

29<sup>th</sup> August, 2019

To

The Department of Corporate Services  
The BSE Limited  
Floor 25, P.J.Towers  
Dalal Street  
Mumbai – 400 001

Dear Sirs,

**Sub: Submission of Notice of 24<sup>th</sup> Annual General Meeting of the Company to be held on Monday the 23<sup>rd</sup> September, 2019 at 3.00 P.M at Ardra Hall, Kaanchan, 9, North Huzur Road, Coimbatore -641 018.**

**Ref: Scrip Code: 531489**

We wish to inform the Exchange that the 24<sup>th</sup> Annual General Meeting of the Company will be held on Monday the 23<sup>rd</sup> September, 2019 at 3.00 P.M at Ardra Hall, Kaanchan, 9, North Huzur Road, Coimbatore -641 018.

We are submitting herewith the Notice of the 24<sup>th</sup> Annual General Meeting of the Company as per Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

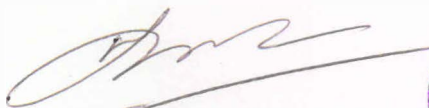
The Register of Members and the Share Transfer Books of the Company will remain closed from Tuesday, the 17<sup>th</sup> September, 2019 to Monday, the 23<sup>rd</sup> September, 2019 (both days inclusive), for the purpose of AGM and payment of Dividend.

Kindly acknowledge the receipt of the same.

Thanking you.

Yours faithfully,

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



G. Suresh  
**Managing Director & CEO**



Encl: As above

**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 24<sup>th</sup> Annual General Meeting of **CG-VAK SOFTWARE AND EXPORTS LIMITED** will be held on Monday the 23<sup>rd</sup> day of September, 2019 at 3.00 PM at Ardra Hall, Kaanchan, 9, North Huzur Road, Coimbatore -641 018, to transact the following business:

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the Standalone and Consolidated Audited Financial Statements of the Company for the year ended 31<sup>st</sup> March, 2019 including audited Balance Sheet as at 31<sup>st</sup> March, 2019 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 thought fit, to pass, with or without modifications, the following resolutions as an ORDINARY RESOLUTION.

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and 160 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enforcement thereof for the time being in force), the relevant provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. R. Jayaraman (DIN: 08467922), who was appointed as an Additional Director of the Company by the Board of Directors on 09<sup>th</sup> August 2019 and who in terms of section 161 of the Companies act 2013 holds office upto the date of this Annual General Meeting and who is eligible for appointment as Director and in respect to whom a notice has been received from a member proposing his candidature as a Director and who has also given his consent for his appointment as an Independent Director of the Company and has also submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and who is eligible for appointment, be and is hereby appointed as a Non-Executive Independent Director of the Company, to hold office for a term of five consecutive years, with effect from 23<sup>rd</sup> September, 2019 and is not liable to retire by rotation.”

5. To consider and thought fit, to pass, with or without modifications, the following resolutions as an ORDINARY RESOLUTION.

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and 160 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enforcement thereof for the time being in force), the relevant provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. S. Padmanabhan (Din: 08467788), who was appointed as an Additional Director of the Company by the Board of Directors on 09<sup>th</sup> August 2019 and who in terms of

Section 161 of the Companies Act, 2013 holds office upto the date of this Annual General Meeting and who is eligible for appointment as Director and in respect to whom a notice has been received from a member proposing his candidature as a Director and who has also given his consent for his appointment as an Independent Director of the Company and has also submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and who is eligible for appointment, be and is hereby appointed as a Non-Executive Independent Director of the Company, to hold office for a term of five consecutive years, with effect from 23<sup>rd</sup> September, 2019 and is not liable to retire by rotation.”

6. To consider and thought fit, to pass, with or without modifications, the following resolutions as SPECIAL RESOLUTION.

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and 160 and other applicable provisions of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enforcement thereof for the time being in force), Regulation 17(1A) and other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Dr. S. Thamburaj (DIN: 08467884), in respect to whom a notice has been received from a member proposing his candidature as a Director and who has given his consent for his appointment as an Independent Director of the Company and has also submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and who is eligible for appointment, be and is appointed as an Independent Director of the Company, to hold office for a term of five consecutive years, with effect from 23<sup>rd</sup> September, 2019 and is not liable to retire by rotation.”

