

CG-VAK SOFTWARE AND EXPORTS LIMITED**CIN : L30009TZ1994PLC005568****Registered Office: 171, Mettupalayam Road, Coimbatore – 641 043****Web:www.cgvak.com, Email Id:investorservices@cgvak.com****NOTICE TO SHAREHOLDERS**

NOTICE is hereby given that the 27th Annual General Meeting of **CG-VAK SOFTWARE AND EXPORTS LIMITED** will be held on Wednesday 28th day of September, 2022 at 3.00 PM through Video Conferencing (VC)/Other Audio Visual Means (OAVM), to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Standalone and Consolidated Audited Financial Statements of the Company for the year ended 31st March, 2022 including audited Balance Sheet as at 31st March, 2022 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. To declare dividend, if any.
3. To appoint a Director in the place of Mr.C.Ganapathy (DIN 00735840), who retires by rotation, and being eligible, offers himself for reappointment.

SPECIAL BUSINESS:

4. To consider and if though fit, to pass with or without modifications the following Resolution as a SPECIAL RESOLUTION:
“RESOLVED THAT pursuant to the provisions of Sections 164, 196, 197 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 (the Act) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including statutory modification(s) or reenactment(s) thereof, for the time being in force), approval of members be and is hereby accorded to re-appoint Mr. G. Suresh (DIN: 00600906) as Managing Director and CEO of the Company for a further period of 3 (three) years from 01st September 2022 to 31st August 2025 on the following terms and conditions including remuneration within the overall limits specified in Schedule V of the Companies Act 2013:
(A) Salary
Salary of Rs. 30,00,000/- Per month
Commission on net profit: 1% of the net profits of the company computed in accordance with the sections 196, 197, 203 and Schedule V of the Companies Act, 2013.
(B) Perquisites:
(1) Conveyance: Free use of the company’s car with driver for official and private purposes.
(2) Club fees: Fees of Clubs, Subject to a Maximum of two Clubs (Excluding admission and life membership fee)
(3) Leave Travel Concession: Entitled to travel with family by any mode ie., Air, Train, Road once in every two years for visiting any place in the world.
Note: Family for the purpose of Leave Travel shall besides the Managing Director, Consist of Spouse, Wholly dependent parents and wholly dependent children of the Managing Director.
(4) Medical Benefit: Actual Expenses incurred for the Managing Director and his Family Members
(5) Telephone: The Company shall provide telephone and mobile phones for office use.
(6) Personal Accident Insurance.

- (7) Re-imburement of expenditure incurred on gas, water and electricity.
- (8) Such other perquisites and allowances including Bonus, Commission, Performance Incentive, Ex - gratia, etc. in accordance with the rules of the Company or as may be agreed to by the Board of Directors of the Company. Perquisites shall however be restricted to an amount equal to four months salary.”

Mr.G.Suresh shall also be entitled to the following perquisites which shall not be included in the computation of the ceiling on remuneration:

1. Contribution to Provident Fund, Superannuation Fund, Annuity fund and other retirement benefits to the extent the same are not taxable under the Income-tax Act, 1961.
2. Gratuity as per the provisions of the Payment of Gratuity Act or as per the Gratuity Scheme of the Company whichever is higher.
3. Reimbursement of expenses incurred for the business of the Company.

“RESOLVED FURTHER THAT in the absence or inadequacy of profits in any financial year, the Managing Director shall be paid a remuneration of the salary mentioned above and the perquisites and allowances will be within the overall ceiling as specified by section II of Part II of schedule V to the Companies Act, 2013, as in force, from time to time”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments, and writings as may be required to give effect to the aforesaid resolution.”

NOTES

1. Details pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and Paragraph 1.2.5 of Secretarial Standard on General Meetings, in respect of Director seeking reappointment at the Annual General Meeting are separately annexed hereto.
2. In view of continuing Covid-19 pandemic, Ministry of Corporate Affairs Circular Ref. Nos: 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 2/2022 dated May 5, 2022 and SEBI Circular No: SEBI/HO/CFD/CMD1/ CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, permitted the holding of Annual General Meeting through VC/OAVM without the physical presence of the members at the common Venue. In compliance with these MCA Circulars and the relevant provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 the Annual General Meeting of the members of the Company is being held through VC/OAVM.
3. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting’s agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
4. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
5. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.

6. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, **the facility to appoint proxy to attend and cast vote for the members is not available for this AGM.** However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
7. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020. The Notice of the AGM along with the 27th Annual Report is being sent only through electronic mode to those members whose e-mail addresses are registered with the depositories. The Notice calling the AGM has been uploaded on the website of the Company at www.cgvak.com. The Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com respectively. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.
8. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
9. As per MCA General Circular No. 20/2020 dated May 5, 2020 and 2/2022 dated May 5, 2022 and SEBI Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, dispatching of physical copies of the financial statements (including Board's Report, Auditor's Report or other documents required to be attached therewith), such statements shall be sent only by e-mail to the members and hence sending of Annual Report by physical mode has been dispensed with.
10. The Register of Members and the Share Transfer Books of the Company will remain closed from **Thursday, the 22nd September, 2022 to Wednesday, the 28th September, 2022 (both days inclusive).**
11. The dividend if declared at the Annual General Meeting will be paid within 30 days from the date of the Annual General Meeting.
12. Members who are holding shares in physical form are requested to intimate/update immediately their change of address / change of bank account/ email ID, if any, to **M/s. S.K.D.C. Consultants Limited, "Surya" 35, Mayflower Avenue, Behind Senthil Nagar, Sowripalayam, Coimbatore 641 028**, our Registrar & Share Transfer Agents(RTA). Please quote your Folio Number and our Company's name in all your correspondence.
13. Members who are holding shares in Electronic Form are requested to intimate/update immediately their change of address / change of bank account/ email ID, if any, to their respective Depository Participant.
14. In terms of Sections 124(6) of the Companies Act, 2013, as amended the amount of dividend remaining unpaid or unclaimed for a period of seven (7) years from the date of transfer to the unpaid dividend account is required to be transferred to the Investor Education and Protection Fund (IEPF). The Unclaimed dividend for the year 2014-15, 2015-16, 2016-17, 2017-18, 2018-19, 2019-20 and 2020-21 is held in separate Bank accounts and the shareholders who have not received the dividend/encashed the warrants are advised to write to the Company/RTA with complete details.
15. The Notice of the Meeting is also displayed/posted on the websites of the Company www.cgvak.com and that of Central Depository Services (India) Limited ("CDSL") www.evotingindia.com.
16. **THE INSTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:**
 - (i) **The voting period begins on 24th September, 2022 at 09.00 am and ends on 27th September, 2022 at 5.00 pm.** During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 21st September, 2022 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- (iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen.

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded

Type of shareholders	Login Method
	<p>in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders holding securities in Demat mode with NDSL</p>	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login Type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

(v) Login method for e-Voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding in Demat form.

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

For Physical shareholders and other than individual shareholders holding shares in Demat.	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

However, 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 resolutions 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 your password with any other person and take utmost care to keep your password confidential.

- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <CGVAK SOFTWARE AND EXPORTS LIMITED> on which you choose to vote.
- (x) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **Additional Facility for Non – Individual Shareholders and Custodians – For Remote Voting only.**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; investorservices@cgvak.com , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

17. INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at investorservices@cgvak.com and harcharan@cgvak.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

18. PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to info@skdc-consultants.com
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

19. Once the vote on the resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
20. The Company has appointed Mr. D. Senthil, Practicing Company Secretary (Membership No. F11240), to act as the Scrutinizer for conducting the electronic voting process in a fair and transparent manner.
21. The Scrutinizer shall immediately after the conclusion of the voting at AGM, first count the votes cast at the meeting, and thereafter unblock the votes in the presence of atleast 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 to the Chairman of the meeting. The results declared along with the Scrutinizer's Report shall be placed on the Company's website (www.cgvak.com). Immediately, after the results are declared, the Company shall communicate the same to the Stock Exchange i.e., BSE Limited (www.bseindia.com).
22. Pursuant to the Finance Act 2020, dividend income will be taxable in the hands of members w.e.f. 1st April 2020 and the Company is required to deduct tax at source from dividend paid to members at the prescribed rates. For the prescribed rates for various categories, the members are requested to refer to the Finance Act, 2020 and amendments thereof. The members are requested to update their PAN with Registrars & Share Transfer Agents, S.K.D.C. Consultants Limited (in case of shares held in physical mode) and depositories (in case of shares held in demat mode).

