

An ISO 9001: 2008 Certified Company

16<sup>th</sup> Annual Report 2011

# **ANNUAL REPORT 2011**



# **BOARD OF DIRECTORS**

# **AUDITORS**

Mr.C. Ganapathy, B.Sc., (Agri.) M/s. S.Lakshminarayanan Associates

Chairman **Chartered Accountants** 

"Lakshya"

1056/1, Avinashi Road Mr.M. Durairaj, M.Sc., B.Ed., Coimbatore 641 018 Director

Mr.S. Mohan, B.E.

Director

**BANKERS** Mr.S. Muthukumar B.Sc., B.E. State Bank of India

Commercial Branch Director

1443, Trichy Road Mr.A.Sankar B.A

P.B.No. 3902

Director Coimbatore - 641 018 (w.e.f. 30.05.2011)

Mr.G.Suresh, B.E., M.B.A

Managing Director

# **REGISTRARS & SHARE TRANSFER AGENTS**

S.K.D.C. Consultants Limited Kanapathy Towers, 3rd Floor 1391/A-1 Sathy Road, Ganapathy Coimbatore - 641 006

### REGISTERED OFFICE

171, Mettupalayam Road Coimbatore - 641 043 **INDIA** 

#### **CONTENTS SUBSIDIARY**

CG-VAK Software USA Inc.,	Notice to Shareholders	-	2
1661, Tice Valley Blvd,	Directors' Report	-	5
Suite#101, Walnut Creek,	Corporate Governance	-	8
California - 94595	Auditors' Report	-	16
	Balance Sheet	-	18
CG-VAK Software USA Inc.,	Profit & Loss Account	-	19
100, Overlook Centre	Schedules	-	20
2nd Floor	Cash Flow Statement	-	29
Princeton	Auditors' Report on Consolidated Financial Statement	-	30
New Jersey - 08540	Consolidated Balance Sheet	-	31
	Consolidated Profit & Loss Account	-	32
	Schedules to Consolidated Balance Sheet	-	34
	Annual Report of USA - Subsidiary	-	39



# CG-VAK SOFTWARE AND EXPORTS LIMITED Registered Office: 171, Mettupalayam Road, Coimbatore 641 043

#### NOTICE TO SHAREHOLDERS

NOTICE is hereby given that the 16<sup>th</sup> Annual General Meeting of CG-VAK Software And Exports Limited will be held on Friday the 26<sup>th</sup> day of August 2011 at 4.35 PM at Hotel Annalakshmi, 106-A, Race Course Road, Coimbatore 641 018, to transact the following business:

#### **ORDINARY BUSINESS:**

- To receive, consider and adopt the Directors' Report, the accounts of the Company for the year ended 31<sup>st</sup> March 2011 and Auditors' Report thereon.
- 2. To appoint a Director in the place of Mr.M.Durairaj, who retires by rotation and is eligible for reappointment.
- 3. To appoint the Auditors to hold office from the conclusion of this meeting till the conclusion of the next Annual General Meeting and to fix their remuneration.

#### **SPECIAL BUSINESS:**

- 4. To appoint Mr.A.Sankar as a Director of the Company and for that purpose to consider and if deemed fit, to pass the following Ordinary Resolution of which notice has been received from a member of the Company as required under section 257 of the Companies Act, 1956
  - "RESOLVED THAT Mr.A.Sankar be and is hereby appointed as a Director of the Company subject to retirement by rotation."
- 5. To consider and if thought fit, to pass with or without modification the following resolutions as Special Resolutions:
  - "RESOLVED THAT pursuant to Sec.198, 269, 309, 310 and 311 read with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956, the Company hereby approves the reappointment of Mr.C.Ganapathy, Executive Chairman of the Company for a period of 5 years with effect from 1st July, 2011 on the terms and conditions including remuneration as set out hereunder:
  - (A) Salary: Rs. 25,000/- per month
    - Commission on net profit: One percent of the net profits of the Company.
  - (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 ie., 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 Executive Chairman, consists of spouse, wholly dependent parents and wholly dependent children of the Executive Chairman.
    - (4) Medical Benefit:
      - Actual expense incurred for the Executive Chairman and his family members.
    - (5) Contribution to Provident Fund
    - (6) Telephone: The Company shall provide telephone at residence for office use.
    - (7) Personal Accident Insurance.
      - Perquisites shall however be restricted to an amount equal to the annual salary.

