

EMPOWERING TOMORROW WITH TODAY'S INNOVATIONS

Focusing on how current innovations are paving the way for future growth and development.

ANNUAL REPORT 2023-24

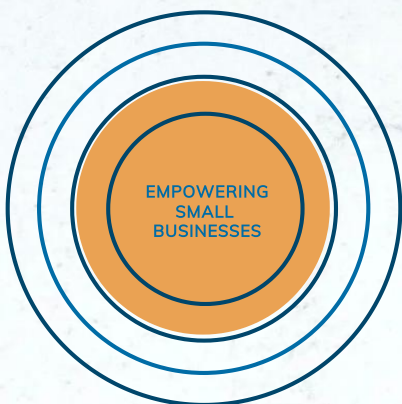
EMPOWERING
SMALL
BUSINESSES

CALIFORNIA SOFTWARE
COMPANY LIMITED
CHENNAI, INDIA



Innovative technologies have the power to redefine how businesses operate, opening new avenues for growth and efficiency. Technologies like artificial intelligence, blockchain, cloud computing, and the Internet of Things (IoT) are no longer confined to the realm of large corporations. These advancements are now accessible to small businesses, enabling them to streamline operations, enhance customer experiences, and unlock new revenue streams. By integrating these cutting-edge technologies, small businesses can automate routine tasks, make data-driven decisions, and improve overall productivity.

In summary, today's innovations provide small businesses with powerful tools to overcome traditional barriers and compete on a level playing field with larger enterprises. From reducing operational costs and expanding market reach to fostering a culture of innovation, these technologies empower smaller companies to not only survive but thrive in a highly competitive landscape. By embracing these advancements, small businesses can significantly enhance their capabilities, drive growth, and contribute to a more dynamic and equitable economy.



Board of Directors

Mr. Fredrick Bundle	: Chairman
Dr. Mahalingam Vasudevan	: Managing Director & CEO
Dr. V. Manimala	: Executive Director & CFO
Mr. Vijayakumar Madhavan	: Executive Director
Ms. AVN. Srimathi	: Woman Independent Director
Dr. R. S. Chandan	: Independent Director
Dr. B. Duraisamy	: Independent Director
Dr. Ashok Godavarthi	: Independent Director

Registrars and Share Transfer Agent

Integrated Registry Management Services Private Limited

(Unit: California Software Co Ltd)
2nd Floor, Kences Towers, 1, Ramakrishna Street,
North Usman Road,
T Nagar, Chennai - 600017 India
Tel: +91-44- 28140801 to 28140803
Email:yuvraj@integratedindia.in

Secretarial Auditor

S. Dhanapal and Associates
Practicing Company Secretaries

Financial Auditor

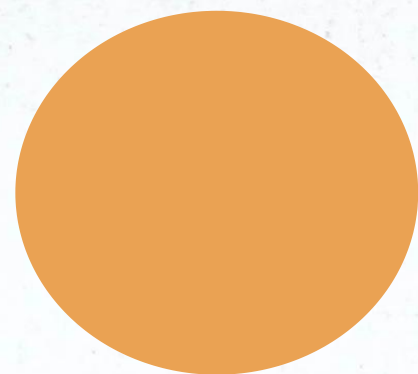
M/s. K. Gopal Rao & Co.,
Chartered Accountants (Firm Registration No. 000956S)

Stock Exchanges

National Stock Exchange of India Limited
BSE Limited

Registered Office & Corporate Office:

California Software Company Limited,
Workflo, Greta Towers,
Industrial Estate, Perungudi, OMR Phase I
Chennai 600 096
Contact Nos: +91- 94448 60882
Email for shareholders: investor@calsoftgroup.com
Website: www.calsofts.com




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Dear Stakeholders,

Calsoft has been in the tech industry for three decades now. During these 33 years, our journey has taught us plenty. This year's theme, "Empowering Tomorrow with Today's Innovations," encapsulates our commitment to leveraging cutting-edge technologies and innovative solutions to shape a better tomorrow. Today, innovative technologies like artificial intelligence, blockchain, cloud computing, and the Internet of Things (IoT) are no longer just for the Silicon Valley giants; they have become accessible and applicable for small businesses.

As we navigate these complex and rapidly changing times, I am increasingly excited and optimistic about the future. Particularly, the future of small businesses beckons our attention and action. Historically, small businesses have been the lifeblood of our economy, contributing to more than half of the GDP and creating a significant proportion of new jobs. However, they have always operated under constraints—limited resources, market access, and technical capabilities—that large corporations do not face to the same extent.

We are at a pivotal moment in history. Through the strategic deployment of disruptive technologies, we have the opportunity to elevate small businesses and redefine the ecosystem in which they operate. The future is about competition and collaboration, where small and large enterprises work together to create a more sustainable and equitable world.

Thank you for your continued trust and partnership as we embark on this exhilarating journey together.

Best regards,

Frederick Bendle
Chairman



Dear Team Members, Partners, and Esteemed Stakeholders,

As we embrace this year's theme, "Empowering Tomorrow with Today's Innovations," I am filled with enthusiasm for the boundless possibilities that lie ahead. While large corporations often dominate headlines, we must never forget that small businesses are the engine that fuels our economy. They account for significant job creation, inject vitality into local communities, and are often the birthplace of groundbreaking ideas.

In recent years, we've witnessed an unprecedented acceleration in technological advancements. While these disruptive technologies have the potential to transform industries at large, they hold a unique promise for small businesses, a promise that allows them to supersede traditional limitations and grow exponentially.

As the CEO of Calsoft, I consider it our moral and strategic imperative to empower small businesses in harnessing these disruptive technologies. Over the next year, we will launch a series of initiatives aimed at knowledge-sharing, resource allocation, and community-building to assist small business owners in this journey.

As someone who started my own career in a small business, I understand the hurdles these enterprises face. With our technological expertise and market reach, we are uniquely positioned to help small businesses unlock their full potential. It is not merely an opportunity but an obligation to drive change and create a more equitable landscape where businesses, regardless of size, can compete, innovate, and thrive.

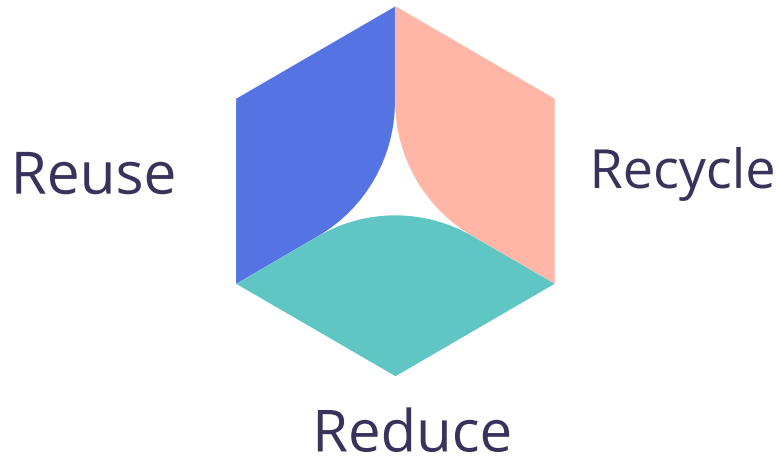
Thank you for being a part of this exciting journey. Together, we can create a new paradigm of success and inclusion for all.