A Resident individual shareholder with PAN and whose dividend is likely to exceed Rs. 5,000 and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H (can be downloaded from <https://www.skdc-consultants.com/client-downloads.html>), to avail the benefit of non-deduction of tax at source by email to info@skdc-consultants.com on or before the end of the business hours of 21.09.2022. Members are requested to note that in case their PAN is not registered, the tax will be deducted at a highest rate of 20%.

Non-resident shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, any other document which may be required to avail the tax treaty benefits by sending an email to info@skdc-consultants.com. The above declarations and documents need to be submitted by the members on or before the end of business hours of 21.09.2022.

23. **Request to shareholders:**
Shareholders are requested to follow the general safeguards / procedures as detailed hereunder enabling the Company to serve them efficiently and avoid risks while dealing in the securities of the Company.

Demat of Shares:

Shareholders are requested to convert their physical holding to demat/ electronic form through any of the DPs to avoid any possibility of loss, mutilation etc., of physical share certificates and also to ensure safe and speedy transaction in securities. Any investor who is desirous of transferring shares (which are held in physical form) after April 01, 2019 can do so only after the shares are dematerialized, except for transmission (i.e. transfer of title of shares by way of inheritance / succession) and transposition (i.e. re-arrangement / interchanging of the order of name of shareholders) cases.

Registration of Electronic Clearing Service (ECS) mandate:

SEBI has made it mandatory for all companies to use the bank account details furnished by the Depositories for payment of dividend through ECS to investors wherever ECS and bank details are available. The Company will not entertain any direct request from Members holding shares in electronic mode for deletion of / change in such bank details. Members who wish to change such bank account details are therefore requested to advise their DPs about such change, with complete details of bank account. ECS helps in quick remittance of dividend without possible loss / delay in postal transit. Shareholders, who have not earlier availed this facility, are requested to register their ECS details with the STA or their respective DPs.

Consolidation of multiple folios:

Shareholders, who have multiple folios in identical names, are requested to apply for consolidation of such folios and send the relevant share certificates to the Company.

Registration of nominations:

Section 72 of the Act, 2013 provides facility for making nominations by shareholders in respect of their holding of shares. Such nomination greatly facilitates transmission of shares from the deceased shareholder to his / her nominee without having to go through the process of obtaining succession certificate / probate of the Will, etc. It would therefore be in the best interest of the shareholders holding shares in physical form registered as a sole holder to make such nominations. Shareholders, who have not availed nomination facility, are requested to avail the same by submitting the nomination in Form SH13. This form will be made available on request. Investors holding shares in demat form are advised to contact their DPs for making nominations.

Updation of address:

Shareholders are requested to update their addresses registered with the Company, directly through the STA, to receive all communications promptly. Shareholders, holding shares in electronic form, are requested to deal only with their DPs in respect of change of address and furnishing bank account number, etc.

Timely encashment of dividends:

Shareholders are requested to encash their dividends promptly to avoid hassles of revalidation. As required by SEBI, shareholders are requested to furnish details of their bank account number and name and address of the bank for incorporating the same in the warrants. This would avoid wrong credits being obtained by unauthorized persons. Shareholders are requested to note that the dividends, not claimed for a period of seven years from the date they first became due for payment, shall be transferred to IEPF in terms of Section 124(6) of the Act, 2013 read with Investor Education & Protection Fund (IEPF) Authority (Accounting, Audit, Transfer and Refund) Rules, 2016.

(By Order of the Board)
for **CG-VAK SOFTWARE & EXPORTS LIMITED**

Place: Coimbatore
Date :11.08.2022

Harcharan J
Company Secretary
(A33394)

**EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE
COMPANIES ACT, 2013**

Item No. 4

As approved by the shareholders at the 24th Annual General Meeting of the members of the Company Mr. G. Suresh (DIN: 00600906) holds office as Managing Director and CEO upto 31st August 2022. The Nomination and Remuneration Committee at its meeting held on 11th August 2022 has approved the terms of his reappointment as Managing Director and CEO for a further period of three years from 01st September 2022 to 31st August 2025 subject to the recommendation by the Board to the shareholders and approval of the shareholders.

