

03rd September, 2026

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 31st Annual General Meeting of the Company to be held on Monday the 28th September, 2026 at 3.00 P.M through Video Conferencing (VC)/ Other Audio Visual Means (OAVM).

Ref: Scrip Code: 531489

We wish to inform the Exchange that the 31st Annual General Meeting of the Company will be held on Monday the 28th September, 2026 at 3.00 P.M through Video Conferencing (VC) / Other Audio Visual Means (OAVM).

We are submitting herewith the Notice of the 31st 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 22nd September, 2026 to Monday, the 28th September, 2026 (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**

Harcharan. J
Company Secretary
(M. No. F13586)

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 31st Annual General Meeting of **CG-VAK SOFTWARE AND EXPORTS LIMITED** will be held on Monday 28th day of September, 2026 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, 2026 including audited Balance Sheet as at 31st March, 2026 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. G. Suresh (DIN 00600906), who retires by rotation, and being eligible, offers himself for reappointment.

SPECIAL BUSINESS:

4. To consider and, if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Schedule IV to the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 17 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) (including any statutory modification(s), amendment(s), re-enactment(s) or substitution(s) thereof for the time being in force), and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Mr. Vasudevan Kidambi (DIN: 05137700), who was appointed by the Board of Directors as an Additional Director (Independent Category) of the Company with effect from 5th August 2026 pursuant to Section 161 of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting, and in respect of whom the Company has received a notice in writing under Section 160 of the Act proposing his candidature for the office of Director, and who has submitted a declaration confirming that he meets the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and is eligible for appointment as an Independent Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a first term of five (5) consecutive years commencing from the date of this Annual General Meeting up to the 36th Annual General Meeting”.

“RESOLVED FURTHER THAT Mr. G. Suresh, Chairman & Managing Director and/or Mr. P. S. Subramanian, Chief Financial Officer and/or Mr. Harcharan. J, Company Secretary be and are hereby severally authorised to do all such acts, deeds, matters and things and to execute all such documents, filings and writings as may be necessary, desirable or expedient for giving effect to this resolution.”

5. To consider and, if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Schedule IV to the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 17 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) (including any statutory modification(s), amendment(s), re-enactment(s) or substitution(s) thereof for the time being in force), and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Mr. S. Muthukumar (DIN: 00758407), who was appointed by the Board of Directors as an Additional Director (Independent Category) of the Company with effect from 5th August 2026 pursuant to Section 161 of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting, and in respect of whom the Company has received a notice in writing under Section 160 of the Act proposing his candidature for the office of Director, and who has submitted a declaration confirming that he meets the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and is eligible for appointment as an Independent Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a first term of five (5) consecutive years commencing from the date of this Annual General Meeting up to the 36th Annual General Meeting”.

“RESOLVED FURTHER THAT Mr. G. Suresh, Chairman & Managing Director and/or Mr. P. S. Subramanian, Chief Financial Officer and/or Mr. Harcharan. J, Company Secretary be and are hereby severally authorised to do all such acts, deeds, matters and things and to execute all such documents, filings and writings as may be necessary, desirable or expedient for giving effect to this resolution.”

6. To consider and, if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Schedule IV to the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 17 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) (including any statutory modification(s), amendment(s), re-enactment(s) or substitution(s) thereof for the time being in force), and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Mr. Mani Ravindran (DIN: 06560730), who was appointed by the Board of Directors as an Additional Director (Independent Category) of the Company with effect from 5th August 2026 pursuant to Section 161 of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting, and in respect of whom the Company has received a notice in writing under Section 160 of the Act proposing his candidature for the office of Director, and who has submitted a declaration confirming that he meets the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and is eligible for appointment as an Independent Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a first term of five (5) consecutive years commencing from the date of this Annual General Meeting up to the 36th Annual General Meeting”.

“RESOLVED FURTHER THAT Mr. G. Suresh, Chairman & Managing Director and/or Mr. P. S. Subramanian, Chief Financial Officer and/or Mr. Harcharan. J, Company Secretary be and are hereby severally authorised to do all such acts, deeds, matters and things and to execute all such documents, filings and writings as may be necessary, desirable or expedient for giving effect to this resolution.”

7. To consider and, if thought fit, to pass the following Resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Schedule IV to the Act, the Companies

(Appointment and Qualification of Directors) Rules, 2014 and other applicable rules made thereunder, the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), including Regulation 17(1D), and other applicable statutory provisions (including any statutory modification(s), amendment(s), re-enactment(s) or substitution(s) thereof for the time being in force), and pursuant to the recommendation of the Nomination and Remuneration Committee and the approval of the Board of Directors at its Meeting held on 05th August 2026, Mr. A. Sankar (DIN: 03535173), who has submitted the requisite declarations confirming that he meets the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and is eligible for appointment as an Independent Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation in terms of Section 149(13) of the Act, to hold office for a period of five (5) consecutive years commencing from the date of this Annual General Meeting up to the conclusion of 36th Annual General Meeting.

