

28th May, 2024

To

The Listing Department
BSE Limited
Phiroze Jeejeebhopy Towers
Dalal Street,
Mumbai – 400 001

Dear Sir/Madam,

Sub: Secretarial Compliance Report - Reg

Ref: Scrip Code: 531489

We are herewith submitting the Secretarial Compliance Report for the year ended 31st March, 2024 pursuant to Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 issued by Mrs. Mekala L, Practicing Company Secretary, Coimbatore.

We request you to take this on Record.

Thanking you,

Yours faithfully,

For **CG-VAK SOFTWARE AND EXPORTS LIMITED**

Harcharan J
Company Secretary



Encl: As above

**SECRETARIAL COMPLIANCE REPORT OF M/S CG-VAK SOFTWARE AND
EXPORTS LIMITED FOR THE YEAR ENDED 31.03.2024**

We have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by **M/s CG-VAK SOFTWARE AND EXPORTS LIMITED** (hereinafter referred as 'the listed entity'), having its Registered Office at 171, Mettupalayam Road, Coimbatore – 641043. Secretarial Review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and to provide our observations thereon.

Based on our verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, we hereby report that the listed entity has, during the review period covering the financial year ended on 31.03.2024 complied with the statutory provisions listed hereunder in the manner and subject to the reporting made hereinafter :

We have examined:

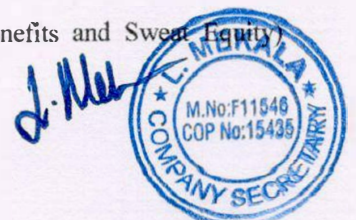
- (a) all the documents and records made available to us and explanation provided by **M/s CG-VAK SOFTWARE AND EXPORTS LIMITED** ("the listed entity),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31.03.2024 ("Review Period") in respect of compliance with the provisions of :

- a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **Not Applicable during the year under Review**
- c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **Not Applicable during the year under Review**
- e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **Not Applicable during the year under Review**



- f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; Not Applicable during the year under Review
- g) Securities and Exchange Board of India (Issue and Listing of Non- Convertible and Redcmable Preference Shares) Regulations.2021; Not Applicable during the year under Review
- h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- i) Securities and Exchange Board of India (Registrar to an Issue and Share Transfer Agents) Regulations, 1993 to the extent applicable;
- j) The provisions of Securities and Exchange Board of India (Delisting of Equity Shares) Regulations,2021 : Not Applicable during the year under Review

and based on the above examination, and verification of the documents and records produced to us and according to the information and explanations given to us by the Company

We hereby report that, during the Review Period the compliance status of the listed entity is appended below:

Sr No	Particulars	Compliance Status (Yes/No/NA)	Observations / Remark by PCS
1.	<u>Secretarial Standards:</u> The compliances of the Company are in accordance with the with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI)	Yes	Nil
2.	<u>Adoption and timely updation of the Policies:</u> <ul style="list-style-type: none">All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the Company.All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations/ circulars/ guidelines issued by SEBI	Yes	Nil



3.	<p><u>Maintenance and disclosures on Website:</u></p> <ul style="list-style-type: none"> • The Company is maintaining a functional website • Timely dissemination of the documents/ information under a separate section on the website • Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which redirects to the relevant document(s)/ section of the website 	Yes	Nil
4.	<p><u>Disqualification of Director:</u></p> <p>None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013</p>	Yes	Nil
5.	<p><u>Examined the details related to Subsidiaries of the Company:</u></p> <p>(a) Identification of material subsidiary companies</p> <p>(b) Requirements with respect to disclosure of material as well as other subsidiaries</p>	Yes	Nil
6.	<p><u>Preservation of Documents:</u></p> <p>The Company is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015</p>	Yes	Nil
7.	<p><u>Performance Evaluation :</u></p> <p>The Company has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations</p>	Yes	Nil



8.	<p><u>Related Party Transactions:</u></p> <p>(a) The Company has obtained prior approval of Audit Committee for all Related party transactions</p> <p>(b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved / ratified / rejected by the Audit Committee, in case no prior approval has been obtained</p>	Yes	Nil
9.	<p><u>Disclosure of events or information:</u></p> <p>The Listed entity provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.</p>	Yes	Nil
10.	<p><u>Prohibition of Insider Trading:</u></p> <p>The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.</p>	Yes	Nil
11.	<p>Actions taken by SEBI or Stock Exchange(s), if any:</p> <p>No action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder except as provided under separate paragraph herein (**).</p>	Yes	Nil
12.	<p><u>Resignation of Statutory Auditors from the Listed Entity or its material subsidiaries:</u></p> <p>In case of any resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiaries has / have complied with</p>	Not such events Occurred during the Period	



	paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliances with the provisions of the LODR Regulations by Listed Entities.		
12.	Additional Non-compliances, if any: No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.	Not Applicable	

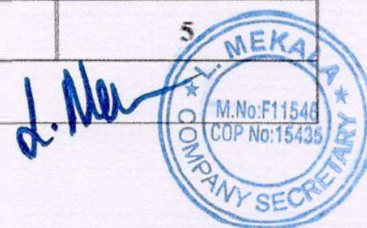
a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

Sr.No	Compliance Requirement (Regulations circulars guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action taken by the company, if any
(1)	(2)	(3)	(4)	(5)
NIL				

Type of Action Advisory / Clarification / Fine / Show Cause Notice / Warning, etc.	Details of violation	Fine Amount	Observations remarks of the Practicing Company Secretary, if any.	Management Response	Remarks
(5)	(6)	(7)	(8)	(9)	(10)
NIL					

b) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr.No	Compliance Requirement (Regulations! circulars! guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action taken by the Company, if any
1	2	3	4	5
NIL				



Type of Action Advisory / Clarification / Fine / Show Cause Notice / Warning, etc.	Details of violation	Fine Amount	Observations remarks of the Practising Company Secretary, if any.	Management Response	Remarks
6	7	8	9	10	11
			NIL		

Place: Coimbatore
Date: 28/05/2024

Signature:
Name of the Practising Company Secretary:

L. Mekala L
MEKALA L

FCS No. **11546**

CP No. **15435**

Peer Review No. **3658/2023**

UDIN:

F011546F000464955