Warm regards,

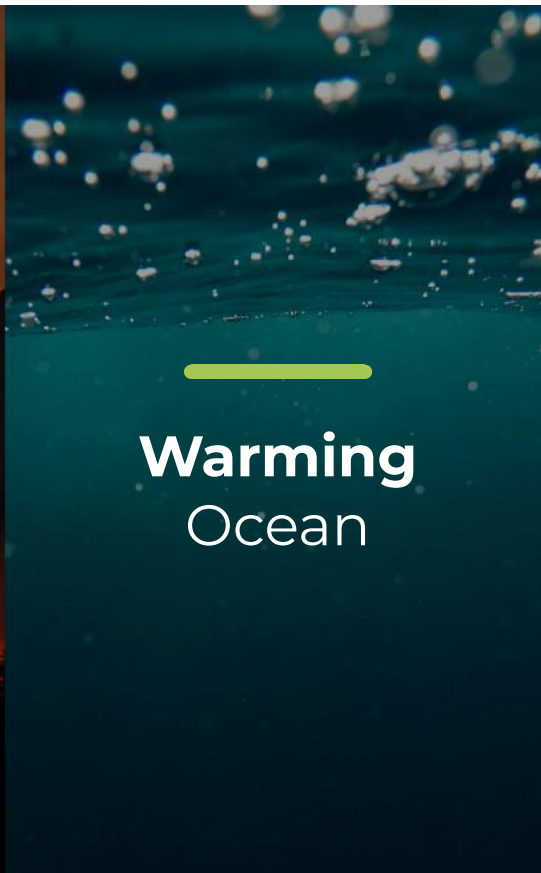
Dr. M. Vasudevan
Chief Executive Officer



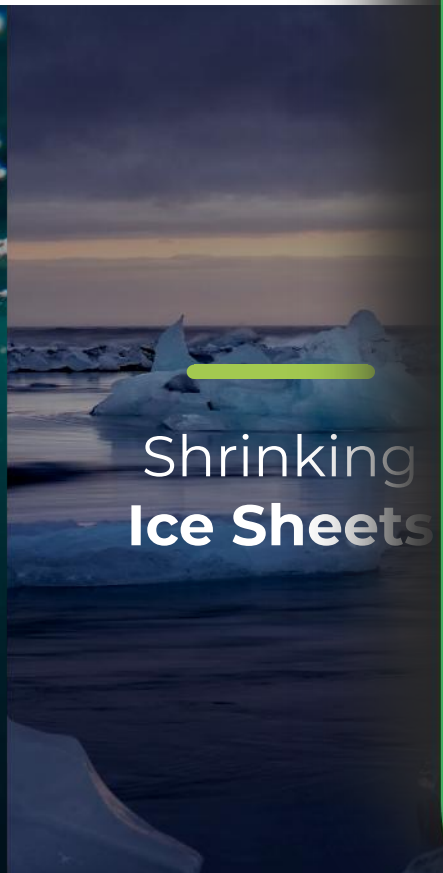
We at Calsoft strictly follow:



Global
**Temperature
Rise**



**Warming
Ocean**



Shrinking
Ice Sheets



**Glacial
Retreat**



**Sea Level
Rise**



Extreme
Events



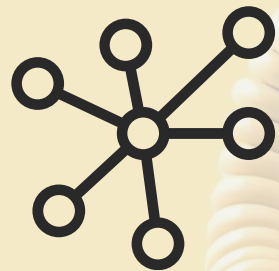
Creating Shared Value

CREATING SHARED VALUE

Connecting
through
our hands



Financial
Review



Strategy



Corporate
Governance



Innovating for
a changing
world

NOTICE TO THE SHAREHOLDERS

Notice is hereby given that the **Thirty Second (32nd) Annual General Meeting** of **CALIFORNIA SOFTWARE COMPANY LIMITED** (CIN: L72300TN1992PLC022135) will be held on Monday, **September 09, 2024, at 04.00 P.M.** from the registered office of the Company situated at Workflo, Greta Towers, Industrial Estate, Perungudi OMR Phase 1, Chennai - 600096, through video conferencing (VC)/Other Audio-Visual Means (OAVM) to transact the following business:

ORDINARY BUSINESS

- 1. To receive, consider, and adopt the audited standalone and consolidated financial statement** of the Company comprising of the audited balance sheet as of March 31, 2024, the statement of profit and loss, and the cash flow statement for the year ended on that date and the reports of the Board and Auditors' thereon.
- 2. To appoint a Director in place of Ms. Manimala Vasudevan (DIN: 01980557), Whole- Time Director of the Company,** who retires by rotation and being eligible, offers herself for re-appointment.

SPECIAL BUSINESS

- 3. Re-Appointment of Ms. Annaganalaur Srimathi Venkata Narayanan (DIN: 08328823) as an Independent Director of the Company**

To consider and, if thought fit, to pass the following resolution as a **SPECIAL Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152, 156 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) read with Schedule IV to the Act and the Rules made thereunder, and pursuant to the recommendation of the Nomination & Remuneration Committee and the Board of Directors, Ms. AVN. Srimathi (DIN: 08328823), who has submitted a declaration that she meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1) (b) of the Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 and who is eligible for appointment, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a second term of five consecutive years commencing from June 10, 2024 up to June 09, 2029.”

“RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

By order of the Board

For CALIFORNIA SOFTWARE COMPANY LIMITED

Dr. Mahalingam Vasudevan

Managing Director

DIN: 01608150

Date: August 14, 2024

Place: Chennai

Registered Office:

Workflo,

Greeta Towers, Industrial Estate,

Perungudi

OMR Phase 1, Chennai-600096

Notes:

1. The Ministry of Corporate Affairs has issued General Circular No. 02/2022 and No. 03/2022, dated May 05, 2022, No. 20/2020 dated May 05, 2020, No.14/2020 dated April 08, 2020, No.17/2020 dated April 13, 2020, No.02/2021 dated January 13, 2021, allowing conducting of AGM through Video Conferencing ("VC") or other Audio Visual Means ("OAVM") without the physical presence of the members for the meeting at a common venue. In terms of the said Circulars and in compliance with the provisions of the Companies Act, 2013 and SEBI circular SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, Circular No. SEBI/HO/CFD/ CMD2/CIR/P/2022/62 dated May 13, 2022; and Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023, and relevant circular of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the AGM of the Company is being held through VC / OAVM. Hence, Members can attend and participate in the AGM through VC / OAVM only. In accordance with the Secretarial Standard-2 on General Meeting issued by the Institute of Company Secretaries of India (ICSI) read with guidance/ clarification dated April 15, 2020, issued by ICSI, the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the AGM. The detailed procedure for participating in the meeting through VC / OAVM is appended herewith and available at the Company's website: www.calsofts.com.
2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, Secretarial Standards - 2 on General Meetings and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, setting out material facts in respect of the Special Businesses to be transacted at the 32nd Annual General Meeting is annexed hereto.
3. Since this AGM is being held through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. However, Bodies Corporate are entitled to appoint authorized representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting. Corporate members intending to attend/vote at AGM through VC / OAVM by their respective authorized representative(s) pursuant to Section 113 of the Companies Act, 2013 are requested to send their Certified True Copy of the resolutions/ Power of Attorney to the Scrutinizer by e-mail at secretarial@csdhanapal.com with a copy marked to RTA- yuvraj@integratedindia.in and calsoftsecretarial@gmail.com authorizing their representatives to attend and vote on their behalf at the Annual General Meeting of the Company and to vote through remote e-voting

4. The Register of Members and the Share Transfer Books will remain closed from Monday, September 02, 2024 to Monday, September 09, 2024 (both days inclusive) for the purpose of Annual General Meeting for the financial year 2023-2024.

5. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.

6. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022, has mandated the listed companies to issue securities in dematerialised form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available on the Company's website at www.calsoft.com and on the website of the Company's Registrar and Transfer Agents, www.integratedindia.in. It may be noted that any service request can be processed only after the folio is KYC Compliant.

7. SEBI vide its notification dated January 24, 2022, has mandated that all requests for transfer of securities, including transmission and transposition requests, shall be processed only in dematerialised form. Given the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialisation, Members holding shares in physical form are requested to consider converting their holding to dematerialised form. Members can contact the Company or M/s Integrated Registry Management Services Private Limited for assistance.