“RESOLVED FURTHER THAT pursuant to Regulation 17(1D) of the SEBI Listing Regulations, the approval of the Members by way of this Special Resolution be and is hereby accorded for the appointment of Mr. A. Sankar (DIN: 03535173), who has attained the age of seventy-five (75) years, as an Independent Director of the Company”.

“RESOLVED FURTHER THAT Mr. G. Suresh, Chairman & Managing Director and/or Mr. P. S. Subramanian, Chief Financial Officer and/or Mr. Harcharan. J, Company Secretary be and are hereby severally authorised to do all such acts, deeds, matters and things and to execute all such documents, filings and writings as may be necessary, desirable or expedient for giving effect to this 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. Pursuant to the General Circular No. 03/2025 dated September 22, 2025, and other circulars issued in this regard, by the Ministry of Corporate Affairs (“MCA Circulars”), companies are allowed to convene their AGMs through VC / OAVM, without the physical presence of the members at a common venue. Hence, in compliance with the MCA Circulars, the AGM of the Company is being held through VC / OAVM.
3. Pursuant to the MCA Circulars read with Regulation 36 of the SEBI Listing Regulations, the requirement of sending physical copies of the AGM Notice and the Annual Report to the members has been dispensed with. Accordingly, the AGM Notice and the Annual Report (FY 2025-26) of the Company are being sent only through electronic mode to those members whose e-mail IDs are registered with the Company / Depositories. A letter is being sent to members who have not registered their email addresses with the Company or the Depositories, providing the exact access details, including the web link through which the complete AGM Notice and the Annual Report (FY 2025–26) can be accessed.
4. In compliance with the provisions of Section 108 of the Act and Rule 20 of the Companies (Management and Administration) Rules, 2014 and read with SS-2, Regulation 44 of the SEBI Listing Regulations and the MCA Circulars, the Company is providing the facility of e-voting (including remote e-voting) to its members in respect of the businesses to be transacted at the AGM. For this purpose, the Company has entered into an agreement with CDSL for facilitating voting through electronic means, as the authorized agency. The facility to cast votes by a member using remote e-voting system during the remote e-voting period as well as e-voting during the AGM will be provided by CDSL.

5. 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.
6. 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.
7. As the AGM will be conducted through VC / OAVM, **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.
8. The Notice of the AGM along with the 31st 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.
9. Dispatching of physical copies of the financial statements (including Notice, Board's report, Auditor's report or other documents required to be attached therewith), has been dispensed with. Such statements are being sent only by email to the members, trustees for the debenture-holders and to all other persons so entitled. The Annual Report will also be made available on the Company's Website - www.cgvak.com and at the website of the BSE Limited, where the Company's shares are listed and CDSL's e-voting portal at <https://www.evotingindia.com>.
10. The Register of Members and the Share Transfer Books of the Company will remain closed from **Tuesday, the 22nd September, 2026 to Monday, the 28th September, 2026 (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. MUFG Intime India Private 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 2018-19, 2019-20, 2020-21, 2021-22, 2022-23, 2023-24 and 2024-25 are 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 REAS UNDER:

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

The voting period begins on 24th September, 2026 at 09.00 am and ends on 27th September, 2026 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, 2026 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(i) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

(ii) 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.

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

(iii) 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.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	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/myeasitoken/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/myeasitoken/home/login 4) 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 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.
Individual Shareholders holding securities in Demat mode with NSDL	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 3) 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

Type of shareholders	Login Method
	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. 4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evoting_login.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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 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.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	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.

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 toll free no. 1800 21 09911
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 022-48867000 and 022-24997000

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(i) 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) 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. 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.

- (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. 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 atleast **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 cast 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 coimbatore@in.mpms.mufg.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 call toll free no. 1800225533.

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 toll free no. 1800225533.

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, M/s. MUFG Intime India Private 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 www.in.mpms.mufg.com), to avail the benefit of non-deduction of tax at source by e-mail to coimbatore@in.mpms.mufg.com on or before the end of the business hours of 21.09.2026. 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 e-mail to coimbatore@in.mpms.mufg.com. The above declarations and documents need to be submitted by the members on or before the end of business hours of 21.09.2026

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 : 05th August, 2026

Harcharan J
Company Secretary
M.No.F13586

EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013**Item No. 4**

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors at its Meeting held on 5th August 2026 appointed Mr. Vasudevan Kidambi (DIN: 05137700) as an Additional Director in the capacity of an Independent Director of the Company with effect from 05th August 2026, pursuant to Section 161 of the Companies Act, 2013 (“the Act”).