"RESOLVED further that in the absence or inadequacy of profits in any financial year, the Executive Chairman shall be paid a minimum 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 XIII to the Companies Act, 1956, as in force, from time to time."



#### NOTES

- 1. Explanatory statement is annexed to the notice of the 16<sup>th</sup> Annual General Meeting of the Company as required by Section 173(2) of the Companies Act, 1956 in respect of item nos. 4 and 5.
- 2. Details pursuant to Clause 49 of the Listing Agreement with the Stock Exchanges in respect of Directors seeking appointment/reappointment at the Annual General Meeting are separately annexed hereto for item nos. 4 and 5.
- 3. 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 PROXIES SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN 48 HOURS BEFORE THE MEETING.
- 4. The Register of Members and the Share Transfer Books of the Company will remain closed from 22<sup>nd</sup> August, 2011 to 27<sup>th</sup> August, 2011(both days inclusive).
- 5. 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.

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

Place : Coimbatore

G. SURESH

Date : 30<sup>th</sup> May, 2011

Managing Director

# PURSUANT TO CLAUSE 49 OF THE LISTING AGREEMENT WITH THE STOCK EXCHANGES, FOLLOWING INFORMATIONS ARE FURNISHED ABOUT THE DIRECTORS PROPOSED TO BE APPOINTED/REAPPOINTED, VIDE ITEM Nos. 2, 4 AND 5.

i. Name of the Director : Mr.M.Durairaj Age : 61 Years

Date of appointment on Board : 02/08/1995
Date of last reappointment : 26/08/2008

Expertise in specific functional areas : Educationist based at Dubai. Has expertise in General

Administration and Management.

Qualification : M.Sc., B.Ed.,

No. of Equity Shares held in Company : 10,000 Equity Shares (as on 31.03.2011)

List of outside Directorships in Public Companies : NIL

Chairman/Member of the Committees of Board

of Directors of the Company : 1. Member in Audit Committee,

: 2. Member in Remuneration Committee.

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.A.Sankar Age : 61 Years Date of appointment on Board : 30/05/2011

Date of last reappointment : NA

Expertise in specific functional areas : Has vast experience in Banking. Has expertise in General

Management, Accounting and Finance.

Qualification : BA

No. of Equity Shares held in Company : NIL (as on 31.03.2011)

List of outside Directorships in Public

Companies : NIL



Chairman/Member of the Committees of

Board of Directors of the Company : 1. Member in Audit Committee,

2. Member in Remuneration Committee.3. Member in Investor's Grievance Committee

Chairman/Member of the Committees of

Board of Directors of other Companies in

which he is a Director : NIL Relationship with other Directors : NIL

iii. Name of the Director : Mr.C.Ganapathy

Age : 71 Years
Date of appointment on Board : 01/12/1995

Expertise in specific functional areas : He has 32 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 31.03.2011)

List of outside Directorships in Public Companies: NIL

Chairman/Member of the Committees

of Board of Directors of the Company : 1. Member in Investor's Grievance 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 Managing Director Mr.G.Suresh

# EXPLANATORY STATEMENT ANNEXED TO THE NOTICE OF THE $16^{\text{TH}}$ ANNUAL GENERAL MEETING OF THE COMPANY IN RESPECT OF ITEM NOS. 4 AND 5 OF NOTICE DATED $30^{\text{TH}}$ MAY 2011

### Item No.4

Mr.A.Sankar was appointed as an Additional Director of the Company by the Board of Directors pursuant to the provisions contained in Article 145 of the Articles of Association of the Company and Section 260 of the Companies Act, 1956. According to the provisions of the said Article and Section 257 of the said Act, notice has been received from a member along with a deposit of Rs.500/-, signifying his intention to purpose Mr.A.Sankar as a candidate for the office of Director. Mr.A.Sankar has got very good exposure in Banking Management for more than thirty years. Mr.A.Sankar does not hold directorship in any of the Companies in India. It is in the interest of the Company to avail of his services as a member of the Board.