8. The Securities and Exchange Board of India (SEBI) has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Therefore, members holding shares in electronic form are requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company/ACL. Shareholders are requested to note that furnishing of a Permanent Account Number (PAN) is now mandatory in the following cases:

- Legal Heirs/Nominees' PAN Card for transmission of shares
- Surviving joint holders' PAN Cards for deletion of the name of deceased Shareholder, and
- Joint Holders' PAN Cards for transposition of shares

9. Members are requested to address all correspondence to the Company's Registrar and Share Transfer Agents (RTA) viz., M/s Integrated Registry Management Services Private Limited, 2nd Floor, Kences Towers, No. 1, Ramakrishna Street, North Usman Road, T. Nagar, Chennai - 600 017, Tamil Nadu, India (yuvraj@integratedindia.in) or to the Company at its Registered Office at Workflo, Greeta Towers, Industrial Estate, Perungudi OMR Phase 1, Chennai – 600096.

10. Members holding shares in physical form can avail the nomination facility by filing Form SH-13, as prescribed under Section 72 of the Companies Act, 2013 and the Rules made thereunder, with the Company. Members holding shares in demat form may contact their respective Depository Participants (DPs) for availing this facility.

11. Pursuant to Sections 101 and 136 of the Companies Act, 2013 read with Rule 18(1) of the Companies (Management and Administration) Rules, 2014, the Notice calling the 32nd AGM along with the Annual Report for the financial year 2023-2024 is being sent in electronic mode to all the Members who have registered their e-mail ID's with the Company/Depository Participants for communication purposes

12. In line with the MCA circulars the Notice convening 32nd AGM and explanatory statement ('the Notice') and the Annual Report of the Company for the Financial Year 2023-2024 is available on the Company's website on <https://www.calsofts.com>. The Notice and Annual Report of the Company is also hosted on the website of stock exchanges where the shares of the Company are listed i.e. BSE Limited (<https://www.bseindia.com>) and National Stock Exchange of India Limited (<https://www.nseindia.com>) and also on the website of National Depository Services (India) Limited ("NSDL") (agency for providing the VC/ OAVM facility/Remote e-Voting and e-voting system during the AGM) i.e., www.evotingindia.com. For any communication, the shareholders may also send request to the following mail id: calsoftsecretarial@gmail.com.

13. The Company has appointed National Depository Services (India) Limited ("NSDL") to provide a facility for voting through remote e-voting for participation in the 32nd AGM through VC/OAVM Facility and e-voting during the 32nd AGM of the Company;

14. Attendance of the members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under section 103 of the Act.

115. The facility of joining the AGM through VC / OAVM shall be open before Fifteen (15) minutes of the time scheduled for the AGM. It will be kept open until the expiry of Fifteen (15) minutes after the scheduled meeting commencement, as stated in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on a first come, first serve basis. The large members (i.e. members 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., are allowed to attend the Meeting without restriction on account of first-come first-serve basis.

16. The Members are requested to note that the Company has arranged a Video Conferencing Facility (VC) for the proceedings of the AGM through the Cisco Webex platform. Members may use this facility using the login credentials provided for remote e-voting. On the day of the AGM, members will log in through their user ID and password on the e-voting website of NSDL. The link/tab will be available in the Member login, where the EVEN of the Company will be displayed.

17. The Company's Board of Directors, at their Meeting held on Wednesday, August 14, 2024, had appointed M/s. S Dhanapal & Associates LLP, Practicing Company Secretaries, having an address at Suite No.103, First Floor, Kaveri Complex, 96/104, Nungambakkam High Road, (Next to NABARD & ICICI Bank), Nungambakkam, Chennai - 600034 as the Scrutinizer to scrutinise the remote e-voting and the e-voting at AGM in a fair and transparent manner.

18. The scrutiniser shall, immediately after the conclusion of the e-voting at the Annual General Meeting, first count the votes cast at the Meeting, thereafter unblock the votes cast through remote e-voting and make, not later than 48 hours from the conclusion of the Meeting, a Consolidated Scrutinizer's Report of the total votes cast in favour or against, to the Chairman or in his absence any other Director or Key Managerial Personnel as authorised by the Chairman of the AGM, who shall countersign the same.

19. The results of voting will be declared within 48 hours from the conclusion of the Annual General Meeting. The results declared along with the Consolidated Scrutinizer's Report shall be placed on the Company's website, www.calsofts.com and www.evotingindia.com. Further, the results shall be displayed on the Company's Notice Board at its Registered Office and posted on the Company's website. It shall also be communicated to stock exchanges where the Company's shares are listed.

20. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013 and all other documents referred to in the notice will be available for inspection during the business hours on all working days without any fee by the Members from the date of circulation of the Notice up to the date of AGM i.e. September 09, 2024. Members seeking to inspect such documents can send an email to calsoftsecretarial@gmail.com.

21. Since the AGM will be held through VC/ OAVM, the Route Map of the Venue of the AGM is not annexed to this Notice.

22. The amount of dividend which remains unclaimed for a period of 7 years would be transferred to the Investor Education and Protection Fund (IEPF) established by the Central Government and pursuant to the provisions of Section 124 of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended ('IEPF Rules'), all the shares on which dividends remain unpaid or unclaimed for a period of seven consecutive years, or more shall be transferred to the Demat account of the IEPF Authority as notified by the Ministry of Corporate Affairs. As the Company has not declared any dividend for the year 2015-16, the transfer of the amount of dividend that remains unclaimed for a period of 7 years to the IEPF account and the shares on which dividends remain unpaid or unclaimed for a period of seven consecutive years or more to the Demat account of IEPF Authority does not arise;

23. For receiving the Notice and all other communications from the Company electronically, Members holding shares in physical mode and who have not registered/updated their email address with the Company are requested to register/update the same by writing to the Registrar and Transfer Agent (RTA) of the Company, M/s Integrated Registry Management Services Private Limited, email id: yuvraj@integratedindia.in with details of folio number and attaching a self-attested copy of PAN card;

- Members holding shares in dematerialised mode are requested to register/update their email addresses with the relevant Depository Participant (DP).
- If there is any change in the e-mail ID already registered with the Company/ RTA, Members are requested to immediately notify such change to the Company / RTA in respect of shares held in physical form and to DPs in respect of shares held in electronic form;

24. Members seeking any additional information on the subject matter to be placed at the AGM, are requested to write to the Company on or before September 02, 2024, through email on calsoftsecretarial@gmail.com. The same will be replied by the Company suitably through email.

VOTING THROUGH ELECTRONIC MEANS

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company is pleased to provide e-Voting facility for its members to enable them to cast their votes electronically. The company has availed the e-voting services provided by National Securities Depository Limited. (NSDL). The Company has appointed Mr. N. Ramanathan, Designated Partner, M/s. S Dhanapal & Associates LLP, Practicing Company Secretaries as scrutinisers for conducting the e-voting process fairly and transparently. The instructions for e-voting are detailed hereunder:

The voting rights of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as of the cut-off date being September 02, 2024.

The instructions for Shareholders for e-Voting are as under:

A. In case of Shareholders' receiving e-mail from NSDL (for members whose email IDs are registered with the Company/Depository participants):

- i. Open e-mail and PDF file viz; "California Software Company Limited e-Voting.pdf" with your client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password.
- ii. Launch the internet browser by typing the following URL: <https://www.evoting.nsdl.com>
- iii. Click on "Shareholder-Login".
- iv. Insert user ID and password as the initial password noted in the step above. Click Login.
- v. Password change menu appears. Change the password with a new password of your choice with a minimum of 8 digits/characters or a combination thereof. Note the new password. It is strongly recommended not to share your password with anyone and take utmost care to keep it confidential.
- vi. The home page of e-Voting opens. Click one-Voting: Active E-voting Cycles.
- vii. Select "EVEN" of California Software Company Limited.
- viii. Now you are ready for e-voting as the Cast Vote page opens.
- ix. Cast your vote by selecting the appropriate option and clicking "Submit" and "Confirm" when prompted.
- x. Upon confirmation, the message "Vote cast successfully" will be displayed.
- xi. You cannot modify your vote Once you have voted on the resolution.
- xii. For the votes to be considered valid, the institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority Letter together with an attested specimen signature of the duly authorised signatory(i.e.) who are authorised to vote, to the Scrutinizer through e-mail at calsoftsecretarial@gmail.com with a copy marked to evoting@nsdl.co.in

B. In case a member receives a physical copy of the Notice of AGM (For members whose email IDs are not registered with the Company/Depository Participant(s) or requesting a physical copy)

a. The initial password is provided as below/at the bottom of the attendance Form.

