



01st October, 2016

To

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

Dear Sir/Madam,

Sub: Submission of Scrutinizer's report on the Voting pursuant to Section 108 of the Companies Act, 2013 and Companies (Management and Administration) Rules, 2014 as amended

We hereby submit the Scrutinizer's report on the Voting pursuant to Section 108 of the Companies Act, 2013 and Companies (Management and Administration) Rules, 2014 as amended for 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

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

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REPORT OF SCRUTINIZER

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

01.10.2016

To:

The Chairman of the 21st Annual General Meeting of **CG-VAK Software and Exports Limited** held on Friday, 30.09.2016 at Ardra Hall, Kaanchan,9, North Huzur Road, Coimbatore-641018 at 4.30 p.m.

Dear Sir,

Sub: Consolidated Scrutinizer's Report on Remote Electronic Voting and ballot process in respect of matters set out in the notice of the 21st Annual General Meeting.

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, the postal ballot forms received from the shareholders in lieu of evoting 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 26.05.2016, in respect of the 21st Annual General meeting of **M/s CG-VAK Software and Exports Limited:**

ORDINARY BUSINESS:

- a. Receive, consider and adopt the Standalone and Consolidated Audited Financial Statements of the Company for the year ended 31.03.2016 including Audited balance Sheet as at 31.03.2016, 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)
- b. Declaration of 5% dividend per equity share of Rs. 10/- each for the financial year 2015-16. (Resolution No.2- Ordinary Resolution)



- c. 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).
- d. Appointment of M/s. N.C.Rajan & Co as Statutory Auditors of the Company in the place of the retiring Auditors M/s. S.Lakshminarayanan Associates to hold office from the conclusion of the Twenty First Annual General Meeting until the conclusion of the Twenty Sixth Annual General Meeting and to fix their remuneration. (Resolution No.4- Ordinary Resolution).

SPECIAL BUSINESS:

- e. Reappointment of Mr.C.Ganapathy as Executive Chairman (Whole time Director) for a further period of three years and vary the terms of his remuneration (Resolution No. 5- Special Resolution)
- f. Reappointment of Mr.G.Suresh as Managing Director & CEO for a further period of three years and vary the terms of his remuneration (Resolution No. 6- Special Resolution)
- g. Reappointment of Mr.A.Sankar as Independent Director for a further period of Five years. (Resolution No. 7- Special Resolution)
- h. Approval of fee to be charged by Company for service of documents in a particular mode specified by a member. (Resolution No. 8- Ordinary 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 use of ballots by the shareholders including voting by the members by ballots at the venue of the meeting on the resolutions set out in the Notice of the 21st 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 including voting by the members by ballots at the meeting are conducted in a fair and transparent manner and to render a Consolidated Scrutiniser's Report of the total votes cast in favour or against, if any, to the Chairman on 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.

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 21st Annual General Meeting to those members whose names appeared on the Register of members/ List of beneficiaries as on 26.08.2016, by email (to those members who have registered their email id) on 31.08.2016 and to the other members through Registered Parcel and Speed Post on 01.09.2016.



- 1.2. The Company has 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 has also provided voting by postal ballot papers to the members who do not have e-voting facility in compliance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- 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) 160827019 for the same.
- 1.4. The Company had issued a public notice on 03.09.2016 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 23.09.2016.
- 1.6. The Remote e-voting commenced on 26.09.2016 at 9.00 am IST and ended on 29.09.2016 at 5.00 pm IST. The last date for receipt of postal Ballot papers was 29.09.2016 upto 5.00 pm IST.
- 1.7. The Annual General Meeting was held on Friday, the 30.09.2016 at 4.30 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 evoting, 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(3)(xi) of the Companies (Management and Administration) Rules 2014, the votes were unblocked by the undersigned on 30.09.2016, 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.

The Company has not received any votes through postal Ballot papers.

- 1.11 I have considered those Ballot papers in which number of shares for which vote is exercised was not entered, 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	28	2363377	0
Resolution No.2	28	2363377	0
Resolution No.3	28	2363377	0
Resolution No.4	28	2363377	0
Resolution No.5	28	2363377	0
Resolution No.6	28	2363377	0
Resolution No.7	28	2363377	0
Resolution No.8	28	2363377	0

3. The details of the results of remote evoting and physical voting at the venue of the 21st 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 31.03.2016 including Audited balance Sheet as at 31.03.2016, 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	23	2362402	99.96
Voting at the Annual General Meeting Venue through Ballot Papers.	5	975	0.04
Voting through postal Ballot papers.	0	0	0
Total	28	2363377	100.00

(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	0	0	0
Voting at the Annual General Meeting Venue through Ballot Papers.	0	0	0
Voting through postal Ballot papers.	0	0	0
Total	0	0	0

Resolution No. 2: Ordinary Resolution

Declaration of 5% dividend per equity share of Rs. 10/- each for the financial year 2015-16.