The Board recommends the resolution seeking your approval to the appointment of Mr.A.Sankar as Director of the Company.

None of the Directors, except Mr.A. Sankar, are concerned or interested in this resolution.

# Item No.5

Mr.C.Ganapathy's tenure of appointment as Executive Chairman expires on 30<sup>th</sup> June 2011. The Remuneration Committee meeting was held on 20<sup>th</sup> April 2011 and Mr.C.Ganapathy's re-appointment as Executive Chairman for the next 5 years from 1<sup>st</sup> July 2011 to 30<sup>th</sup> June 2016 was recommended to the board.

The Board of Directors at their meeting held on 29<sup>th</sup> April 2011 approved the re-appointment of Mr.C.Ganapathy as Executive Chairman for a period of 5 years with effect from 1<sup>st</sup> July 2011 subject to the approval of the shareholders. The proposed re-appointment, remuneration and perquisites are within the limits prescribed in Schedule XIII of the Companies Act, 1956 and require the approval of the shareholders as per the provisions of the Companies Act, 1956. Accordingly the resolution set out in item 5 is proposed for your approval.

The resolution in item 5 in the notice together with this explanatory statement may be treated as an abstract u/s 302 of the Companies Act, 1956.

Mr.C.Ganapathy, Chairman and Mr.G.Suresh, Managing Director are interested in the said resolution.

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

Place : Coimbatore

G.SURESH

Date : 30<sup>th</sup> May, 2011

Managing Director

4



#### **DIRECTOR'S REPORT**

#### Dear Members,

The Directors of your Company take pleasure in presenting the 16<sup>th</sup> Annual Report on the business of your Company and the Audited Financial Accounts for the year ended 31<sup>st</sup> March 2011.

#### FINANCIAL RESULTS 2010-11

During the year under review, your Company has achieved a turnover of **Rs. 633 Lakhs** as against **Rs. 594 Lakhs** in the previous year. The net profit for the year is Rs.11.27 lakhs as against the net Loss Rs.(65.50) lakhs in the previous year.

#### **GLOBAL REVENUE**

The global revenues for the Company including the business done by the Wholly Owned Subsidiary for the year under review is **Rs.17.65 crores** as compared to **Rs. 16.81 crores** during previous year.

#### **REVIEW OF BUSINESS**

The year under report had been a challenging one for your Company due to slow recovery of North American economy.

The contributions of business from various markets were:

Software services contributed to 90% and BPO services 10%.

The contribution of offshore business has grown over the last year. The offshore to on-site mix is 14:1 as compared to 9.9:1 in the previous year. There is a growth of 9.5% in the offshore revenue.

Business from Offshore Software Services was Rs.527.81 lakhs during the year 2010-2011 as against Rs. 457.15 in the previous year. The increase has been at 15% compared with previous year.

Our BPO Service line has done a business of Rs. 63.18 lakhs during the year 2010-11 as against Rs.82.79 lakhs during the previous year.

# **QUALITY**

Your company has a strict quality assurance and control programs to ensure that high level of Quality service is delivered to the customers. Matured and proven quality management systems are in place based on the requirements of ISO 9001:2008 standards.

#### **FUTURE PLANS**

The IT services market is expected to be challenging and pricing pressures are predicted in the current year. In spite of the global economic downturn and slow recovery, the company has been growing positively in the offshore services segment for the last 3 years and this momentum in the offshore front is likely to continue this year. We have expanded geographically and we are now servicing clients from Australia, Europe in addition to USA and Canada.

The Key differentiation for CG-VAK has been the ability to react to the customer needs more quickly. By virtue of our smaller size we are able to make radical changes to meet the changing needs of the market. The company will give focus on cost and operational efficiencies to sustain its competitiveness.

The company will continue its focus in OPD (Out-sourced Product development) market space where it has achieved significant success. The contribution from Software Services is expected to grow positively. The Company should perform better in the ensuing year FY 2011-12.

# DIVIDEND

As the company is passing through a very challenging phase, your Directors do not consider prudent to recommend any dividend for the financial year ended March 31, 2011.

#### US SUBSIDIARY: CG-VAK SOFTWARE USAINC.

Your Company's Wholly Owned Subsidiary at USA, CG-VAK Software USA Inc. has made a Sales Turnover of US\$ 2.54 million during this year, compared to the US\$ 2.29 million during the previous year.