7. 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 149, 152 and read with other applicable provisions of the Companies Act, 2013 (the Act) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including statutory modification(s) or reenactment(s) thereof, for the time being in force), Mr. C. Ganapathy (DIN: 00735840), who held the office of Executive Chairman upto 30th June 2019, be and is hereby appointed as Non Executive Non Independent Director (Designated as Non - Executive Chairman) w.e.f. 01st July 2019 liable to retire by rotation.

**“RESOLVED FURTHER THAT** pursuant to the Regulations 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2018 (Amendment Regulations, 2018), the consent of the members of the Company is be and hereby accorded to continue the Directorship of Mr. C. Ganapathy (DIN: 00735840), who has attained the age of 80 years.

8. To consider and if though fit, to pass 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 01<sup>st</sup> September 2019 to 31<sup>st</sup> August 2022 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. 15,00,000/- 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 i.e., 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.”

9. To consider and if thought fit, to pass with or without modification(s), the following Resolution as a SPECIAL RESOLUTION.

**“RESOLVED THAT** pursuant to the provisions of Section 13 and other applicable provisions, if any, of Companies Act 2013, and the rules framed there under, consent of the shareholders of the Company be and is hereby accorded, subject to the approval of the Registrar of Companies, to alter Clause III (A) of the Memorandum of Association of Company by adding a new sub clause (3) after the existing sub clause (2) as stated hereunder:

3. To carry on the business of generating electrical power by non-conventional methods by the use of wind, solar, tidal waves, biomass and waste materials and any other non conventional methods as may be developed from time to time and in this connection to purchase, own, control, take on lease, improve, develop, manage and operate, wind mills, solar power plants, wind farms, solar and wind farms, energy conservation projects, power houses transmission and distribution systems for generation, distribution, transmission and supply of solar, wind and electrical energy and to buy, sell, supply, exchange, market and deal in electrical power generated by the abovementioned non-conventional methods to the State Electricity Board, State Government, Appropriate Authorities, Licensees Specific Industrial Units, industrial and other consumers whether commercial, agricultural, household and any other purpose in India in any area to be specified by the State Government, Central Government, Local Authority, State Electricity Board and any other Competent Authority in accordance with the provisions of The Electricity Act, 2003 and any Statutory modifications or re-enactment thereof and rules made thereunder or any other relevant Act/legislation.

**NOTES**

1. **ANY MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER. THE INSTRUMENT APPOINTING THE PROXIES SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN 48 HOURS BEFORE THE MEETING.**
2. Members/proxies/representatives should bring the Attendance Slip, duly filed in for attending the meeting.
3. 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 for item no. 4 to 8.
4. The Register of Members and the Share Transfer Books of the Company will remain closed from **Tuesday, the 17<sup>th</sup> September, 2019 to Monday, the 23<sup>rd</sup> September, 2019 (both days inclusive)**.
5. The dividend if declared at the Annual General Meeting will be paid within 30 days from the date of the Annual General Meeting.
6. 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, Kanapathy Towers, 3<sup>rd</sup> Floor, 1391/A-1 Sathy Road, Ganapathy, Coimbatore 641 006**, our Registrar & Share Transfer Agents. Please quote your Folio Number and our Company's name in all your correspondence.
7. 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.
8. The practice of distributing copies of Annual Reports at the Annual General Meeting has been discontinued in view of the high cost of paper and printing. Shareholders are therefore, requested to bring their copy of the Annual Report to the meeting.
9. 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 2012-13, 2013-14, 2014-15, 2015-16, 2016-17 and 2017-18 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 with complete details.
10. The Notice of the Meeting is also displayed/posted on the websites of the Company [www.cgvak.com](http://www.cgvak.com) and that of Central Depository Services (India) Limited ("CDSL") [www.evotingindia.com](http://www.evotingindia.com).
11. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to offer the facility of voting through electronic means, as an alternate, to all its Members to enable them to cast their votes electronically instead of casting their vote at a Meeting. Please note that the voting through electronic means is optional for the Members. For Members who have not cast their votes by remote e-voting, facility to cast their votes at the Annual General Meeting, will be provided through Ballot Paper.
12. The Company has appointed Mrs. Manimekala V Raj, Practicing Company Secretary (Membership No. F5163), to act as the Scrutinizer for conducting the electronic voting process in a fair and transparent manner.
13. The procedure and instructions for voting through electronic means are, as follows:  
The instructions for shareholders voting electronically are as under:
  - (i) The voting period begins on 19<sup>th</sup> September, 2019 at 9:00 a.m. and ends on 22<sup>nd</sup> September, 2019 at 5.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. 16<sup>th</sup> September, 2019, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
  - (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com) during the voting period
  - (iii) Click on "Shareholders" tab.



