

26B/2, First Floor, Bharathi Colony  
Peelamedu, Coimbatore - 641 004.

Mobile : 98944 36123

Phone : 0422 4385670

E-mail : kala.secretary@gmail.com

### **REPORT OF SCRUTINIZER**

(Pursuant to Section 108 of the Companies Act, 2013 and  
Companies (Management and Administration) Rules, 2014 as amended)

23.09.2019

To:

The Chairman of the 24<sup>th</sup> Annual General Meeting of **CG-VAK Software and Exports Limited** held on Monday, 23.09.2019 at Ardra Hall, Kaanchan,9, North Huzur Road, Coimbatore-641018 at 3.00 p.m.

Dear Sir,

Sub: Consolidated Scrutinizer's Report on Remote Electronic Voting and Physical Ballot Voting in respect of matters set out in the notice of the 24<sup>th</sup> Annual General Meeting.

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I, Manimekala V Raj, Practising Company Secretary, was appointed as Scrutiniser by the Board of Directors of CG-VAK Software and Exports Limited to scrutinize the remote e-voting and ballot forms made available to the members at the venue of the meeting, in connection with the following matters set out in the Notice dated 09<sup>th</sup> August 2019, in respect of the 24<sup>th</sup> Annual General meeting of **M/s CG-VAK Software and Exports Limited:**

#### **ORDINARY BUSINESS:**

1. Receive, consider and adopt 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, the Statement of Profit and Loss for the year ended as on that date together with the Reports of the Board of Directors and Auditors' thereon. (Resolution No. 1 - Ordinary Resolution).
2. Declaration of 7.5% dividend per equity share of Rs. 10/- each for the financial year 2018-19. (Resolution No.2- Ordinary Resolution).



3. Appointment of Director in the place of Mr. C. Ganapathy, Director, who retires by rotation and being eligible, has offered himself for reappointment. (Resolution No.3- Ordinary Resolution).
4. Appointment of Mr. R. Jayaraman as a Non Executive Independent Director. (Resolution No.4- Ordinary Resolution).
5. Appointment of Mr. S. Padmanabhan as a Non Executive Independent Director. (Resolution No.5- Ordinary Resolution).
6. Appointment of Dr. S. Thamburaj as a Non Executive Independent Director. (Resolution No.6- Special Resolution).
7. Appointment of Mr. C. Ganapathy as a Non Executive Non Independent Director(Designated as Non Executive Chairman) (Resolution No.7- Special Resolution).
8. Re appointment of Mr. G. Suresh as Managing Director and CEO for a further period of three years. (Resolution No.8- Special Resolution).
9. Amendment to the object clause of the Memorandum of Association of the Company. (Resolution No.9- Special Resolution).

The compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder relating to voting through electronic means (by remote e-voting) and voting by the members by ballots at the venue of the meeting on the resolutions set out in the Notice of the 24<sup>th</sup> Annual General Meeting of the Company is the responsibility of the management.

My responsibility as a Scrutiniser is to ensure that the voting process through electronic means and by use of ballots by the members at the meeting are conducted in a fair and transparent manner and to render a Consolidated Scrutiniser's Report to the Chairman of the total votes cast in favour of or against (if any) the resolutions, based on the reports generated from the electronic voting system provided by Central Depository Services (India) Limited (CDSL) and the result of voting through Ballot papers at the venue of the meeting.

I submit my Report as under:

- 1.1. As per the information provided to me, the Company had completed the dispatch of notice of the 24<sup>th</sup> Annual General Meeting to those members whose names appeared on the Register of members/ List of beneficiaries as on 23<sup>rd</sup> August 2019, by email (to those members who have registered their email id) on 30<sup>th</sup> August 2019 and to the other members through Registered Parcel and Speed Post on 29<sup>th</sup> August 2019.
- 1.2. The Company had availed the remote e-voting facility offered by Central Depository Services (India) Limited (CDSL) for conducting e-voting by the shareholders of the Company. The Company had also provided voting by ballot papers to the members at the venue of the meeting.