As required under Section 212 of the Companies Act, 1956, the Annual Report of M/s. CG-VAK Software USA Inc. is annexed to this report.

#### **DIRECTORS**

Mr. M.Durairaj is retiring by rotation at the ensuing Annual General Meeting and is being eligible offer to himself for reappointment.

Mr.A. Sankar who was appointed as Additional Director holds office upto the date of ensuing Annual General Meeting. A notice has been received from a shareholder proposing him to be appointed as a Director.

Resolution for the reappointment of Mr.C.Ganapathy as Executive Chairman is brought for your approval.

#### **AUDITORS**

M/s. S. Lakshminarayanan Associates, Chartered Accountants, Coimbatore retire at the conclusion of the ensuing Annual General Meeting and are eligible for re-appointment.



#### **PUBLIC DEPOSIT**

The Deposits accepted by your Company are within the prescribed limits and the provision of Section 58-A of the Companies Act, 1956, and the rules framed there under are complied with. There are no unclaimed deposits as on 31.03.2011.

#### CONSERVATION OF ENERGY ETC.

As per the requirement of Section 217(1) (e) of the Companies Act, 1956, read with the Companies (Disclosure of particulars in the report of Board of Directors) Rules, 1988, the information regarding conservation of energy, technology absorption and foreign exchange earnings and outgo are appended hereto and form part of this report.

# INFORMATION AS PER SECTION 217 (2A) OF THE COMPANIES ACT, 1956

As the Company has no employee drawing a salary of Rs.5, 00,000/- per month or above or Rs.60, 00,000/- per annum or above during the year 2010-2011, there are no particulars to be furnished under section 217(2A) of the Companies Act, 1956.

#### DIRECTOR'S RESPONSIBILITY STATEMENT

Pursuant to Section 217(2AA) of the Companies Act, 1956, your Directors have:

- 1. Followed in the preparation of the Annual Accounts, the applicable accounting standards.
- 2. Selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the financial position of the Company for the period.
- 3. Taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of The Companies Act, 1956, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.

and

4. Prepared the attached statement of accounts for the year ended 31st March 2011 on a going concern basis.

#### MANAGEMENT DISCUSSION AND ANALYSIS

Pursuant to Clause 49 of the Listing Agreement, a Management Discussion and Analysis Report is given as addition to this report.

#### **CORPORATE GOVERNANCE**

As required by the existing clause 49 of the listing agreement entered into with the stock exchanges a separate report on corporate governance is given as part of the annual report with the auditor's statement on its compliance.

# ACKNOWLEDGEMENT

The Directors of your Company would like to take this opportunity to thank one and all associated with it enabling it to scale greater heights and emerge as a recognized software solutions vendor in the industry. The faith and confidence shown on your Company by banks, global clients, government authorities and shareholders has propelled our enthusiasm and strengthen our determination to achieve our vision.

Finally your Directors would like to express their sincere thanks to the dedication and committed hard work of the employees working in India, USA and at various client locations to reach our corporate vision.

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

Place: Coimbatore C.GANAPATHY
Date: 30<sup>th</sup> May, 2011 Chairman

Addendum to Auditor's Report to the members of M/s. CG-VAK Software And Exports Ltd, Coimbatore

Refer point number 4(f)&(g) regarding non provision on claim for non payment of fixed deposit, We wish to state that the claim is not maintainable and time barred. We have since disputed the claim and orders are awaited. Regarding non provision for a claim of gratuity, we wish to state that the terms of appointment does not contain provisions for payment of gratuity. The Company has disputed the claim and orders are awaited.

Regarding the Auditor's remark on non-appointment of Full time company secretary, we wish to state that steps are being taken to appoint a full time company secretary.