- (iv) Now, select the “CG-VAK Software and Exports Limited” from the dropdown menu and click on “SUBMIT”
- (v) Now Enter your User ID
- For CDSL: 16 digits beneficiary ID,
  - For NSDL: 8 Character DPID followed by 8 Digits Client ID,
  - Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li> <li>In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> <li>Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field.</li> </ul>

- (ix) After entering these details appropriately, click on “SUBMIT” tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members 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.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xiii) Click on the EVSN for the relevant <CG VAK SOFTWARE AND EXPORTS LIMITED> on which you choose to vote.
- (xiv) 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.
- (xv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xvi) 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.
- (xvii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

(xviii) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.

(xix) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xx) Note for Institutional Shareholders

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporate.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details the compliance user should be created using the admin login and password. The Compliance user who would be able to link the account(s) for which they wish to vote on.
- The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto: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.

(xxi) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.co.in](http://www.evotingindia.co.in) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

14. Once the vote on the resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
15. The Scrutinizer shall immediately after the conclusion of the voting at General meeting, 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 within Three days of Conclusion of the Meeting, to the Chairman of the meeting. The Chairman shall declare the results of the voting forthwith. The results declared along with the Scrutinizer’s Report shall be placed on the Company’s website and on the website of CDSL, immediately, after the Chairman declares the result.

#### 16. 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 Companies 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 AND EXPORTS LIMITED**

Place: Coimbatore

Date : 09<sup>th</sup> August, 2019

G. Suresh

**Managing Director & CEO**

(DIN : 00600906)



**EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013****Item Nos. 4 & 5**

The Nomination and Remuneration Committee at its meeting held on 09<sup>th</sup> August 2019 has given their approval for the appointment of Mr. R. Jayaraman (DIN: 08467922) and Mr. S. Padmanabhan (DIN: 08467788), as Independent Directors of the Company subject to the recommendation by the Board to the shareholders and approval of the shareholders. Accordingly, the Board of Directors of the Company at their meeting held on 09<sup>th</sup> August 2019, have appointed them as Additional Directors, in terms of Section 161 of the Companies Act, 2013. In accordance to the provisions contained in that Section, Mr. R. Jayaraman and Mr. S. Padmanabhan hold office up to the date of this Annual General Meeting. The Company has received notice in writing pursuant to Section 160 of the Companies Act 2013, from Members signifying their intention to propose the candidature of Mr. R. Jayaraman and Mr. S. Padmanabhan for the office of Directors of the Company.

The Company has received declarations from Mr. R. Jayaraman and Mr. S. Padmanabhan stating that they meet the criteria of independence as prescribed under Sub-Section (6) of Section 149 of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations). In the opinion of the Board, they fulfil the conditions for appointment as Independent Directors and they are independent of the Management.

Mr. R. Jayaraman and Mr. S. Padmanabhan will not be paid any remuneration other than sitting fees for attending meetings of the Board and Committees thereof of which they are a member/Chairperson.

Brief profiles of Mr. R. Jayaraman and Mr. S. Padmanabhan has been included in this Notice.

A copy of the draft letter for their appointment as a Non-Executive Independent Directors setting out the terms and conditions of their appointment is available for inspection by the Members at the Registered Office of the Company during the office hours on all working days other than on Saturdays and Sundays till the date of the Annual General Meeting.

The Board of Directors considers it is in the interest of the Company to appoint Mr. R. Jayaraman and Mr. S. Padmanabhan as Non-Executive Independent Directors of the Company for a period of 5 consecutive years with effect from 23<sup>rd</sup> September, 2019.