(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	23	2362402	99.96
Voting at the Annual General Meeting Venue through Ballot Papers.	5	975	0.04
Voting through postal Ballot papers.	0	0	0
Total	28	2363377	100.00



(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	0	0	0
Voting at the Annual General Meeting Venue through Ballot Papers.	0	0	0
Voting through postal Ballot papers.	0	0	0
Total	0	0	0

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	23	2362402	99.96
Voting at the Annual General Meeting Venue through Ballot Papers.	5	975	0.04
Voting through postal Ballot papers.	0	0	0
Total	28	2363377	100.00

(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	0	0	0
Voting at the Annual General Meeting Venue through Ballot Papers.	0	0	0
Voting through postal Ballot papers.	0	0	0
Total	0	0	0



Resolution No. 4: Ordinary Resolution

Appointment of M/s N.C.Rajan & Co as Statutory Auditors of the Company in the place of the retiring Auditors M/s S. Lakshminarayanan Associates to hold office from the conclusion of the Twenty First Annual General Meeting until the conclusion of the Twenty Sixth Annual General Meeting and to fix their remuneration.

(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	23	2362402	99.96
Voting at the Annual General Meeting Venue through Ballot Papers.	5	975	0.04
Voting through postal Ballot papers.	0	0	0
Total	28	2363377	100.00

(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	0	0	0
Voting at the Annual General Meeting Venue through Ballot Papers.	0	0	0
Voting through postal Ballot papers.	0	0	0
Total	0	0	0

Resolution No. 5: Special Resolution

Reappointment of Mr. C. Ganapathy, as Executive Chairman (Whole time Director) for a further period of three years and vary the terms of his remuneration.



(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	23	2362402	99.96
Voting at the Annual General Meeting Venue through Ballot Papers.	5	975	0.04
Voting through postal Ballot papers.	0	0	0
Total	28	2363377	100.00

(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	0	0	0
Voting at the Annual General Meeting Venue through Ballot Papers.	0	0	0
Voting through postal Ballot papers.	0	0	0
Total	0	0	0

Resolution No. 6: Special Resolution

Reappointment of Mr.G.Suresh as Managing Director & CEO for a further period of three years and vary the terms of his remuneration.

(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	23	2362402	99.96
Voting at the Annual General Meeting Venue through Ballot Papers.	5	975	0.04
Voting through postal Ballot papers.	0	0	0
Total	28	2363377	100.00



(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	0	0	0
Voting at the Annual General Meeting Venue through Ballot Papers.	0	0	0
Voting through postal Ballot papers.	0	0	0
Total	0	0	0

Resolution No. 7: Special Resolution

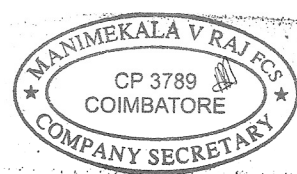
Reappointment of Mr.A.Sankar as Independent Director for a further period of Five years.

(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	23	2362402	99.96
Voting at the Annual General Meeting Venue through Ballot Papers.	5	975	0.04
Voting through postal Ballot papers.	0	0	0
Total	28	2363377	100.00

(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	0	0	0
Voting at the Annual General Meeting Venue through Ballot Papers.	0	0	0
Voting through postal Ballot papers.	0	0	0
Total	0	0	0



Resolution No.8: Ordinary Resolution

Approval of fee to be charged by Company for service of documents in a particular mode specified by a member.

(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	23	2362402	99.96
Voting at the Annual General Meeting Venue through Ballot Papers.	5	975	0.04
Voting through postal Ballot papers.	0	0	0
Total	28	2363377	100.00

(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	0	0	0
Voting at the Annual General Meeting Venue through Ballot Papers.	0	0	0
Voting through postal Ballot papers.	0	0	0
Total	0	0	0

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 21st Annual General Meeting.

Place: Coimbatore
Date: 01.10.2016


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