R EVEN (Remote- e Voting Event Number)	(i) USERID	PASSWORD/PIN

Please follow all steps from S.No. (ii) to S.No.(xii) above, to cast vote.

C. Instructions for members for attending the AGM through VC/OAVM are as under

- Members will be able to attend the AGM through VC/ OAVM provided by National Securities Depository Limited. (NSDL) by accessing the same at <https://www.evoting.nsdl.com> and click on the “video conference” and access the members’ login by using the remote e-voting credentials. The link for e-AGM will be available in members’ login where the EVENT and the name of the company can be selected;
- Please note that the members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned above
- The facility of joining the AGM through VC/OAVM shall opened 30 (thirty) minutes before the time scheduled for the AGM and shall be kept open throughout the proceedings of the AGM.
- Members will be allowed to attend the AGM through VC/OAVM on a first come, first served basis
- Members will be required to allow “camera” and use the internet at a good speed to avoid any disturbance during the meeting;

- 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;
- AGM Questions prior to e-AGM: Members who would like to express their views/ask questions during the meeting may log into <https://www.evoting.nsdl.com> and click on “Post your Questions”. Thereafter, the members may post their queries/views in the window provided by mentioning the name, demat account number/ folio number, email id, mobile number. “Post your Questions” link shall commence on Friday ,September 06, 2024 (10:00 A.M.) and ends on Sunday, September 08, 2024 (5:00 P.M.).
- Speaker Registration during e-AGM session: Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM Members who would like to express their views or ask questions during the AGM may register themselves by logging on to <https://www.evoting.nsdl.com> and clicking on “Speaker Registration”. You would have to mention the demat account number/folio number, city, email id, mobile number and then click on submit. The speaker registration shall commence on Friday, September 06, 2024 (10:00 A.M.) and ends on Sunday, September 08, 2024, (5:00 P.M.). The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
- Members who need assistance before or during the AGM, can contact Mr. Vijayakumar (Whole Time Director) at+91-90920-53888.

General Guidelines for Members

i. In case if the member is a Body Corporate/Institution, then they are requested to send scanned copy (PDF/JPG format) of its board or governing body resolution/authorization, authorizing its representative(s) to attend the AGM through VC/OAVM on its behalf and vote through remote e-voting. The said resolution/authorization shall be emailed to the Scrutinizer at secretarial@csdhanapal.com and copy marked to calsoftsecretarial@gmail.com

ii. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Log into thee-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.

iii. A Member can vote either by remote e-Voting or at the AGM. If a Member votes by both the modes, then the votes cast through remote e-Voting shall prevail and the votes cast at the AGM shall be considered invalid.

iv. The voting rights of the Members shall be in proportion to their share of the paid-up equity share capital of the Company as on 02nd September 2024 (‘Cut-Off Date’).

v. Any person who acquires shares of the Company and becomes a Member of the Company after the dispatch of the AGM Notice and holds shares as on the cut-off date, i.e. 02nd September 2024, may obtain the login Id and password by sending a request at evoting@nsdl.co.in. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you have forgotten your password, you may reset your password by using “Forgot User Details/Password” option available on www.evoting.nsdl.com.

D. Other instructions

i. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of www.evoting.nsdl.com

ii. If you are already registered with NSDL for e-voting, then you can use your existing user ID and password for casting your vote.

iii. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

iv. The e-Voting period commences on Friday, September 06, 2024 (10:00 AM) and ends on Sunday, September 08, 2024 (5:00 PM). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of September 02, 2024, may cast their vote electronically. The e-Voting module shall be disabled by NSDL for voting thereafter. Once the vote on resolutions is cast by the member, the member shall not be allowed to change it.

v. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and make, not later than 48 hours of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.

vi. The result declared along with the Scrutinizer's Report shall be placed on the Company's website www.calsoft.com and on the website of NSDL <https://www.evoting.nsdl.com> immediately. The Company shall simultaneously forward the results to National Stock Exchange of India Limited and BSE Limited, where the shares of the Company are listed.

By order of the Board**For CALIFORNIA SOFTWARE COMPANY LIMITED****Dr. Mahalingam Vasudevan**

Managing Director

DIN: 01608150

Date: August 14, 2024

Place: Chennai

Registered Office:

Workflo,

Greta Towers, Industrial Estate,

Perungudi

OMR Phase 1, Chennai-600096

DETAILS OF DIRECTOR SEEKING APPOINTMENT / RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING IN ACCORDANCE WITH REGULATION 26(4) AND 36 (3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARDS 2 (SS 2) ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA

Name of the Director	Ms. Annaganalaur Srimathi Venkata Narayanan	Ms. Vasudevan Manimala
Director Identification Number (DIN)	8328823	1980557
Date of Birth and Age	August 24, 1969 54 years	May 06, 1972 52 years
Nationality	Indian	Indian
Date of first appointment on Board	10/05/2019	08/06/2018
Qualification	Post graduate degree	M. Sc., Ph.D.,
Expertise in specific functional areas	Research and Development	Consulting engagements and management of large-scale technology programs as well as operations involved in Clinical Research
Terms and conditions of appointment/reappointment	Re-Appointment as Independent Director for five years and not liable to retire by rotation	Appointed as Whole time Director for a period of five years and liable to retire by rotation
Relationship with other Directors and KMP's	Not related with any Directors and KMP's of the Company	Spouse of Dr. Vasudevan Mahalingam, Managing Director
Shareholding in the Company	Nil	Nil
List of Directorship held in other Companies (excluding foreign, private and Section 8 Companies)	Nil	Nil
Memberships/Chairmanships of Audit and Stakeholders Relationship Committees across Public Companies.	Nil	Nil
Justification for choosing the appointees for appointment as Independent Directors	In the opinion of the Board, Ms. Annaganalaur Srimathi Venkata Narayanan follows the conditions specified in the Act and the Rules made there under for appointment as Independent Director and she is independent of the management. The proposal for appointment of Director has been approved by the Board considering their skills, wide experience and knowledge.	The proposal for appointment of Director has been approved by the Board considering their skills, wide experience and knowledge.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 (“Act”)

As required under Section 102 of the Companies Act, 2013 (“Act”), the following explanatory statement sets out all material facts relating to business mentioned in the accompanying Notice:

Item No. 3: Appointment of Ms. AVN. Srimathi (DIN: 08328823) as an Independent Director of the Company

The Board of Directors at its meeting held on 10th June 2024, had passed resolution for reappointment of Ms. AVN. Srimathi (DIN: 08328823) as Independent Director.

Ms. AVN. Srimathi (DIN: 08328823), aged 54 years has more than 30 years of experience in Teaching, Research and Development. The other details of Ms. AVN. Srimathi (DIN: 08328823) in terms of Regulation 36(3) of the Listing Regulation and Secretarial Standard 2 is annexed to this Notice. Ms. AVN. Srimathi is not related to any Director of the Company.

