



CG-VAKTM
SOFTWARE & EXPORTS LTD



01st October, 2016

To

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

Dear Sir/Madam,

Sub: Proceedings of 21st Annual General Meeting held on 30th September, 2016

We hereby submit the proceedings of 21st Annual General Meeting of the Company, held on 30th September, 2016, 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

Shainshad

Shainshad Aduvanni
Company Secretary



Encl: As above



PROCEEDINGS OF THE 21ST ANNUAL GENERAL MEETING OF THE MEMBERS OF THE CG-VAK SOFTWARE AND EXPORTS LIMITED HELD ON FRIDAY, 30TH SEPTEMBER, 2016 AT 4.30 PM.

As per the Notice dated 26th May, 2016, the 21st Annual General Meeting of the Company was held on Friday, the 30th September, 2016 at 4.30 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. Mr.S.Mohan a member holding 1,000 (Folio No. 007952) shares seconded the same.

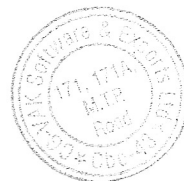
Mr.S.Muthukumar, took the Chair and presided over the proceedings and welcomed the Members to the 21st Annual General Meeting of the Company.

A total of 36 Members attended the 21st Annual General Meeting as per the Members attendance register. All the Directors of the Company except Mr.C.Ganapathy, Executive Chairman were present at the AGM. Mr.C.Ganapathy, Executive Chairman has 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 31st March, 2016 and gave its future outlook.

The Chairman then took up the agenda items. With the consent of the Members present, the Notice dated 26th May, 2016, convening the 21st Annual General Meeting, together with the Directors Report and the Audited Standalone and Consolidated Accounts of the Company for the year ended 31st March, 2016, 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 31st March, 2016. The Statutory Auditor Mr.S.Lakshminarayanan 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 31st March, 2016. The Secretarial Auditor Mrs.Manimekala V Raj read the Secretarial Audit Report.

Mr.S.Muthukumar, Chairman, informed the Members the recent changes in law on e-voting. He added that in compliance with the provisions of Section 108 of the Companies Act, 2013 read with the Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of the Listing Regulations, the Company had provided remote e-voting facility to its Members to enable them to cast their votes electronically on the proposed resolutions in the 21st Annual General Meeting notice, instead of voting by show of hands in the Annual General Meeting.

He explained that the remote e-voting period commenced on 26th September, 2016 at 9.00 a.m. and ended on 29th September, 2016 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 23rd September, 2016. The Company had also provided an option to those members who did not have access to the e-voting facility to send their assent or dissent in writing in respect of the resolutions as set out in the Notice dated 26th May, 2016, by sending duly filled and signed Ballot Form on or before 29th September, 2016 (5.00 p.m.).

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. 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. To receive, consider and adopt the Standalone and Consolidated Audited Financial Statements of the Company for the year ended 31st March, 2016 including audited Balance Sheet as at 31st March, 2016 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. (Ordinary Resolution)





2. Declaration of Dividend on Equity Shares of the Company (Ordinary Resolution)
3. Re-appointment of Mr.C.Ganapathy (DIN: 00735840) as a Director of the Company who retires by rotation. (Ordinary Resolution)
4. Appointment of M/s. N.C.Rajan & Co, Chartered Accountants as Statutory Auditors for a period of 5 years. (Ordinary Resolution)
5. Re-appointment of Mr.C.Ganapathy (DIN: 00735840) as Executive Chairman of the Company. (Special Resolution)
6. Re-appointment of Mr.G.Suresh (DIN: 00600906) as Managing Director & CEO of the Company. (Special Resolution)
7. Re-appointment of Mr.A.Sankar (DIN: 03535173) as Independent Director of the Company. (Special Resolution)
8. Approval of charges for service of documents on the shareholders. (Ordinary Resolution)

Thereafter, Mr.S.Muthukumar, Chairman of the meeting invited the members present at the Annual General Meeting to vote through physical ballot paper and requested Scrutinizer to ensure that the voting is conducted in a fair and transparent manner. He declared that the voting would be conducted at the venue of the meeting and be open till the members present have casted their votes. He further declared 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 and would also be intimated to the Stock Exchange.

Mr.S.Muthukumar, Chairman, then requested Mr.G.Suresh, Managing Director & CEO of the Company to introduce the new Statutory Auditors to the members. Mr.G.Suresh, thanked M/s. S.Lakshminarayanan Associates, the retiring Statutory Auditors and requested Mr.M.Durairaj, Independent Director to honour Mr.S.Lakshminarayanan, FCA and requested Mr.A.Sankar, Independent Director to honour Mr.L.Rajesh, FCA and requested Mr.S.Mohan, Independent Director to present a Memento to Mr.S.Lakshminarayanan, FCA and Mr.L.Rajesh, FCA. Mr.G.Suresh, welcomed and introduced Mr.V.Gopalakrishnan, FCA, the new Statutory Auditor representing M/s.N.C.Rajan & Co, Chartered Accountants, Coimbatore and requested Mr.S.Muthukumar to honour Mr.V.Gopalakrishnan, FCA.





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.

Based on the Scrutinizers Consolidated Report on voting, all the resolutions contained in the Notice of the 21st Annual General Meeting were approved unanimously and accordingly, all resolutions were declared to be passed on the date of Annual General Meeting date i.e. 30th September 2016.

The Consolidated Scrutinizer's Report was uploaded on the website of the Company and was also submitted to the BSE. Further the results in the format prescribed under Regulation 44 of the Listing Regulations were notified to BSE.

For CG-Vak Software & Exports Ltd.

Shainshad
Company Secretary