Mr. R. Jayaraman and Mr. S. Padmanabhan are concerned and interested in the resolutions pertaining to their respective appointments. None of the other Directors and Key Managerial Personnel of the Company or their relatives, is in any way, interested or concerned, financially or otherwise, in the said resolutions.

The Board of Directors recommends the Ordinary Resolutions set forth in item No. 4 & 5 of the Notice for approval of the members.

**Item No. 6**

The Nomination and Remuneration Committee at its meeting held on 09<sup>th</sup> August, 2019 has given their approval for the appointment of Dr. S. Thamburaj (DIN: 08467884) as an Independent Director of the Company subject to the recommendation by the Board to the shareholders and approval of the shareholders. The Company has received notice in writing pursuant to Section 160 of the Companies Act 2013, from a Member signifying his intention to propose the candidature of Dr. S. Thamburaj for the office of Director of the Company and to be appointed as an Independent Director. Dr. S. Thamburaj is eligible to be appointed as Director and has given his consent to act as an Independent Director of the Company.

The Company has received a declaration from Dr. S. Thamburaj stating that he meets with the criteria of independence as prescribed under Sub-Section (6) of Section 149 of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations). In the opinion of the Board, he fulfils the conditions for appointment as an Independent Director and he is independent of the Management.

Dr. S. Thamburaj will not be paid any remuneration other than sitting fees for attending meetings of the Board and Committees thereof of which he may be a member/Chairperson. Brief profile of Dr. S. Thamburaj has been included in this Notice.

A copy of the draft letter for his appointment as an Independent Director setting out the terms and conditions of his appointment is available for inspection by the Members at the Registered Office of the Company during the office hours on all working days other than on Saturdays and Sundays till the date of the Annual General Meeting.

The Board of Directors considers it is in the interest of the Company to appoint Dr. S. Thamburaj as an Independent Director of the Company for a period of 5 consecutive years with effect from 23<sup>rd</sup> September, 2019.

None of the Directors and Key Managerial Personnel of the Company or their relatives, except Dr. S. Thamburaj, is in any way, interested or concerned, financially or otherwise, in this resolution.

In terms of Regulation 17(1A) of the SEBI(Listing obligations and Disclosure Requirements) Regulations 2015 approval of the members by way of Special Resolution is required for the appointment of Dr. S. Thamburaj as he is 80 years of age.

Regulation 17 to 27 of the SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015 is not applicable to your company since the paid up capital and networth are not exceeding the prescribed limits as per SEBI (LODR). Your company is voluntarily complying with these provisions as a part of good corporate governance.

The Board of Directors recommends the Special Resolution set out in item No. 6 of the Notice for approval of the members

#### **Item No. 7**

Mr.C.Ganapathy (DIN:00735840) was appointed as a Whole Time Director (Designated as Executive Chairman) by the shareholders at the Annual General Meeting of the Company held on 30<sup>th</sup>September, 2016 and held such office upto 30<sup>th</sup> June, 2019. The Board of Directors of the Company at its meeting held on 09<sup>th</sup>August, 2019 has appointed Mr. C.Ganapathy as Non-executive Director (Designated as Non-executive Chairman) with effect from 01<sup>st</sup>July, 2019. In terms of Regulation 17(1A) of the SEBI(Listing obligations and Disclosure Requirements) Regulations, 2015 approval of the members by way of Special Resolution is required for the appointment of Mr.C.Ganapathy as he is 80 years of age.

The terms of appointment of Mr.C.Ganapathy as the Non-executive Chairman have been approved by the Nomination and Remuneration Committee at its meeting held on 09<sup>th</sup> August, 2019 subject to the recommendation by the Board to the shareholders and approval of the shareholders.

Mr C. Ganapathy will not be paid any remuneration other than sitting fees for attending meetings of the Board and Committees thereof which he may be a member/Chairperson. Brief profile of Mr. C. Ganapathy has been included in this Notice.

Regulation 17 to 27 of the SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015 is not applicable to your company since the paid-up capital and networth are not exceeding the prescribed limits as per SEBI (LODR). Your company is voluntarily complying with these provisions as a part of good corporate governance.

