mr. G. Suresh, Managing Director & CEO of the Company to propose vote of thanks. Mr. G. Suresh, thanked the members and stakeholders for their continued support for the development of the Company.

Thereafter, meeting concluded with the National Anthem.

Kindly take the same on record.

**For CG-Vak Software & Exports Ltd.**

  
**Managing Director**