

### General information about company

Scrip code	531489
NSE Symbol	
MSEI Symbol	
ISIN	INE084D01010
Name of the entity	CG-VAK SOFTWARE AND EXPORTS LIMIT
Date of start of financial year	01-04-2018
Date of end of financial year	31-03-2019
Reporting Quarter	Yearly
Date of Report	31-03-2019
Risk management committee	Not Applicable

**Annexure I****Annexure I to be submitted by listed entity on qua****I. Composition of Board of Directors**

Disclosure of notes on composition of board of directors exp

Wether the listed entity has a Regular Cha

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of appointment in the current term	Date of cessation	Tenure of director (in months)
1	Mr	C. GANAPATHY	ADTPG1985C	00735840	Executive Director	Chairperson		01-07-2016		
2	Mr	G. SURESH	ACGPS1465H	00600906	Executive Director	Not Applicable		01-09-2016		
3	Mr	M. DURAIRAJ	ALLPD7206P	02440888	Non-Executive - Independent Director	Not Applicable		26-09-2014		60
4	Mr	S.MUTHUKUMAR	AMFPM3997H	00758407	Non-Executive - Independent Director	Not Applicable		26-09-2014		60

**Annexure I to be submitted by listed entity on quarterly****I. Composition of Board of Directors****Disclosure of notes on composition of board of directors expected**

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of appointment in the current term	Date of cessation	Tenure of director (in months)	No of Directorsh in listed entities including this listed entity (Ref Regulation 25(1) of Listing Regulation)
5	Mr	S.MOHAN	APVPM9177J	00761357	Non-Executive - Independent Director	Not Applicable		26-09-2014		60	1
6	Mr	A.SANKAR	AALPS2810H	03535173	Non-Executive - Independent Director	Not Applicable		26-09-2016		60	1
7	Mrs	S.LATHA	ABDPL0710C	01793433	Non-Executive - Non Independent Director	Not Applicable		26-09-2014			1

<b>Audit Committee Details</b>					
Whether the Audit Committee has a Regular Chairperson					Yes
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointn
1	00758407	S.MUTHUKUMAR	Non-Executive - Independent Director	Chairperson	26-09-201
2	00761357	S.MOHAN	Non-Executive - Independent Director	Member	26-09-201
3	03535173	A.SANKAR	Non-Executive - Independent Director	Member	26-09-201

<b>Nomination and remuneration committee</b>					
Whether the Nomination and remuneration committee has a Regular Chairperson					Yes
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointn
1	00758407	S.MUTHUKUMAR	Non-Executive - Independent Director	Chairperson	26-09-201
2	00761357	S.MOHAN	Non-Executive - Independent Director	Member	26-09-201
3	03535173	A.SANKAR	Non-Executive - Independent Director	Member	26-09-201

**Stakeholders Relationship Committee**

Whether the Stakeholders Relationship Committee has a Regular Chairperson					Yes
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment
1	00758407	S.MUTHUKUMAR	Non-Executive - Independent Director	Chairperson	26-09-201
2	00735840	C. GANAPATHY	Executive Director	Member	01-07-201
3	00761357	S.MOHAN	Non-Executive - Independent Director	Member	26-09-201
4	03535173	A.SANKAR	Non-Executive - Independent Director	Member	26-09-201

<b>Risk Management Committee</b>					
Whether the Risk Management Committee has a Regular Chairperson					
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment

<b>Corporate Social Responsibility Committee</b>					
Whether the Corporate Social Responsibility Committee has a Regular Chairperson					No
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment

<b>Other Committee</b>					
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	

## Annexure 1

### Annexure 1

#### III. Meeting of Board of Directors

Disclosure of notes on meeting of board of directors explanatory			
Sr	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the current quarter	Maximum gap between a consecutive (in number o
1	14-11-2018		
2	18-12-2018		33
3		31-03-2019	102