Mr.C.Ganapathy, is interested in this resolution as it concerns his appointment. Mr.G.Suresh, Managing Director &

CEO and Mrs.S.Latha, Women Director are interested in this resolution as Mr.C.Ganapathy 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. 7 of the Notice for approval of the members.

**Item No. 8**

As approved by the shareholders at the 21<sup>st</sup> Annual General Meeting of the members of the Company Mr. G. Suresh (DIN: 00600906) holds office as Managing Director and CEO upto 31<sup>st</sup> August 2019. The Nomination and Remuneration Committee at its meeting held on 09<sup>th</sup> August 2019 has approved the terms of his reappointment as Managing Director and CEO for a further period of three years from 01<sup>st</sup> September 2019 to 31<sup>st</sup> August 2022 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. 8 of the notice for approval of the members.

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

<b>I. GENERAL INFORMATION</b>				
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 <sup>h</sup> December, 1994 and the Commencement of Business was dated 17 <sup>th</sup> 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)		
		<b>2018-19</b>	<b>2017-18</b>	<b>2016-17</b>
	Total Revenue	2057.71	1462.47	1171.26
	Profit/(Loss)After Tax	343.68	108.29	36.17
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**

<p>1. Background details</p>	<p>Mr.G.Suresh, Managing Director &amp; 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 &amp; Promoter of the Company.</p> <p>Mr.G.Suresh holds Directorships in the following Private Limited Company viz. Sindhu and Gowtham Securities and Investments Private Limited.</p>
<p>2. Past Remuneration (Inclusive of perquisites)</p>	<p>Rs.83,88,940/- Per Annum</p>
<p>3. Recognition or awards</p>	<p>Mr.G.Suresh has been invited regularly to speak at many forums on the Industry and the thought leadership</p>
<p>4. Job profile and his suitability</p>	<p>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 12 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 growth and stability of the Company.</p> <p>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. 15,00,000/- Per month. The details of proposed remuneration are presented in the resolution.</p> <p>Company's contribution to Provident Fund to the extent these either singly or together are not taxable under the</p>

	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.
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)	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 09 <sup>th</sup> August, 2019.
7. Pecuniary Relationship:	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 406350, 952060 and 972916 Equity Shares of Rs.10/- each, respectively as at 31.03.2019.
<b>III. OTHER INFORMATION</b>	
1. Reasons for loss or inadequacy of profits:	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.
2. Steps taken or proposed to be taken for improvement:	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.
3. Expected increase in productivity and profits in measurable terms:	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.



**Item No. 9**

The Company proposes to enter into the business of generation of energy through non conventional methods and the Directors are optimistic that this will bring in good revenues for the Company. To carry on this new business it is necessary to amend the main object clause of the Memorandum of Association so as to include the new activity . The Board of Directors at their Meeting held on 09<sup>th</sup> August, 2019, have approved the amendment to the object clause subject to the approval of the shareholders.

In accordance to the provisions of Section 13 of Companies Act, 2013, the change in the object clause requires the approval of the Shareholders by way of a Special resolution

A copy of the proposed Memorandum of Association of the Company would be made available for the inspection of the Members at the Registered office of the Company during the office hours on any working days, except Saturdays, Sundays and Public holidays, between 11:00 am to 5:00 pm, till the date of the Annual General Meeting. The above documents are also available for inspection at the venue of the Annual General Meeting.

None of the Directors, Key Managerial Persons (KMPs) of the Company or any of the relatives of such Director or KMPs, shall be considered or interested in the proposed Special Resolutions.

The Board of Directors recommends the Special Resolution set out in item No. 9 of the notice for approval of the members.

**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. 4, 5, 6, 7, & 8**

i	Name of the Director	Mr. R. Jayaraman
	DIN	08467922
	Age	61 years
	Date of appointment on Board	09.08.2019
	Date of last reappointment as an Independent Director	NA
	Expertise in specific functional areas	He was a Banker and has vast experience in Banking sector. A retired Indian Bank Branch Manager with an abundant knowledge in financial and banking sector. An expert in <ul style="list-style-type: none"> <li>&gt; General Management,</li> <li>&gt; Finance, and</li> <li>&gt; Accounting.</li> </ul>
	Qualification	MCom., CAIIB
	No.of Equity Shares held in Company	NIL
	Number of Meetings of the Board attended during the year 2018-2019	NA
	Terms and conditions of appointment or reappointment along with details of remuneration sought to be paid and the remuneration last drawn	Terms and conditions on appointment as per resolution No.4. Since Mr. R. Jayaraman is an Independent Director there is no remuneration sought to be paid. No remuneration was paid earlier. He is entitled only for the sitting fees.
	List of outside Directorships in Public /Private Companies	NIL
	Chairman/Member of the Committees of Board of Directors of the Company	NA
	Chairman/Member of the Committees of Board of Directors of other Companies in which he is a Director	NIL
	Relationship with other Directors	NIL