Mr.G.Suresh, Managing Director, will be in charge of the day-to-day management of the Company and perform his duties and exercise his powers subject to the superintendence, direction and control of the Board of Directors.

Brief profile of Mr. G. Suresh has been included in this Notice.

Mr.G.Suresh, Managing Director & CEO, is interested in this resolution as it concerns his appointment. Mr.C.Ganapathy, and Mrs.S.Latha, are interested in this resolution as Mr.G.Suresh is related to them. No other Director or other key managerial personnel of the Company or their relatives is directly or indirectly concerned or interested, financially or otherwise, in this resolution.

The Board of Directors recommends the Special Resolution set out in item No. 4 of the notice for approval of the members.

THE OTHER INFORMATION AS REQUIRED UNDER SECTION II PART II OF SCHEDULE V ON THE COMPANIES ACT 2013 IS GIVEN BELOW:

I. GENERAL INFORMATION				
1. Nature of Industry	IT Software Products and Services			
2. Date or expected date of commencement of commercial Production	The Company was incorporated on 06 th December, 1994 and the Commencement of Business was dated 17 th February, 1995.			
3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable			
4. Financial Performance based on given indicators	Particulars	Financial Years(in Rs Lakhs)		
		2021-22	2020-21	2019-20
	Total Revenue	3919.00	3039.19	2360.68
	Profit/(Loss) After Tax	892.28	686.38	373.01
5. Foreign investments or Collaborations, if any	CG-VAK Software USA Inc, Wholly Owned Subsidiary.			
II. INFORMATION ABOUT THE MANAGING DIRECTOR				
(A) Mr.G.Suresh				
1. Background details	Mr.G.Suresh, Managing Director & CEO is a B.E.(Mechanical) from Bangalore University and a MBA from Bharathiar University, Coimbatore . Mr.G.Suresh has over 30 years of Experience in the IT industry. He had promoted many business ventures including Computer Training, Consumer Goods Trading. Mr.G.Suresh is associated with the Company from 1994 to till date. He is the one of the founders & Promoter of the Company.			
2. Past Remuneration	Rs. 1,81,07,854/- Per Annum			
3. Recognition or awards	Mr.G.Suresh has been invited regularly to speak at many forums on the Industry and the thought leadership.			
4. Job profile and his suitability	Mr.G.Suresh has been instrumental in Promoting and building the Company since inception. Under his leadership the Company has ventured into various international markets including USA, Canada, Australia, Europe and Middle East. In last 15 years, he transformed the Company from a mere staffing organization to a successful offshore Software service provider. His vision and strategies in Marketing, HR, Software delivery, Finance have contributed to the			

	<p>growth and stability of the Company. The systems and processes laid down by him have resulted in huge cost savings and every strategic move initiated by him has contributed in no small measure to the enhancement of the Company's stature and reputation. There is need for formulation of strategies on continuous basis and periodical review thereof for successful implementation and for sustained development of the Company in the light of highly competitive conditions prevailing in the industry necessitating increased managerial attention given to such matters. Hence the continued international experience and leadership of Mr.G.Suresh in the years ahead will be in the best interests of the Company.</p>
<p>5. Remuneration Proposed:</p>	<p>Salary of Rs. 30,00,000/- Per month. The details of proposed remuneration are presented in the resolution. Company's contribution to Provident Fund to the extent these either singly or together are not taxable under the Income Tax Act, Gratuity payable as per the rules of the Company applicable to senior management personnel and Reimbursement of expenses incurred for the business of the Company, shall not be included in the computation of limits for the perquisites and allowances as aforesaid.</p>
<p>6. Comparative Remuneration profile with respect to industry, size of the Company, profile of the position and person (in case if expatriates the relevant details would be w.r.t. the country of his origin)</p>	<p>The remuneration payable to Mr.G.Suresh has been bench marked with the remuneration being drawn by similar positions in the Industry and has been considered by the Nomination and Remuneration Committee of the Company at their meeting held on 11th August, 2022.</p>
<p>7. Pecuniary Relationship:</p>	<p>Mr.C.Ganapathy, Whole Time Director (Executive Chairman, Mr.G.Suresh, Managing Director & CEO and Mrs.S.Latha, Women Director are related to each other. Mr.C.Ganapathy, Mr.G.Suresh and Mrs.S.Latha do not have any pecuniary relationship, directly or indirectly with the Company or managerial personnel except to the extent of their shareholdings in the equity share capital of the Company and the salary drawn by them as Executive Chairman and Managing Director respectively. Mrs.S.Latha is paid only sitting fee for attending the Board Meetings of the Company and also payment of rent towards the Office leased to the company. Mr.C.Ganapathy, Mr.G.Suresh and Mrs.S.Latha hold 4,06,350, 9,52,060 and 11,31,444 Equity Shares of Rs.10/- each, respectively.</p>