Pursuant to the provisions of Section 161 of the Act, Mr. Vasudevan Kidambi (DIN: 05137700) holds office up to the date of this Annual General Meeting. The Company has received the requisite notice under Section 160 of the Act proposing his candidature for the office of Director, along with the necessary declarations and confirmations, including the declaration that he meets the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In the opinion of the Board, Mr. Vasudevan Kidambi (DIN: 05137700) fulfils the conditions specified under the Act and the SEBI Listing Regulations for appointment as an Independent Director and is independent of the management. Accordingly, the Board recommends his appointment as an Independent Director of the Company, not liable to retire by rotation, for a period of five consecutive years commencing from the date of this Annual General Meeting up to the conclusion of the 36th Annual General Meeting.

Except Mr. Vasudevan Kidambi and his relatives, none of the Directors, Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the Resolution set out at Item No. 4 of the Notice.

The Board recommends the Special Resolution set out at Item No. 4 for approval of the Members.

Item No. 5

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors at its Meeting held on 5th August 2026 appointed Mr. S. Muthukumar (DIN: 00758407) as an Additional Director in the capacity of an Independent Director of the Company with effect from 05th August 2026, pursuant to Section 161 of the Companies Act, 2013 (“the Act”).

Pursuant to the provisions of Section 161 of the Act, Mr. S. Muthukumar (DIN: 00758407) holds office up to the date of this Annual General Meeting. The Company has received the requisite notice under Section 160 of the Act proposing his candidature for the office of Director, along with the necessary declarations and confirmations, including the declaration that he meets the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In the opinion of the Board, Mr. S. Muthukumar (DIN: 00758407) fulfils the conditions specified under the Act and the SEBI Listing Regulations for appointment as an Independent Director and is independent of the management. Accordingly, the Board recommends his appointment as an Independent Director of the Company, not liable to retire by rotation, for a period of five consecutive years commencing from the date of this Annual General Meeting up to the conclusion of the 36th Annual General Meeting.

Except Mr. S. Muthukumar and his relatives, none of the Directors, Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the Resolution set out at Item No. 5 of the Notice.

The Board recommends the Special Resolution set out at Item No. 5 for approval of the Members.

Item No. 6

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors at its Meeting held on 5th August 2026 appointed Mr. Mani Ravindran (DIN: 06560730) as an Additional Director in the capacity of an Independent Director of the Company with effect from 05th August 2026, pursuant to Section 161 of the Companies Act, 2013 (“the Act”).

Pursuant to the provisions of Section 161 of the Act, Mr. Mani Ravindran (DIN: 06560730) holds office up to the date of this Annual General Meeting. The Company has received the requisite notice under Section 160 of the Act proposing his candidature for the office of Director, along with the necessary declarations and confirmations, including the declaration that he meets the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In the opinion of the Board, Mr. Mani Ravindran (DIN: 06560730) fulfils the conditions specified under the Act and the SEBI Listing Regulations for appointment as an Independent Director and is independent of the management. Accordingly, the Board recommends his appointment as an Independent Director of the Company, not liable to retire by rotation, for a period of five consecutive years commencing from the date of this Annual General Meeting up to the conclusion of the 36th Annual General Meeting.

Except Mr. Mani Ravindran and his relatives, none of the Directors, Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the Resolution set out at Item No. 6 of the Notice.

The Board recommends the Special Resolution set out at Item No. 6 for approval of the Members.

Item No. 7

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors at its Meeting held on 05th August 2026 recommended the appointment of Mr. A. Sankar (DIN: 03535173) as an Independent Director of the Company for a period of five (5) consecutive years commencing from the date of this Annual General Meeting up to the conclusion of the 36th Annual General Meeting.

The Company has received from Mr. A. Sankar the requisite declarations and confirmations, including a declaration that he meets the criteria of independence prescribed under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”). In the opinion of the Board, Mr. A. Sankar fulfils the conditions specified under the Companies Act, 2013 and the SEBI Listing Regulations for appointment as an Independent Director and is independent of the management.

As Mr. A. Sankar has attained the age of seventy-five (75) years, his appointment as an Independent Director is subject to the approval of the Members by way of a Special Resolution in terms of Regulation 17(1D) of the SEBI Listing Regulations.

Except Mr. A. Sankar and his relatives, none of the Directors, Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the Resolution set out at Item No. 7 of the Notice.

The Board recommends the Special Resolution set out at Item No. 7 of the Notice for approval by 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. 3, 4, 5, 6 & 7.