In terms of proviso to sub-section (5) of Section 152, the Board of Directors is of the opinion that Ms. AVN. Srimathi fulfils the conditions specified in the Act for his appointment as an Independent Director. After taking into consideration the recommendation of the Nomination & Remuneration Committee, the Board is of the opinion that Ms. AVN. Srimathi's vast knowledge and varied experience will be of great value to the Company and has recommended the Resolution at Item No. 3 of this Notice relating to the re-appointment of Ms. AVN. Srimathi as an “Independent Director”, not liable to retire by rotation for a period of five consecutive years w.e.f. June 10, 2024 to June 9, 2029, for the your approval.

Ms. AVN. Srimathi has given a declaration to the Board that she meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and Regulation 16 of the SEBI Listing Regulations.

The Company has also received:

- a. the consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment and Qualification of Directors) Rules, 2014 and
- b. Intimation in Form DIR-8 pursuant to Companies (Appointment and Qualification of Directors) Rules, 2014 that he is not disqualified under section 164(2) of the Companies Act, 2013.
- c. A declaration to the effect that he meets the criteria of independence as provided Section 149(6) of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and that he is not debarred from holding the office of Director pursuant to any Order issued by the Securities and Exchange Board of India (SEBI).
- d. As an Independent Directors shall be entitled to sitting fee for attending Board/ Committee meetings and commission, if any, paid in terms of the provisions of the Act. The terms and conditions of his appointment are available for inspection and also place on website of the Company.

e. The Board recommends the Resolution at Item No. 3 of this Notice for approval of the Members. Except Ms. AVN. Srimathi and his relatives, none of the Directors and Key Managerial Personnel of the Company and their respective relatives is, in any way, concerned or interested, in the Resolution set out at Item No. 3 of this Notice

I. Other Information

1. Reasons of loss or inadequate profits:

Due to the changes resulting from digital transformation, business related issues are becoming increasingly significant within the digital services market. We see ample headroom for growth in developing digital engineering, artificial intelligence (AI) and analytics, intelligent process automation, Cloud and IoT projects. Last three years we invested all our revenues for the development of e commerce applications, due to which company incurred inadequate profits in the respective years.

2. Steps taken or proposed to be taken for improvement and expected increase in productivity and profits in measurable terms:

As explained above, the Company has launched its e commerce platforms in India and Spain, shall generate new revenues which transform into profit making company.

II. Disclosures:

The information and disclosures of the remuneration package of the managerial personnel have been mentioned in the Annual Report in the Corporate Governance Report under the heading Remuneration in Rupees paid or payable to Directors for the year ended March 31, 2024

By order of the Board

For CALIFORNIA SOFTWARE COMPANY LIMITED

Dr. Mahalingam Vasudevan

Managing Director

DIN: 01608150

Date: August 14, 2024

Place: Chennai

Registered Office:

Workflo,

Greta Towers, Industrial Estate,

Perungudi

OMR Phase 1, Chennai-600096

MANAGEMENT DISCUSSION AND ANALYSIS



MANAGEMENT DISCUSSION AND ANALYSIS

Dear valued shareholders and stakeholders,

We are pleased to present our report on the business and operations of your company and its working results for FY 2023-24. Throughout this period, we made significant progress in our efforts to strengthen the company's position for accelerated revenue growth. We took a series of strategic steps to execute against that strategy, including enhancing our portfolio, expanding our partner ecosystem, and driving your company towards sustained growth.

During FY 2023-24, we intensified our focus on harnessing the power of innovative technologies such as artificial intelligence, blockchain, cloud computing, the Internet of Things (IoT), machine learning, big data, intelligent process automation, and interactive customer experiences. By embracing these advancements, we have positioned Calsoft to lead in providing cutting-edge solutions that drive efficiency, productivity, and growth for our clients.

As a result, we enter 2024-25 more strategically focused and technologically capable. We are integrating technology and expertise—from Calsoft, our partners, and even our competitors—to meet the urgent needs of our clients. This collaboration ensures we stay at the forefront of innovation, delivering unparalleled value and fostering sustainable growth.

Today, Calsoft's business is centered on providing end-to-end capabilities at scale across the full spectrum of professional services—spanning strategy, consulting, digital transformation, blockchain, gaming, technology, and operations. By combining Calsoft's capabilities across these areas, we are uniquely positioned to drive large-scale transformation for our clients. Our commitment to re-establishing Calsoft as an industry leader remains unwavering, as we aim to be the catalyst of progress for our clients in their pursuit of the digital transformation of the world's mission-critical businesses.

Empowering Small Businesses

- Calsoft has the expertise and resources to offer a wide range of comprehensive, end-to-end IT services. With our integrated software and information services, we are able to tailor our solutions to meet the unique and diverse needs of our clients, delivering exceptional results every time.
- In alignment with this year's theme, "Empowering Tomorrow with Today's Innovations," Calsoft has taken significant steps to empower small businesses by incorporating a wide range of innovative technologies, including artificial intelligence (AI), blockchain, cloud computing, the Internet of Things (IoT), machine learning, big data, and intelligent process automation. These technologies have proven to be invaluable tools for small businesses, helping them operate more efficiently and effectively than ever before.
- By integrating these advanced technologies, small businesses can optimize their operations, make data-driven decisions, enhance customer satisfaction and loyalty, and maintain a competitive edge in the market. AI and machine learning enable predictive analytics and personalized customer experiences, while blockchain ensures secure and transparent transactions. Cloud computing provides scalable solutions that reduce costs and improve accessibility, and IoT devices offer real-time insights into operations.
- Through these innovations, Calsoft is committed to creating an ecosystem where small businesses can thrive, compete directly with larger enterprises, and achieve sustainable growth. Our mission is to democratize access to cutting-edge technology, enabling small businesses to harness the full potential of today's innovations to build a better and more prosperous tomorrow.



EMPOWERING
SMALL
BUSINESSES

Calsoft has the expertise and resources to offer a wide range of comprehensive, end-to-end IT services. With our integrated software and information services, we are able to tailor our solutions to meet the unique and diverse needs of our clients, delivering exceptional results every time.

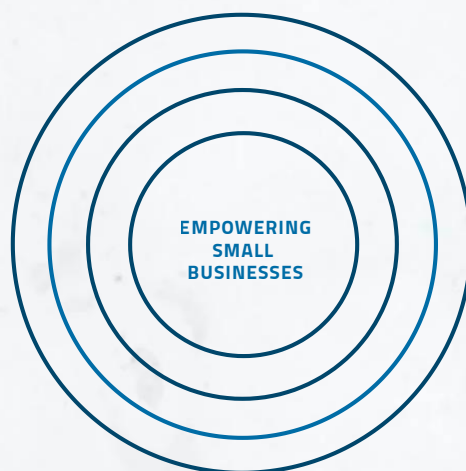
01

Empowering through eCommerce, PoS, and Omnichannel

The first layer focuses on equipping traders with robust eCommerce platforms, advanced Point-of-Sale (PoS) systems, and seamless omnichannel solutions. These technologies enable small businesses to streamline sales processes, manage inventory efficiently, and provide a unified shopping experience across various channels, thereby increasing customer satisfaction and driving sales growth.

02

Empowering through CRM, Loyalty Engine, and Digital Marketing



The second layer is aimed at enhancing customer relationships and loyalty. By leveraging Customer Relationship Management (CRM) systems, loyalty engines, and digital marketing tools, small businesses can effectively manage customer interactions, implement personalized marketing strategies, and foster long-term customer loyalty. These tools help traders understand their customers better, engage them meaningfully, and build lasting relationships.