- 1.3. Central Depository Services (India) Limited (CDSL), the agency selected by your company to provide the e-voting platform for the remote e-voting process, allotted Electronic Voting Sequence Number (EVSN) 190913040 for the same.
- 1.4. The Company had issued a public notice on 30<sup>th</sup> August 2019 setting out the prescribed particulars with regard to remote e-voting process and other connected matters, by way of advertisement in the Trinity Mirror (English) and Makkal Kural (Tamil) newspapers.
- 1.5. The cut-off date for the purpose of determining the eligibility to vote by electronic means or at the Annual General Meeting was 16<sup>th</sup> September 2019.
- 1.6. The Remote e-voting commenced on 19<sup>th</sup> September 2019 at 9.00 am IST and ended on 22<sup>nd</sup> September 2019 at 5.00 pm IST.
- 1.7. The Annual General Meeting was held on Monday, the 23<sup>rd</sup> September 2019 at 3.00 p.m at Ardra Hall, Kaanchan,9, North Huzur Road, Coimbatore-641018.
- 1.8. Facility for voting through ballot paper was made available at the venue of the Annual General Meeting and the members who attended the Annual General Meeting in person who had not voted through remote e-voting, were able to exercise their voting at the Annual General Meeting venue. One empty ballot box which was to be used for the voting process was displayed and locked, in the presence of members. After the completion of the voting process, the ballot box was opened in the presence of two witnesses who were not in the employment of the Company.
- 1.9. After the counting of the votes cast at the Annual General Meeting as required under Rule 20(4)(xii) of the Companies (Management and Administration) Rules 2014, the votes cast through e-voting were unblocked by the undersigned on 23<sup>rd</sup> September 2019, in the presence of two witnesses who were not in the employment of the Company.
- 1.10. I have scrutinised and reviewed :
  - i. the voting through electronic means and votes tendered therein based on the data downloaded from Central Depository Services (India) Limited (CDSL)e-voting system.
  - ii. the Voting physically at the venue of the Annual General Meeting through Ballot Papers.
- 1.11 I have considered those Ballot papers in which number of shares for exercising votes was not mentioned as invalid.



2. The consolidated results of Voting through remote e-voting and through ballot papers at the Annual General Meeting venue are as under:

Resolution No.	Total number of shareholders who have cast their votes	No. of valid votes cast in favour of the resolution	No. of valid votes cast in against the resolution
Resolution No.1	29	2532918	4800
Resolution No.2	29	2532918	4800
Resolution No.3	29	2532918	4800
Resolution No.4	29	2532918	4800
Resolution No.5	29	2532918	4800
Resolution No.6	29	2532918	4800
Resolution No.7	29	2532918	4800
Resolution No.8	29	2532918	4800
Resolution No.9	29	2532918	4800

3. The details of the results of remote voting and physical voting at the venue of the 24<sup>th</sup> Annual General Meeting through Ballot papers are detailed as under:

**Resolution No. 1: Ordinary Resolution**

Receive, consider and adopt the Standalone and Consolidated Audited Financial Statements of the Company for the year ended 31.03.2019 including Audited Balance Sheet as at 31.03.2019, the Statement of Profit and Loss for the year ended as on that date together with the Reports of the Board of Directors and Auditors' thereon.

- (i) Voted in favour of the Resolution:

	Number of Members who voted	Number of votes cast (shares)	% of total number of valid votes cast
Remote E-voting	6	2528194	99.62
Voting at the Annual General Meeting Venue through Ballot Papers.	21	4724	0.19
Total	27	2532918	99.81





(ii) Voted against the Resolution:

	Number of Members who voted	Number of votes cast (shares)	% of total number of valid votes cast
Remote E-voting	2	4800	0.19
Voting at the Annual General Meeting Venue through Ballot Papers.	0	0	0
<b>Total</b>	<b>2</b>	<b>4800</b>	<b>0.19</b>

**Resolution No. 2: Ordinary Resolution**

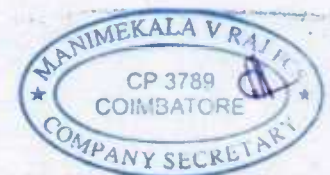
Declaration of 7.5% dividend per equity share of Rs. 10/- each for the financial year 2018-19.

(i) Voted in favour of the Resolution:

	Number of Members who voted	Number of votes cast (shares)	% of total number of valid votes cast
Remote E-voting	6	2528194	99.62
Voting at the Annual General Meeting Venue through Ballot Papers.	21	4724	0.19
<b>Total</b>	<b>27</b>	<b>2532918</b>	<b>99.81</b>

(ii) Voted against the Resolution:

	Number of Members who voted	Number of votes cast (shares)	% of total number of valid votes cast
Remote E-voting	2	4800	0.19
Voting at the Annual General Meeting Venue through Ballot Papers.	0	0	0
<b>Total</b>	<b>2</b>	<b>4800</b>	<b>0.19</b>



**Resolution No. 3: Ordinary Resolution**

Appointment of Director in the place of Mr. C. Ganapathy, Director, who retires by rotation and being eligible, has offered himself for re appointment.

(i) Voted in favour of the Resolution:

	Number of Members who voted	Number of votes cast (shares)	% of total number of valid votes cast
Remote E-voting	6	2528194	99.62
Voting at the Annual General Meeting Venue through Ballot Papers.	21	4724	0.19
Total	27	2532918	99.81

(ii) Voted against the Resolution:

	Number of Members who voted	Number of votes cast (shares)	% of total number of valid votes cast
Remote E-voting	2	4800	0.19
Voting at the Annual General Meeting Venue through Ballot Papers.	0	0	0
Total	2	4800	0.19

**Resolution No. 4: Ordinary Resolution:**

Appointment of Mr. R. Jayaraman as a Non Executive Independent Director.