ii	Name of the Director	Mr. S.Padmanabhan
	DIN	08467788
	Age	64 years
	Date of appointment on Board	09.08.2019
	Date of last reappointment as an Independent Director	NA
	Expertise in specific functional areas	<p>He was a Banker and has vast experience in Banking sector. Has a wide experience in credit management, foreign exchange operations and treasury operations.</p> <p>During his time with Union Bank of India, he has headed two regions and has retired as a Deputy Zonal Head of Union Bank of India, New Delhi.</p> <p>An expert in:</p> <ul style="list-style-type: none"> <li>&gt; General Management,</li> <li>&gt; Finance, and</li> <li>&gt; Accounting.</li> </ul>
	Qualification	MCom., AICWA, CAIIB
	No. of Equity Shares held in Company	NIL
	Number of Meetings of the Board attended during the year 2018-2019	NA
	Terms and conditions of appointment or reappointment along with details of remuneration sought to be paid and the remuneration last drawn	Terms and conditions on appointment as per resolution No.5. Since Mr. S.Padmanabhan is an Independent Director there is no remuneration sought to be paid. No remuneration was paid earlier. He is entitled only for the sitting fees.
	List of outside Directorships in Public /Private Companies	NIL
	Chairman/Member of the Committees of Board of Directors of the Company	NA
	Chairman/Member of the Committees of Board of Directors of other	
	Companies in which he is a Director	NIL
	Relationship with other Directors	NIL

iv Name of the Director	Dr. S.Thamburaj
DIN	08467884
Age	80 years
Date of appointment on Board	09.08.2019
Date of last reappointment as an Independent Director	NA
Expertise in specific functional areas	He is a Doctorate in Horticulture and has a very vast experience in Research and Development. He has worked as a Deen in Horticulture Department at Tamil Nadu Agricultural University. An expert in: > Research, and > General Management
Qualification	PHD(Horticulture)
No.of Equity Shares held in Company	NIL
Number of Meetings of the Board attended during the year 2018-2019	NA
Terms and conditions of appointment or reappointment along with details of remuneration sought to be paid and the remuneration last drawn	Terms and conditions on appointment as per resolution No.6. Since Dr. S. Thamburaj is an Independent Director there is no remuneration sought to be paid. No remuneration was paid earlier. He is entitled only for the sitting fees.
List of outside Directorships in Public /Private Companies	NIL
Chairman/Member of the Committees of Board of Directors of the Company	NA
Chairman/Member of the Committees of Board of Directors of other Companies in which he is a Director	NIL
Relationship with other Directors	NIL

ii	Name of the Director	Mr. C. Ganapathy
	DIN	00735840
	Age	80 years
	Date of appointment on Board	01.12.1995
	Date of last reappointment as an Independent Director	NA
	Expertise in specific functional areas	He has 44 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 31.03.2019)
	Number of Meetings of the Board attended during the year 2018-2019	Five 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 on appointment as per resolution No.7. Since Mr. C. Ganapathy is appointed as a Non-Executive Non Independent Director (Designated Non Executive Chairman) there is no remuneration sought to be paid. Remuneration drawn earlier was (Inclusive of perquisites) Rs. 13,30,666 p.a. He is now entitled only for the sitting fees..
	List of outside Directorships in Public / Private Companies	1. G2 Technology Solutions India Private Limited. 2. Sindhu and Gowtham Securities and Investments Private Limited.
	Chairman/Member of the Committees of Board of Directors of the Company	1. 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	55 years
	Date of appointment on Board	01.09.1995
	Date of last reappointment as an Independent Director	01.09.2016
	Expertise in specific functional areas	He has 30 years of rich experience on various fields like IT, General Management, Production, Marketing and Finance.
	Qualification	B.E., M.B.A.
	No.of Equity Shares held in Company	9,52,060 Equity Shares (as on 31.03.2019)
	Number of Meetings of the Board attended during the year 2018-2019	Five 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 on reappointment and remuneration sought to be paid is as per resolution No.8 and remuneration last drawn was (Inclusive of perquisites) Rs.83,88,940/- Per Annum
	List of outside Directorships in Public / Private Companies	1. Sindhu and Gowtham Securities and Investments Private Limited.
	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 & Spouse of Mrs. S. Latha, Women Director.