In alignment with this year's theme, **"Empowering Tomorrow with Today's Innovations,"** Calsoft has developed four distinct layers to empower small businesses and enhance their operations:

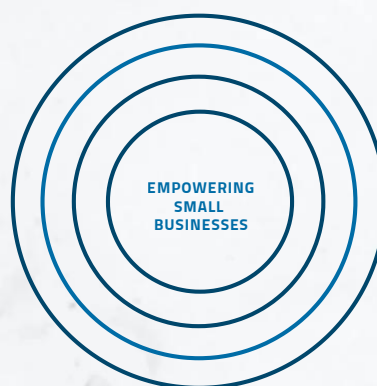
03

Empowering through Big Data and AI

The third layer focuses on harnessing the power of big data and artificial intelligence (AI). By utilizing advanced analytics and AI-driven insights, small businesses can make informed, data-driven decisions. These technologies enable traders to predict market trends, optimize pricing strategies, and improve operational efficiency. Big data and AI also facilitate personalized customer experiences and targeted marketing campaigns, boosting overall business performance.

04

Empowering through Web3, Gaming, and Blockchain



The fourth and final layer is centered around new-age technologies such as Web3, gaming, and blockchain. These cutting-edge innovations offer small businesses opportunities to explore decentralized applications, engage customers through interactive and immersive experiences, and ensure secure, transparent transactions. By adopting these technologies, small businesses can stay ahead of the curve, innovate continuously, and create unique value propositions in the market.

Empowering Tomorrow with Today's Innovations

The rapid evolution of disruptive technologies is one of the most transformative and compelling narratives unfolding in today's world. Innovations like blockchain, artificial intelligence, and the Internet of Things are advancing at unprecedented rates. These technologies are not just reshaping entire industries; they are fundamentally altering the way we conduct business, engage with customers, and navigate the broader economic landscape.

The Democratization of Technology

Today, innovative technologies such as Artificial Intelligence (AI), Blockchain, and the Internet of Things (IoT) are no longer the exclusive domain of large corporations. These technologies have become democratized, making it easier for small and medium-sized enterprises (SMEs) to leverage them for scalable growth. By integrating these advancements, small businesses can optimize their operations, enhance customer experiences, and unlock new revenue streams.

Agility and Resilience Through Technology

The COVID-19 pandemic has accelerated the digital transformation journey for many businesses. Small enterprises, often regarded as the backbone of our economy, have shown remarkable agility and resilience. Cloud computing, for instance, has empowered them to work from anywhere, reducing overhead costs and increasing efficiency. This adaptability has allowed small businesses to continue operating and thriving despite the challenges posed by the pandemic.



Our vision statement "EMPOWERING SMALL BUSINESSES THROUGH DISRUPTIVE TECHNOLOGIES" encapsulates the essence of leveling the playing field for small businesses by providing them with the tools and technologies they need to succeed. By harnessing the power of innovative advancements, we aim to enable small enterprises to compete with larger corporations, optimize their operations, and achieve sustainable growth in an increasingly digital world.

E-commerce and Digital Presence

Gone are the days when a physical storefront was the only avenue for business. SMEs are now building robust online platforms and utilizing social media channels to reach their customers. With cost-effective, highly targeted marketing solutions, even the smallest business can now dream of a global footprint. The ability to connect with customers across the world has revolutionized how small businesses operate, providing unprecedented opportunities for growth and expansion.

Leveraging FinTech

Financial Technology, or FinTech, has been particularly impactful. It has granted SMEs access to simplified, flexible, and cost-effective financial solutions, allowing them to navigate cash flow issues, raise capital, or even conduct international transactions with ease. FinTech innovations have democratized financial services, ensuring that small businesses can manage their finances more efficiently and focus on growth.

How Calsoft Is Leading the Charge

We recognize the pivotal role these technologies play in reshaping businesses, and that's why we have aligned our strategies to facilitate this shift. Our focus on R&D and partnerships with tech innovators has put us at the forefront of delivering scalable solutions tailored for small businesses. We're not merely spectators in this technological revolution; we are active contributors and beneficiaries.

We have embedded these technologies into our product offerings, making them accessible and affordable. Our platforms ensure that our clients, regardless of their size, can tap into the most sophisticated tools to solve their problems, drive efficiencies, and generate value. By providing cutting-edge solutions in e-commerce, FinTech, and other disruptive technologies, Calsoft empowers small businesses to compete on a level playing field and achieve sustainable growth.

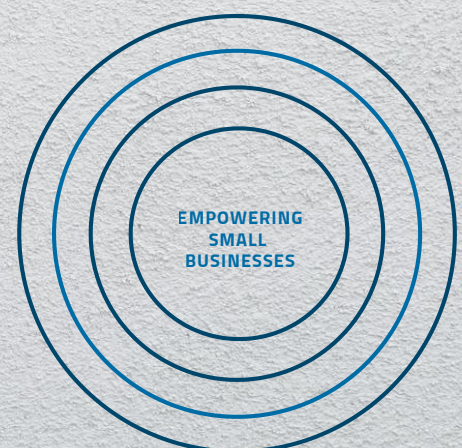


The Road Ahead

We are at an inflection point where disruptive technologies are not merely influencing but dictating the future of business. Our resources, expertise, and, most importantly, our vision position us to lead in this new era. Together, let's seize these opportunities to create lasting value for our shareholders, our clients, and society at large. By embracing today's innovations, we can empower small businesses, drive transformative growth, and build a more sustainable and equitable future.

Leveraging the advancements in technology to create innovative products and services, Calsoft driving changes in the way people work and live.

Our commitment to integrating cutting-edge technologies into our solutions ensures that businesses of all sizes can operate more efficiently, engage more effectively with customers, and adapt to the rapidly changing digital landscape. By continuously evolving our offerings, we empower small businesses to harness the power of today's innovations, transforming challenges into opportunities and fostering a future of sustainable growth and success.



EMPOWERING SMALL BUSINESSES THROUGH TODAY'S INNOVATIONS



Empowering small businesses through today's innovations involves applying advanced technologies to create new opportunities for growth, competitive advantages, and enhanced customer experiences, traditionally reserved for large corporations.

EMPOWERING SMALL BUSINESSES THROUGH TODAY'S INNOVATIONS

E-commerce and Mobile Payments

Global Reach: Online platforms enable small businesses to reach a global audience.

Easy Transactions: Mobile payments like Apple Pay, Google Pay, and various cryptocurrency options make it easier for customers to make purchases.

Social Media and Digital Marketing

Customer Engagement: Social media platforms provide powerful tools for customer engagement and targeted advertising.

Reputation Management: Online reviews and feedback can be managed more effectively.

3D Printing

Rapid Prototyping: Small businesses can quickly create prototypes for new products.

Customization: Businesses can offer personalized products without the need for large-scale manufacturing.

Automation and Robotics

Reduced Labour Costs: Automation can take over repetitive tasks, reducing labour costs.

Quality Control: Robots can perform tasks with high precision, reducing errors.





TODAY'S INNOVATIONS AND SUSTAINABILITY

Environmental Impact of Disruptive Technologies

While today's innovations offer immense benefits, they also raise environmental concerns. Companies must consider the ecological impact of their innovations and prioritize sustainable practices to ensure a greener future.

Creating a Sustainable Disruption Strategy

Balancing innovation and sustainability is crucial for long-term success. By integrating environmental considerations into their innovation strategy, companies can align their goals with the broader vision of a sustainable world.

The background of the page is a photograph of a white car, likely a modern sedan, with its headlights illuminated. The car is positioned on the right side of the frame, facing left. The lighting is dramatic, with a strong red glow emanating from the background, creating a futuristic and high-tech atmosphere. The car's design is sleek and aerodynamic. In the top right corner, there are two overlapping squares: a red one on top and a white one below it. On the left side, there are vertical orange and red lines, suggesting a modern architectural or industrial setting.

THE FUTURE OF INNOVATION

Emerging Technologies and Their Potential Impact

The future holds numerous emerging technologies, such as quantum computing, 5G, and biotechnology, with the potential to redefine industries. Staying informed and adaptable is vital for businesses harnessing the power of upcoming innovations.

Preparing for Constant Change and Evolution

Today's innovations will continue to shape the business landscape. Embracing change, fostering innovation, and developing a growth mindset will enable companies to thrive amidst uncertainty and emerge as industry leaders..