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

Place: Coimbatore C.GANAPATHY
Date: 30<sup>th</sup> May, 2011 Chairman

6



# INFORMATION PURSUANT TO THE COMPANIES (DISCLOSURE OF PARTICULARS IN THE REPORT OF DIRECTORS) RULES 1988 FORM A

# FORM FOR DISCLOSURE OF PARTICULARS WITH RESPECT TO CONSERVATION OF ENERGY

FORM A - NOT APPLICABLE

#### FORM B

# FORM FOR DISCLOSURE OF PARTICULARS WITH RESPECT TO ABSORPTION

A. RESEARCHAND DEVELOPMENT The nature of the business of software development involves inbuilt, constant Research and Development as a part of its process of

manufacturing (development). The Company is developing applications engines, re-usable codes and libraries as a part of its R&D activities.

**B.** TECHNOLOGY ABSORPTION The Company has not absorbed technology from outside.

C. FOREIGN EXCHANGE EARNING

AND OUTGO

Rs.6,38,59,595

Foreign Exchange Earnings:
 Foreign Exchange Outgo:

10.0,50,57,575

Foreign Exchange Outgo:
 (a) Foreign Travel:

Rs. 5,59,200 Rs. 49,74,008

(b) Cost of Services:

Rs. 49,74,008 Rs. 7,38,662

(c) Others: Total:

Rs. 62,71,870

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

Place : Coimbatore

C.GANAPATHY

Date : 30<sup>th</sup> May, 2011

Chairman

# STATEMENT PURSUANT TO SECTION 212 OF THE COMPANIES ACT, 1956, RELATING TO SUBSIDIARY COMPANY.

1. Name of the Subsidiary : CG-VAK Software USA Inc.

2. Financial year ended : 31.03.2011

3. No.of shares held in the Subsidiary : 750 equity shares of \$ 1000/- each

As on the above date

4. Percentage of holding of equity : 100%

5. Net aggregate of profits or losses

for the current financial year of the Subsidiary so far as it concerns the

members of the holding company

a. Dealt with or provided in the : Nil

accounts of the holding company

b. Not dealt with or provided in : USD 32, 722/-

the accounts of the holdingcompany

6. The net aggregate of profit or losses for the previous financial years of the subsidiary so far as it concerns the

members of the holding company,

a. Dealt with or provided in the : Nil

accounts of the holding company

b. Not dealt with or provided in : USD 4,29,114/-

the accounts of the holding company

C.GANAPATHY G.SURESH S.MUTHUKUMAR S.MOHAN
Chairman Managing Director Director Director

Place: Coimbatore Date: 30<sup>th</sup> May, 2011

7



#### REPORT OF CORPORATE GOVERNANCE

(In Compliance with Clause 49 of the Listing Agreement)

#### I. Company's Philosophy on Corporate Governance

Your Company believes that good Corporate Governance practice enables the Management to direct and control the affairs of the Company in an efficient manner and to achieve its ultimate goal of maximizing value for all its share holders. The Company's efforts are towards efficient conduct of its business and fulfilling its obligations towards employees and shareholders, guided by a strong emphasis on transparency, accountability and integrity.

# II. Board of Directors

The Board consists of one Executive Chairman, one Managing Director and three Independent Directors. The composition of Directors and their attendance at the Board Meeting during the year and the last Annual General Meeting are as follows:

SI No	Name of Director	Category of Directorship	No. of Board Meetings (From 01.04.2010 to 31.03.2011)	Atten dance at Last AGM	No. of other Directorships held in Public/ Private Companies	No. of Member ship(M)/ Chairman ship (C) in other Board Committee(s) 1.03.2011)
1.	Mr.C.Ganapathy,	Promoter,				
	Executive Chairman	Executive Director	6	Yes	2	NIL
2.	Mr.G.Suresh,	Promoter,				
	Managing Director	Executive Director	6	Yes	1	NIL
3.	Mr.M.Durairaj	Independent,				
		Non-Executive Director	1	No	NIL	NIL
4.	Mr.S.Muthukumar	Independent,				
		Non-Executive Director	6	Yes	NIL	NIL
5.	Mr. S.Mohan	Independent,				
		Non-Executive Director	6	No	NIL	NIL

Six Board Meetings were held during the 12 month period ended 31.03.2011. The dates of the Board Meetings were held are 29.04.2010, 27.05.2010, 30.07.2010, 06.08.2010, 29.10.2010 and 09.02.2011.

#### III. Audit Committee

The primary objective of this committee is to monitor and provide effective supervision of the financial control and reporting process. The terms of reference of the Audit Committee are in tandem with those laid down by Stock Exchange regulations and the provisions of The Companies Act, 1956.