(By Order of the Board)

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

Place: Coimbatore  
Date : 09<sup>th</sup> August, 2019

G. Suresh  
**Managing Director & CEO**  
(DIN : 00600906)





**CG-VAK SOFTWARE AND EXPORTS LIMITED**

Regd. Office: 171, Mettupalayam Road, Coimbatore - 641043. Tel: 0422 - 2434491 / 92 / 93.  
 Website: www.cgvak.com, E-mail Id: investorservices@cgvak.com  
 CIN: L30009TZ1994PLC005568

**PROXY FORM**

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management & Administration) Rules, 2014)

**24<sup>th</sup> ANNUAL GENERAL MEETING**

Name of the Member(s)	:	
Registered Address	:	
Email Id	:	
Folio No. / DP ID & Client ID No.	:	

I/We, being the member(s) holding..... Equity shares of CG-VAK Software and Exports Ltd., hereby appoint:

1. Name:.....Address:.....

Email Id:..... Signature:.....or failing him/her

2. Name:.....Address:.....

Email Id:..... Signature:.....or failing him/her

3. Name:.....Address:.....

Email Id:..... Signature:.....

as my / our Proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 24<sup>th</sup> Annual General Meeting of the Company to be held on Monday, 23<sup>rd</sup> September, 2019 at 3.00.p.m at Ardra Hall, Kaanchan, 9, North Huzur Road, Coimbatore – 641 018 and at any adjournment thereof in respect of resolutions as are indicated below:

I wish my above proxy to vote in the manner as indicated in the box below:

	<b>Resolutions</b>	<b>For</b>	<b>Against</b>
1.	Adoption of Audited Financial Statements of the Company for the financial year ended 31 March 2019.		
2.	Declaration of Dividend on Equity Shares of the Company.		
3.	Re-appointment of Mr. C. Ganapathy (DIN 00735840) as a Director of the Company who retires by rotation.		
4.	To Consider the appointment of Mr. R. Jayaraman (DIN: 08467922), as an Independent Director of the Company		
5.	To Consider the appointment of Mr. S. Padmanabhan (DIN: 08467788), as an Independent Director of the Company		
6.	To Consider the appointment of Mr. Dr. S.Thamburaj (DIN :08467884), as an Independent Director of the Company		
7.	Re-appointment of Mr. C. Ganapathy (DIN 00735840) as a Non-Executive Director of the Company.		
8.	Re-appointment of Mr. G. Suresh (DIN 00600906) as a Managing Director & CEO of the Company.		
9.	To amend the object clause of the Memorandum of Association of the Company		

Signed this ..... day of ..... 2019

Affix Revenue Stamp of Re.1
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Signature of the Shareholder: .....

Signature of the Proxy holder(s): .....

**Note:** Any member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a member. This form in order to be effective should be duly completed and deposited at the Registered Office of the Company at 171, Mettupalayam Road, Coimbatore - 641043, not less than 48 hours before the commencement of the Meeting. i.e. before 3.00 P.M on Saturday, the 21<sup>st</sup> September, 2019.

**CG-VAK SOFTWARE AND EXPORTS LIMITED**

Regd. Office: 171, Mettupalayam Road, Coimbatore - 641043. Tel: 0422 - 2434491/92/93.