(i) Voted in favour of the Resolution:

	Number of Members who voted	Number of votes cast (shares)	% of total number of valid votes cast
Remote E-voting	6	2528194	99.62
Voting at the Annual General Meeting Venue through Ballot Papers.	21	4724	0.19
Total	27	2532918	99.81



(ii)Voted against the Resolution:

	Number of Members who voted	Number of votes cast (shares)	% of total number of valid votes cast
Remote E-voting	2	4800	0.19
Voting at the Annual General Meeting Venue through Ballot Papers.	0	0	0
<b>Total</b>	<b>2</b>	<b>4800</b>	<b>0.19</b>

**Resolution No. 5: Ordinary Resolution:**

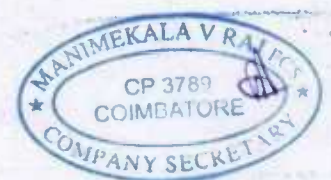
Appointment of Mr. S. Padmanabhan a Non Executive Independent Director.

(i)Voted in favour of the Resolution:

	Number of Members who voted	Number of votes cast (shares)	% of total number of valid votes cast
Remote E-voting	6	2528194	99.62
Voting at the Annual General Meeting Venue through Ballot Papers.	21	4724	0.19
<b>Total</b>	<b>27</b>	<b>2532918</b>	<b>99.81</b>

(ii)Voted against the Resolution:

	Number of Members who voted	Number of votes cast (shares)	% of total number of valid votes cast
Remote E-voting	2	4800	0.19
Voting at the Annual General Meeting Venue through Ballot Papers.	0	0	0
<b>Total</b>	<b>2</b>	<b>4800</b>	<b>0.19</b>





**Resolution No. 6: Special Resolution:**

Appointment of Dr. S. Thamburaj as a Non Executive Independent Director.

(i)Voted in favour of the Resolution:

	Number of Members who voted	Number of votes cast (shares)	% of total number of valid votes cast
Remote E-voting	6	2528194	99.62
Voting at the Annual General Meeting Venue through Ballot Papers.	21	4724	0.19
Total	27	2532918	99.81

(ii)Voted against the Resolution:

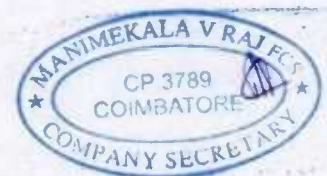
	Number of Members who voted	Number of votes cast (shares)	% of total number of valid votes cast
Remote E-voting	2	4800	0.19
Voting at the Annual General Meeting Venue through Ballot Papers.	0	0	0
Total	2	4800	0.19

**Resolution No. 7: Special Resolution:**

Appointment of Mr. C. Ganapathy as a Non Executive Non Independent Director.

(i)Voted in favour of the Resolution:

	Number of Members who voted	Number of votes cast (shares)	% of total number of valid votes cast
Remote E-voting	6	2528194	99.62
Voting at the Annual General Meeting Venue through Ballot Papers.	21	4724	0.19
Total	27	2532918	99.81





(ii)Voted against the Resolution:

	Number of Members who voted	Number of votes cast (shares)	% of total number of valid votes cast
Remote E-voting	2	4800	0.19
Voting at the Annual General Meeting Venue through Ballot Papers.	0	0	0
Total	2	4800	0.19

**Resolution No. 8: Special Resolution:**

Re appointment of Mr. G. Suresh as Managing Director and CEO for a further period of three years.

(i)Voted in favour of the Resolution:

	Number of Members who voted	Number of votes cast (shares)	% of total number of valid votes cast
Remote E-voting	6	2528194	99.62
Voting at the Annual General Meeting Venue through Ballot Papers.	21	4724	0.19
Total	27	2532918	99.81

(ii)Voted against the Resolution:

	Number of Members who voted	Number of votes cast (shares)	% of total number of valid votes cast
Remote E-voting	2	4800	0.19
Voting at the Annual General Meeting Venue through Ballot Papers.	0	0	0
Total	2	4800	0.19



**Resolution No. 9: Special Resolution:**

Amendment to the object clause of the Memorandum of Association of the Company.

(i)Voted in favour of the Resolution:

	Number of Members who voted	Number of votes cast (shares)	% of total number of valid votes cast
Remote E-voting	6	2528194	99.62
Voting at the Annual General Meeting Venue through Ballot Papers.	21	4724	0.19
Total	27	2532918	99.81

(ii)Voted against the Resolution:

	Number of Members who voted	Number of votes cast (shares)	% of total number of valid votes cast
Remote E-voting	2	4800	0.19
Voting at the Annual General Meeting Venue through Ballot Papers.	0	0	0
Total	2	4800	0.19

All relevant records of e-voting including the ballot forms is under my safe custody and will be handed over to the Managing Director or to the Company Secretary for preserving after the Chairman considers, approves and signs the minutes of the 24<sup>th</sup> Annual General Meeting.

Place: Coimbatore  
Date: 23.09.2019

*Malay*  
**MANIMEKALA V RAJ M.Com.,FCS**  
PRACTISING COMPANY SECRETARY (CP 3789)  
26B/2, FIRST FLOOR, BHARATHI COLONY  
PEELAMEDU  
COIMBATORE - 641 004.