EMPOWERING SMALL BUSINESSES THROUGH TODAY'S INNOVATION

Cloud Computing

- Affordable Scalability: Small businesses can rent server space and computing power as needed, without investing in physical hardware.
- Collaboration: Cloud platforms make it easier to collaborate in real-time and share resources among a distributed team.

Artificial Intelligence (AI) and Machine Learning

- Customer Service: Chatbots can handle a wide array of customer service queries 24/7.
- Data Analysis: AI algorithms can make sense of large data sets, offering insights into customer behavior, market trends, and operational inefficiencies.

Internet of Things (IoT)

- Inventory Management: IoT sensors can automatically track inventory levels and reorder supplies as needed.
- Energy Efficiency: Smart thermostats and lighting systems can reduce utility costs

Blockchain

- Secure Transactions: Blockchain technology can facilitate secure and transparent financial transactions.
- Supply Chain Verification: Small businesses can prove the authenticity and origin of their products.

Augmented and Virtual Reality (AR/VR)

- Virtual Showrooms: Customers can experience products in a virtual space.
- Training: AR can assist in more interactive and effective employee training.



Adopting today's innovations can give small businesses the tools they need to compete in an increasingly digital world. However, it's crucial to approach these technologies thoughtfully, taking into account the specific needs and capabilities of the business.

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"Disruptive technologies are the equalizers that arm small businesses with the tools and opportunities once exclusive to industry giants."



EMPOWERING RETAIL AND E-COMMERCE SOLUTIONS

TRENDS

Some of the latest trends that you can work into your long-term ecommerce strategy

INSIGHTS

Keep reading to explore the data. Business spotlights for insights on growth.



LEVERAGING BIG DATA FOR RETAIL SUCCESS

In retail, your success relies heavily on your ability to collect data, process it in real-time, and transform it into actionable solutions for supply chain management, price optimization, risk management, inventory management, and merchandising. Our big data retail analytics services will help you not just to collect, prepare, and process your data in real-time but also to draw meaningful insights from it, as well as discover new opportunities and industry risks. Based on these valuable insights, derived from the synergy between big data and retail or eCommerce, you'll be able to make smart business decisions.

Adapting to Rapid Changes in Consumer Behavior

Due to the explosive growth of eCommerce, the rise of the smartphone culture, and fierce competition, customer expectations change faster than you could even imagine. To keep up, you must be aware of changes in consumer behavior before they occur. Today's innovations enable you to stay ahead of these shifts, ensuring that your strategies are always aligned with evolving market demands and customer preferences. By leveraging advanced analytics and real-time data processing, you can anticipate trends, optimize your operations, and maintain a competitive edge in the dynamic retail landscape.

dSpeedUp CRM

PRODUCT-MARKET FIT

CRM will serve as an all-in-one platform for the management of customer accounts as well as streamlining workflows in terms of sales, marketing, customer service and database management.



Target Customer

COMPANY SIZE

Mid-size companies (30 to 50 people)

Large companies (50 to 100 people)

Corporates (100 > people)

INDUSTRY



Agriculture



Pharmaceuticals



Chemical



Food



Education



Healthcare



Finance



Automobile





EMPOWERING SMALL BUSINESSES THROUGH TODAY'S INNOVATIONS: AI AND ANALYTICS

Empowering small businesses through today's innovations, such as Artificial Intelligence (AI) and analytics, can be a game-changing strategy. By integrating these technologies, small businesses can level the playing field, competing effectively with larger companies and optimizing their operations for maximum efficiency and profitability.



AI and analytics enable small businesses to become more efficient, customer-centric, and competitive, ensuring long-term sustainability and growth. Leveraging these advanced tools allows small businesses to gain insights into customer behavior, streamline processes, and make data-driven decisions that drive success in an increasingly competitive market.

AI IN THE GAMING INDUSTRY: REVOLUTIONIZING INTERACTIVE ENTERTAINMENT

The gaming industry has undergone a transformative evolution with the integration of Artificial Intelligence (AI). AI is reshaping interactive entertainment, from enhancing gameplay experiences to revolutionizing game development.

AI can create dynamic, responsive, and personalized gaming environments, making each player's experience unique. By analyzing player behavior, AI can adapt game difficulty, predict player actions, and create more realistic NPC (non-playable character) interactions. This leads to more immersive and engaging gameplay experiences.

In game development, AI tools streamline processes such as procedural content generation, bug detection, and testing, significantly reducing development time and costs. AI also assists in creating lifelike animations and realistic environments, pushing the boundaries of what is possible in gaming.

If harnessed correctly, AI can open numerous paths to building immersive and engaging experiences for gaming enthusiasts, fostering an exciting future for players and developers alike. By continuing to innovate and integrate AI, the gaming industry is poised to offer richer, more complex, and more captivating interactive entertainment experiences.

AI Challenges & Opportunities

AI integration in gaming raises ethical concerns that demand careful consideration from developers and stakeholders.

- Responsible AI Deployment
- Data Privacy and Security
- Fair and Inclusive AI Algorithms
- Ethical Frameworks
- Robust Data Protection

METAVVERSE

AR ADDS DIGITAL ELEMENTS TO THE REAL WORLD, ALLOWING FOR A MORE SEAMLESS AND IMMERSIVE EXPERIENCE..



Metaverse marketing is the future of marketing. The metaverse is a virtual reality world where people can interact with each other, buy and sell things, and live out their dreams.

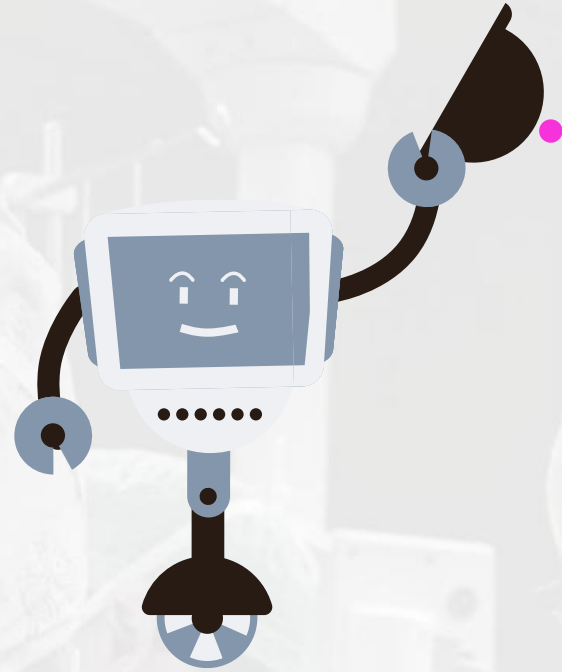


SOFTWARE OPPORTUNITIES AND CHALLENGES IN THE LIFE SCIENCES INDUSTRY

Impact of Robotics
Technologies on

THE ADVANCEMENT IN SURGERIES

AI Robotics in Healthcare



Artificial intelligence and robotics have the potential to make health care faster, better, and more accessible for everyone.

Robot applications in hospital environments during the pandemic

1. Disinfect and sterilize facilities
2. Clean places with ultraviolet lights, vaporization, and vacuuming
3. Handle and deliver drugs, food, and waste
4. Deliver hospital supplies, lab samples or other critical objects from point A to point B
5. Provide remote assistance and enable telemedicine
6. Assist doctors with diagnosis for remote locations or urgent situations via telepresence robotic systems
7. Detect new cases
8. Aid humans in quick recognizing and localization of new cases to ensure better patient and personnel safety



Supporting doctors and nurses in their daily tasks



Automating routine



Image recognition of high accuracy to assist diagnosis



Surgical robots



Robotic medication and food delivery



Robot assisted patient movement



Robotic prosthetics



Intravenous drug delivery

Robots can perform tedious, repetitive tasks with excellent precision and increased strength.