## Annexure 1

### IV. Meeting of Committees

Disclosure of notes on meeting of committees explained

Sr	Name of Committee	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (Yes/No)	Requirement of Quorum met	Date(s) of meeting of the committee in the previous quarter	Maximum between any consecutive meetings number of days
1	Audit Committee	31-03-2019	Yes		14-11-2018	136
2	Stakeholders Relationship Committee	31-01-2019	Yes		14-11-2018	77

## Annexure 1

### V. Related Party Transactions

Sr	Subject	Compliance status (Yes/No/NA)	If status complia
1	Whether prior approval of audit committee obtained	Yes	
2	Whether shareholder approval obtained for material RPT	NA	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	

## Annexure 1

### VI. Affirmations

Sr	Subject
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top entities)
6	The committee members have been made aware of their powers, role and responsibilities specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
7	The meetings of the board of directors and the above committees have been conducted in a manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.

**Annexure 1**

Sr	Subject	Compliance status
1	Name of signatory	GOVIND M JOSHI
2	Designation	Company Secretary and Compliance Officer

## Annexure II

**Annexure II to be submitted by listed entity at the end of the financial year (for the**

### **I. Disclosure on website in terms of Listing Regulations**

Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here
1	Details of business	Yes	
2	Terms and conditions of appointment of independent directors	Yes	
3	Composition of various committees of board of directors	Yes	
4	Code of conduct of board of directors and senior management personnel	Yes	
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	
6	Criteria of making payments to non-executive directors	Yes	
7	Policy on dealing with related party transactions	Yes	
8	Policy for determining 'material' subsidiaries	NA	
9	Details of familiarization programmes imparted to independent directors	Yes	

## Annexure II

Annexure II to be submitted by listed entity at the end of the financial year (for the

### I. Disclosure on website in terms of Listing Regulations

Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance to be given here.
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	
11	email address for grievance redressal and other relevant details	Yes	
12	Financial results	Yes	
13	Shareholding pattern	Yes	
14	Details of agreements entered into with the media companies and/or their associates	Yes	
15	New name and the old name of the listed entity	NA	

## Annexure II

### II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If s nor her
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	
2	Board composition	17(1)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Review of Compliance Reports	17(3)	Yes	
5	Plans for orderly succession for appointments	17(4)	Yes	
6	Code of Conduct	17(5)	Yes	
7	Fees/compensation	17(6)	Yes	
8	Minimum Information	17(7)	Yes	
9	Compliance Certificate	17(8)	Yes	
10	Risk Assessment & Management	17(9)	NA	

## Annexure II

### II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status complian
11	Performance Evaluation of Independent Directors	17(10)	Yes	
12	Composition of Audit Committee	18(1)	Yes	
13	Meeting of Audit Committee	18(2)	Yes	
14	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
15	Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes	
16	Composition and role of risk management committee	21(1),(2), (3),(4)	Yes	
17	Vigil Mechanism	22	NA	
18	Policy for related party Transaction	23(1),(5), (6),(7) & (8)	Yes	
19	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
20	Approval for material related party transactions	23(4)	Yes	

## Annexure II

### II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If not given
21	Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes	
22	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3), (4),(5) & (6)	Yes	
23	Maximum Directorship & Tenure	25(1) & (2)	Yes	
24	Meeting of independent directors	25(3) & (4)	Yes	
25	Familiarization of independent directors	25(7)	Yes	
26	Memberships in Committees	26(1)	Yes	
27	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
28	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
29	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
	Any other information to be provided - Add Notes			

**Annexure II**

1	Name of signatory	GOVIND M JOSHI
2	Designation	Company Secretary and Compliance Officer

## Annexure II

### III. Affirmations

Sr	Particulars
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied
	Any other information to be provided

**Annexure II**

1	Name of signatory	GOVIND M JOSHI
2	Designation	Company Secretary and Compliance Officer

### Signatory Details

Name of signatory	GOVIND M JOSHI
Designation of person	Company Secretary and Compliance Officer
Place	Coimbatore
Date	09-04-2019