The Audit Committee consists of Three Independent Directors. The Composition of the Committee is as below:

Sl.No	Name of the Director	No. of Meetings Held	No. of Meetings Attended
1.	Mr.S.Muthukumar, Chairman	5	5
2.	Mr. S.Mohan	5	5
3.	Mr.M.Durairaj	5	0

The Committee met five times during the year on 29.04.2010, 26.05.2010, 29.07.2010, 28.10.2010 and 08.02.2011.

#### IV. Remuneration Committee

The Remuneration Committee has been constituted for the purpose of approving payable to the Managing Director and Executive Director's and to discharge any may specified under the law, or to perform such tasks as may be entrusted by the Board of Directors from time to time.



The Remuneration Committee consists of three Independent Directors. The Composition of the Committee is as below:

Sl.No	Name of the Director	No. of Meetings Held	No. of Meetings Attended
1.	Mr.S.Muthukumar, Chairman	1	1
2.	Mr. S.Mohan	1	1
3.	Mr.M.Durairaj	1	1

The Committee met one time during the year on 08.05.2010 and approved the re-appointment of Mr.G.Suresh. Managing Director for 5 years from 1<sup>st</sup>September 2010 and the remuneration payable to him.

Details of the remuneration paid to the Directors during the year ended 31 st March 2011.

#### I. Executive Directors

Name	Position	Salary	Commission	Total Remuneration
Mr.G.Suresh	Managing Director	Rs.30.00 lakhs	Nil	Rs.30.00 lakhs
Mr.C.Ganapathy	Executive Chairman	Rs.3.00 lakhs	Nil	Rs.3.00 lakhs

The Managing Director and Executive Chairman waived the commission of 1% due to them. The Company is of the opinion that the computation of net profit under Sec.349 of the Companies Act, 1956 is not required to be made as no commission is paid/payable to the Directors for the year end 31.03.2011.

#### **II. Non-Executive Directors**

Remuneration by way of sitting fees is paid to all non-executive directors at the rate of Rs. 1000/- per sitting upto 29.10.2010 and revised Rs.2000/- per sitting from there onwards for attending the Board meeting.

Name	Sitting Fees
Mr.S.Muthukumar	Rs.8,000/-
Mr.S.Mohan	Rs.8,000/-
Mr.M.Durairaj	Rs.1,000/-

# Details of Equity Shares of the Company held by Non-Executive Directors as on 31<sup>st</sup> March 2011:

 1. Mr.S.Muthukumar
 : 2,500

 2. Mr.S.Mohan
 : 51,000

 3. Mr.M.Durairaj
 : 10,000

# V. Share holder's/Investor's Grievance Committee

During the year 2010-2011, 2 complaints were received from shareholders. And there is no compliant pending at the end of  $31^{st}$  March 2011.

The Investor's Grievance Committee consists of One Executive Director and Two Independent Directors.

The Committee met four times during the year on 29.04.2010, 29.07.2010, 28.10.2010 and 08.02.2011

Sl.No	Name of the Director	No. of Meetings Held	No. of Meetings Attended
1.	Mr.S.Muthukumar, Chairman	4	4
2.	Mr. C. Ganapathy	4	4
3.	Mr. S.Mohan	4	4

# Mr. R. Chandrasekaran is the Compliance Officer.

The Company has exclusively designated the following e-mail id for Investor Relations: <a href="mailto:chandru@cgvakindia.com">chandru@cgvakindia.com</a>. Members can also send e-mail to <a href="mailto:investorservices@cgvak.com">investorservices@cgvak.com</a>.

#### VI. Annual General Meetings

Year	Type	Location	Date	Time	Special Resolutions passed by the Shareholders
2008	AGM	Hotel Annalakshmi, 106-A, Race Course, Coimbatore	26.09.2008	4.30 P.M	NIL
2009	AGM	Hotel Annalakshmi, 106-A, Race Course, Coimbatore	31.08.2009	4.30 P.M	NIL
2010	AGM	Hotel Annalakshmi, 106-A, Race Course, Coimbatore	30.08.2010	4.30P.M	NIL