



CG-VAKTM
SOFTWARE & EXPORTS LTD



29.05.2019

To

The Listing Department,
Bombay Stock Exchange Ltd.
PhiirozeJeejeebhoy Towers,
Mumbai-400001.

Sub: Annual Secretarial Compliance Report for the year ended 31ST March 2019.

Ref: SEBI circular CIR/CFD/CMD1/27/2019 dated February 8. 2019

With reference to the above subject and in compliance with the circular under reference please find enclosed the **Annual Secretarial Compliance Report** duly signed by the Practicing Company Secretary for the **year ended 31.03.2019**.

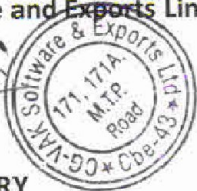
Kindly take the same on record.

Thanking You,

Yours Truly,

For CG-Vak Software and Exports Limited

GOVIND M JOSHI
COMPANY SECRETARY



Encl :As above

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

Mobile : 98944 36123
Phone : 0422 4385670
E-mail : kala.secretary@gmail.com

**SECRETARIAL COMPLIANCE REPORT OF CG-VAK SOFTWARE AND
EXPORTS LIMITED FOR THE YEAR ENDED 31.03.2019.**

I, Manimekala V Raj, Practising Company Secretary, have examined:

- (a) the documents and records made available to me and explanation provided by **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 **31.03.2019** ("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 (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (c) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (d) Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996;
- (e) Securities and Exchange Board of India (Registrar to an Issue and Share Transfer Agents) Regulations, 1993 to the extent applicable;



- (f) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; Not Applicable during the year under Review
- (g) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; Not Applicable during the year under Review
- (h) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; Not Applicable during the year under Review
- (i) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; Not Applicable during the year under Review
- (j) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; Not Applicable during the year under Review

and based on the above examination, I hereby report that, during the Review Period:

- (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)	Deviations	Observations/ Remarks of the Practicing Company Secretary
NIL			

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/guidelines issued thereunder insofar as it appears from my/our examination of those records.
- (c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI



through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No.	Action taken by	Details of violation/discrepancies	Details of action taken e.g. fines, warning letter, debarment, etc.	Observations/remarks of the Practicing Company Secretary, if any.
1.	SEBI	<p>With regard to disclosures made by the listed entity :</p> <p>(i) On 29.05.2017, in respect of Audited Financial results for the financial year ended 31.03.2017, the Company had filed the unmodified opinion of its Auditors in Form A co-signed by its CEO/CFO and the Auditors whereas Form A had been rescinded by SEBI vide circular dated 27.05.2016. and</p> <p>(ii) On 14.02.2018, in respect of the quarterly financial results for the quarter ended 31.12.2017, the Company and the Auditors had erroneously stated that they have not reviewed the financial results for the quarter ended 31.12.2017 (instead of 31.12.2016) as per Ind - AS.</p>	<p>On 13.07.2018 SEBI issued a caution letter advising the Company and its Auditors to exercise caution to avoid errors in critical documents.</p>	<p>(i) In response to a mail received by the Company on 28.07.2017 from BSE calling for correction in the format of unmodified opinion of the Auditors the same was corrected and submitted to the BSE on 05.08.2017.</p> <p>(ii) In response to a mail received by the Company on 12.03.2018 from BSE calling for correction in the dates the same was corrected and submitted to the BSE on 22.03.2018.</p> <p>SEBI in its letter dated 13.07.2018 had advised the Company to disseminate its caution letter to BSE and place it before the next Board Meeting. Accordingly, the Company disseminated SEBI's caution letter to BSE on 23.07.2018 and placed it before the Board of Directors at their meeting held on 13.08.2018.</p>



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

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended...(The years are to be mentioned)	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
NIL				

Manimekala

MANIMEKALA V RAJ

FCS No.:5163

C P No.:3789

Place: Coimbatore

Date: 21.05.2019

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