ITEM No.3 :

Name of the Director	Mr. G. Suresh
DIN	00600906
Age	61 years
Date of appointment on Board	01/09/1995
Date of last reappointment	01/09/2025
Expertise in specific functional areas	Business
Qualification	B.E., M.B.A,
No. of Equity Shares held in Company	13,58,410 Equity Shares (as on 31.03.2026)
Number of Meetings of the Board attended during the year 2025-2026	Five Board Meetings
Terms and conditions of appointment or reappointment along with details of remuneration sought to be paid and the remuneration last drawn	Mr. G. Suresh was reappointed as Managing Director & CEO of the Company on 01.09.2025 on a remuneration of Rs.30 Lakhs per month and perquisites which is equal to 4 months of salary.
List of outside Directorships in Public/Private Companies	G2 Green Energy India 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	Spouse of Mrs. S. Latha, Non-Executive Women Director.

ITEM No.4 :

Name of the Director	Mr. Vasudevan Kidambi
DIN	05137700
Age	61 years
Date of appointment on Board	05/08/2026
Date of last reappointment	NA
Expertise in specific functional areas	Mr. Vasudevan Kidambi is a Business Transformation Strategist, ESG Practitioner and Generative AI Leadership Coach with over three decades of corporate leadership and consulting experience across India, the Middle East, Africa and international markets. He has extensive experience in corporate strategy, business transformation, governance, operational excellence, digital transformation, financial performance improvement and organizational capability building. He has held leadership positions with multinational organizations and has advised businesses across diverse industry sectors on strategy, governance and sustainable growth. An expert in: • Corporate Strategy and Business Transformation • Corporate Governance and Board Advisory • ESG and Sustainability • Digital Governance and Artificial Intelligence • Risk Management and Operational Excellence • Financial Performance Improvement and • Leadership Development and Organizational Capability Building
Qualification	M.Sc., MBA
No. of Equity Shares held in Company	2,500 Equity Shares
Number of Meetings of the Board attended during the year 2025-2026	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. Vasudevan Kidambi 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	Navo Informatica 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	NIL

ITEM No.5 :

Name of the Director	Mr. S.Muthukumar
DIN	00758407
Age	65 years
Date of appointment on Board	05/08/2026
Date of last reappointment	NA
Expertise in specific functional areas	Mr. Muthukumar is a businessman with an Engineering graduation and Master in Business Administration. He has a vast experience in running warehousing businesses for over 30 years. An expert in: • General Management • Finance • Accounting and • Logistics.
Qualification	B.Sc., B.E., MBA
No. of Equity Shares held in Company	2500 Equity Shares
Number of Meetings of the Board attended during the year 2025-2026	NIL
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. Muthukumar 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	NIL
Chairman/Member of the Committees of Board of Directors of other Companies in which he is a Director	NIL
Relationship with other Directors	NIL.

ITEM No. 6 :

Name of the Director	Mr. Mani Ravindran
DIN	06560730
Age	61 years
Date of appointment on Board	05/08/2026
Date of last reappointment	NA
Expertise in specific functional areas	Mr. Mani Ravindran is a businessman with 40 years of experience in retail distribution, institutional sales, FMCG and telecom businesses. He has extensive experience in managing large-scale distribution networks, sales operations, supply chain management and business development. He has successfully handled reputed brands across the FMCG, consumer electronics and telecom sectors and possesses strong expertise in retail marketing and channel management. An expert in: • General Management • Sales and Marketing • Distribution and Channel Management • Supply Chain Management • Business Development and • Retail Operations
Qualification	B.Com
No. of Equity Shares held in Company	NIL
Number of Meetings of the Board attended during the year 2025-2026	NIL
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 Mr. Mani Ravindran 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	Radiant Kailash Agencies 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	NIL.

ITEM No. 7 :

Name of the Director	Mr. A. Sankar
DIN	03535173
Age	77 years
Date of appointment on Board	05/08/2026 / Effective from 28.09.2026*
Date of last reappointment	NA
Expertise in specific functional areas	Mr. A. Sankar was a Banker and has vast experience in Banking sector. A retired Indian Bank Manager with an abundant knowledge in financial & banking sector. An expert in: • General Management, • Accounting and • Finance
Qualification	B.A
No. of Equity Shares held in Company	NIL
Number of Meetings of the Board attended during the year 2025-2026	NIL
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. A. Sankar 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	NIL
Chairman/Member of the Committees of Board of Directors of other Companies in which he is a Director	NIL
Relationship with other Directors	NIL.

* on approval of shareholder at the 31 st Annual General Meeting.

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

Place: Coimbatore
Date : 05th August, 2026

Harcharan J
Company Secretary
M.No.F13586