III. OTHER INFORMATION	
<p>1. Reasons for loss or inadequacy of profits:</p>	<p>The Company's services require more brand visibility when compared to well established global software service providers. The Company continues to invest heavily in manpower development and due to uncertainty in the international markets, high competition, the Company is unable to increase the billing rates proportionate to the increase in the costs. These have resulted in making inadequate profits by the Company.</p>
<p>2. Steps taken or proposed to be taken for improvement:</p>	<p>Marketing and Brand Building initiatives have been strengthened substantially. Steps have been taken to deliver higher value to the customers enabling the company to increase the Billing rates. Additional leadership team is in place focusing to increase order booking, revenue and optimization of costs. These will ensure overall improvement.</p>
<p>3. Expected increase in productivity and profits in measurable terms:</p>	<p>The aforesaid steps taken / to be taken by the Company are expected to improve the Company's performance and profitability in the future. A double digit growth is expected/targeted</p>

PURSUANT TO REGULATION 36 OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND PARAGRAPH 1.2.5 OF SECRETARIAL STANDARD ON GENERAL MEETING, FOLLOWING INFORMATION IS FURNISHED ABOUT THE DIRECTORS PROPOSED TO BE APPOINTED/REAPPOINTED, VIDE ITEM NO. 3 & 4.

i	Name of the Director	Mr.C. Ganapathy
	DIN	00735840
	Age	83 years
	Date of appointment on Board	01/12/1995
	Date of last reappointment	30/09/2019
	Expertise in specific functional areas	He has 48 years of valuable experience in various fields like General Management Production Marketing and Finance
	Qualification	B.Sc (Agri)
	No. of Equity Shares held in Company	4,06,350 Equity Shares (as on 31.03.2022)
	Number of Meetings of the Board attended during the year 2021-2022	Five Board Meetings
	Terms and conditions of appointment or reappointment along with details of remuneration sought to be paid and the remuneration last drawn	He is entitled only for the sitting fees
	List of outside Directorships in Public /Private Companies	G2 Technology Solutions India Private Limited
	Chairman/Member of the Committees of Board of Directors of the Company	Member of Stakeholders Relationship Committee.
	Chairman/Member of the Committees of Board of Directors of other Companies in which he is a Director	NIL
	Relationship with other Directors	Father of Mr. G. Suresh Managing Director & CEO and Father in Law of Mrs. S. Latha Woman Director

ii	Name of the Director	Mr.G. Suresh
	DIN	00600906
	Age	57 years
	Date of appointment on Board	01/09/1995
	Date of last reappointment	01/09/2019
	Expertise in specific functional areas	Business
	Qualification	B.E., M.B.A,
	No. of Equity Shares held in Company	9,52,060 Equity Shares (as on 31.03.2022)
	Number of Meetings of the Board attended during the year 2021-2022	Six Board Meetings
	Terms and conditions of appointment or reappointment along with details of remuneration sought to be paid and the remuneration last drawn	Terms and conditions as per Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Mr. G. Suresh was reappointed as Managing Director & CEO of the Company on 01.09.2019 and Remuneration drawn (inclusive of perquisites) is Rs. 1,81,07,854 per annum.
	List of outside Directorships in Public /Private Companies	NIL
	Chairman/Member of the Committees of Board of Directors of the Company	NIL
	Chairman/Member of the Committees of Board of Directors of other Companies in which he is a Director	NIL
	Relationship with other Directors	Son of Mr.C.Ganapathy, Non-Executive Chairman and spouse of Mrs.S.Latha, Non-Executive women Director

(By Order of the Board)
for **CG-VAK SOFTWARE & EXPORTS LIMITED**

Place: Coimbatore
Date :11.08.2022

Harcharan J
Company Secretary
(A33394)