Website: www.cgvak.com, E-mail Id: investorservices@cgvak.com

CIN: L30009TZ1994PLC005568

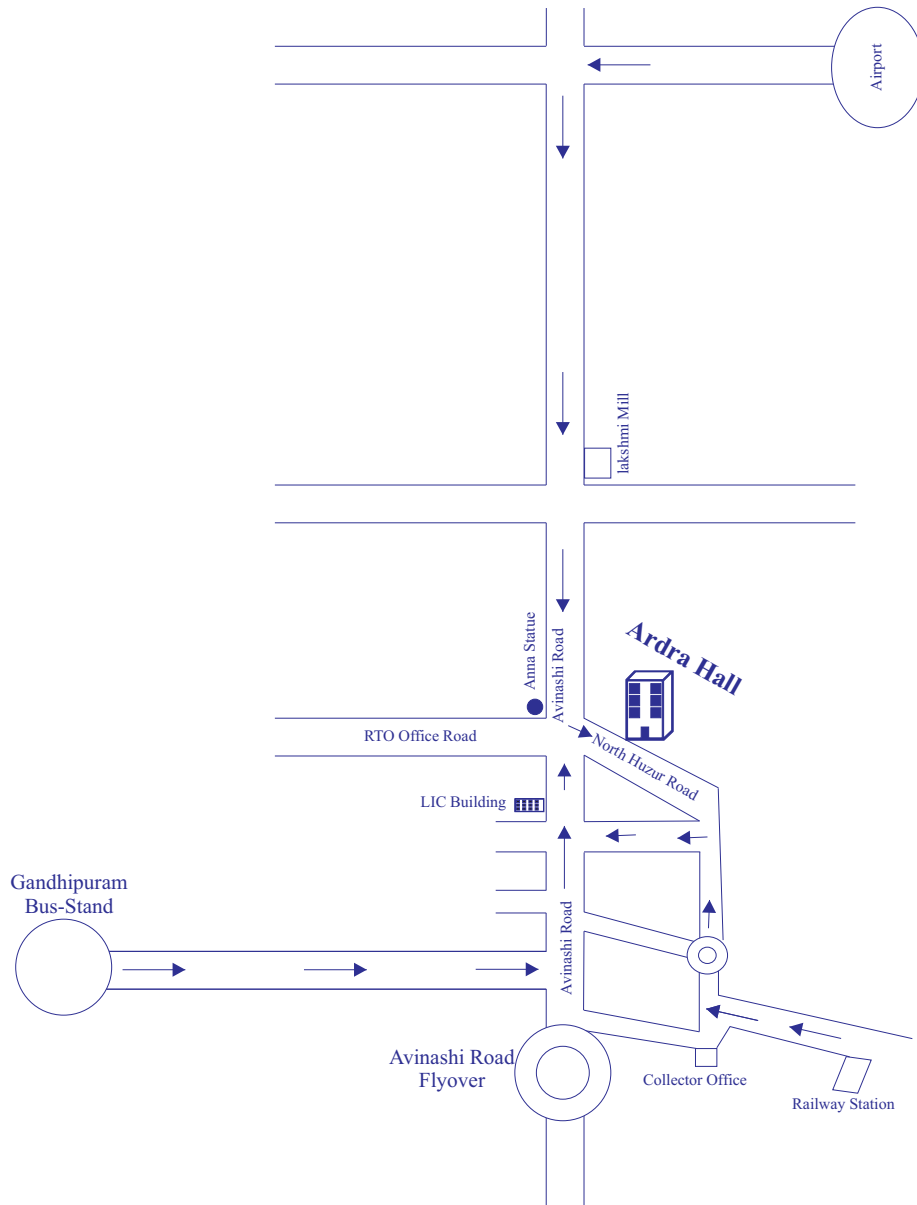
**ATTENDANCE SLIP****(To be handed over at the entrance of the Meeting Hall)****24<sup>th</sup> ANNUAL GENERAL MEETING**

I / We hereby record my presence at the 24<sup>th</sup> Annual General Meeting of the Company at Ardra Hall, Kaanchan, 9, North Huzur Road, Coimbatore – 641 018 on Monday, the 23<sup>rd</sup> September, 2019 at 3.00 p.m.

<b>Member's Folio No./ DP ID / Client ID No.</b>	
<b>Member's/Proxy's Name (in Block Letters)</b>	
<b>No. of Shares held</b>	
<b>Member's/Proxy's Signature</b>	

**Note:**

Please complete this attendance slip and hand it over at the entrance of the meeting hall.



Route Map to Ardra Hall