EMPOWERING SMALL BUSINESSES THROUGH BLOCKCHAIN TECHNOLOGY

Empowering small businesses through blockchain technology is a subject that is increasingly receiving attention as blockchain evolves beyond cryptocurrencies like Bitcoin. Blockchain can offer a range of solutions for small businesses, enhancing transparency, security, and efficiency. Below are some of the ways small businesses can benefit from integrating blockchain technology

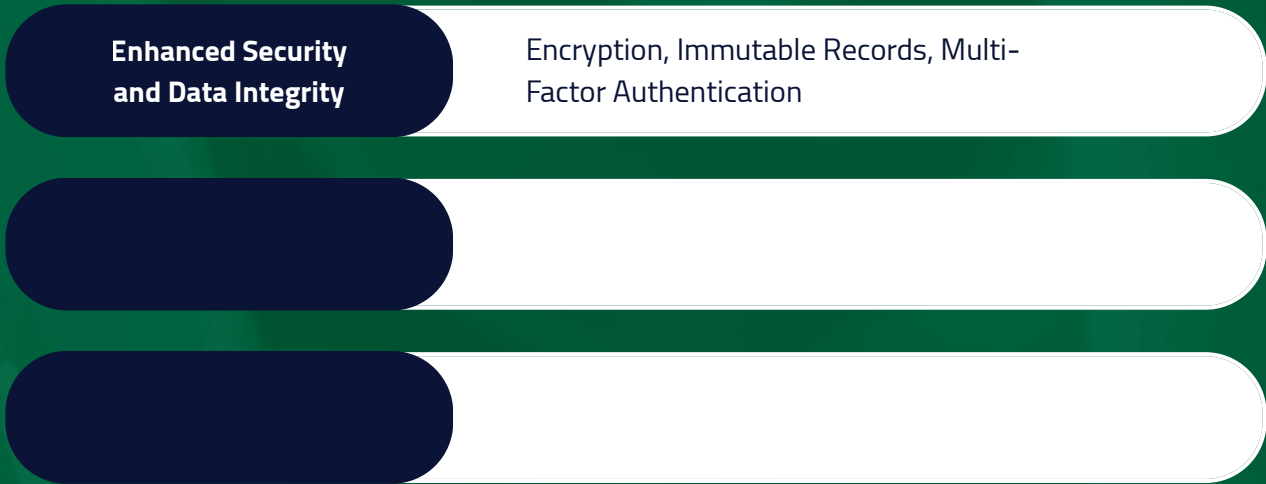


Considering this wide spreading of Blockchain, most of the organizations have embraced this new **technology** in their business. Also, the business and IT services will mark 70% of **all the** blockchain spending in the future, as per the research. So, let us discuss what blockchain is and the assorted benefits of using this technology in businesses.

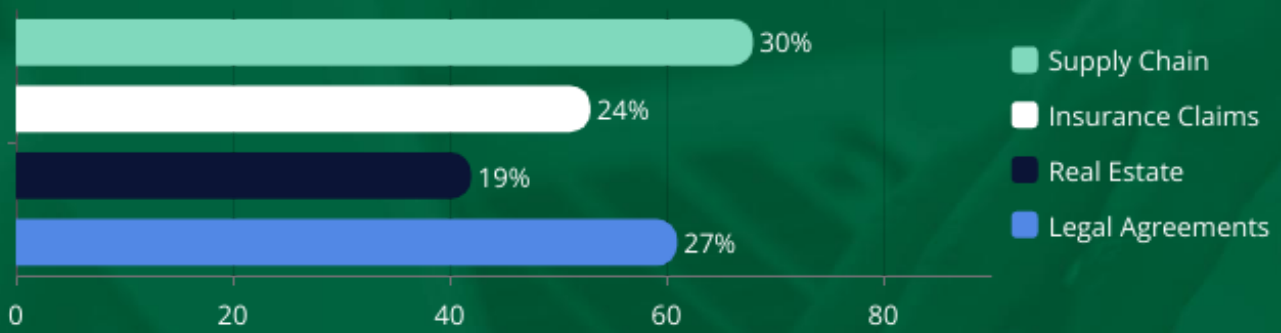


Empowering Financial Services Through Today's Innovations: Understanding Blockchain's Impact

To achieve a comprehensive understanding of blockchain's impact on financial services, Calsoft sets forth the following objectives, aligned with our theme of empowering tomorrow with today's innovations:



Adoption Rate



Calsoft aims to provide valuable insights into the transformative potential of blockchain technology in the financial services industry. This approach aligns with our broader vision of leveraging today's innovations to empower small businesses and create a more secure, efficient, and competitive financial landscape for the future.

Digital Identity and KYC Solutions



Self-Sovereign Identity

Giving users control over their identity information



Secure KYC Verification

Enhancing KYC procedures while safeguarding user data



Anti-Fraud Mechanisms

Real-time identity verification against global databases.

Trade Finance and Supply Chain Management



Digitized Trade Documents

Eliminating paper-based documentation for faster processing



Supply Chain Transparency

Enabling real-time tracking of goods and inventory



Smart Contracts for Payments

Automating payments based on predefined contract terms

Regulatory Considerations for Blockchain Adoption

The landscape of blockchain technology is rather dynamic, and while industries adopt this technology, it is important to address regulatory aspects relevant to blockchain adoption, to ensure its successful integration into the financial services industry.



Gaming industry next dimension



Since its inception decades ago, the video gaming industry has grown with stunning speed. Over the last five years in particular, it has experienced significant expansion as users worldwide play games of all types across a variety of platforms. Video gaming is also on the verge of a major transformational shift due to the emergence of the metaverse — a shared, persistent, three-dimensional (3D) virtual realm where users interact with objects, the environment and each other through digital representations of themselves or avatars.

While many believe that the metaverse will eventually be pervasive throughout society, including in the business world and on social media, gaming has quickly become a first mover in this space. With this in mind, we recently surveyed a group of executives from leading gaming companies to gain their insights about the impact of and outlook for the metaverse.

The state of the gaming industry

An estimated 2.9 billion people — more than one out of every three people on the planet — played a video game in 2021, when global revenue for the industry exceeded \$193 billion (see Figure 1). In addition, from 2016 to 2021, gaming grew at a compound annual growth rate of 15.6%.

5G AND IOT

Set To Change The World

1 Automotive

- Smart Navigation
- Auto parking
- Route Optimization

2 Smart Factories

- Data processing
- Troubleshooting and fault detection
- Condition Monitoring



Smart Buildings

- Home automation
- Security and alerts

Smart Cities

- Street lighting
- Optimize parking spaces
- Surveillance and policing

Smart Grid

- Demand following
- Smart metering and alarms

6 Agriculture

- Automated irrigation
- Remote farms' oversight

7 Shops and Sales

- Efficient advertising
- Smart billing

8 Health & Medicine

- Drug Inventory management
- Automated drug injection
- Tracking wellness



3

4

5

Artificial Intelligence & Human Intelligence: Revolutionizing Industries Together

Despite AI's capabilities, human intelligence remains irreplaceable. The creativity, empathy, and strategic thinking that humans bring to the table are crucial for interpreting AI-driven insights and making nuanced decisions. The collaboration between AI and human intelligence can lead to more innovative and effective solutions.

Artificial Intelligence (AI) is a fast-developing field of technology that has the potential to revolutionize many industries. While one of AI's most pressing issues is whether it will eventually replace human intelligence, many businesses can already attest to how AI has positively contributed to their needs. AI enables companies to automate routine tasks, analyze large datasets for valuable insights, and enhance decision-making processes.

By integrating AI into financial services, businesses can optimize operations, improve customer experiences, and stay ahead of market trends. AI-driven analytics and predictive models help financial institutions manage risks more effectively and identify new growth opportunities.

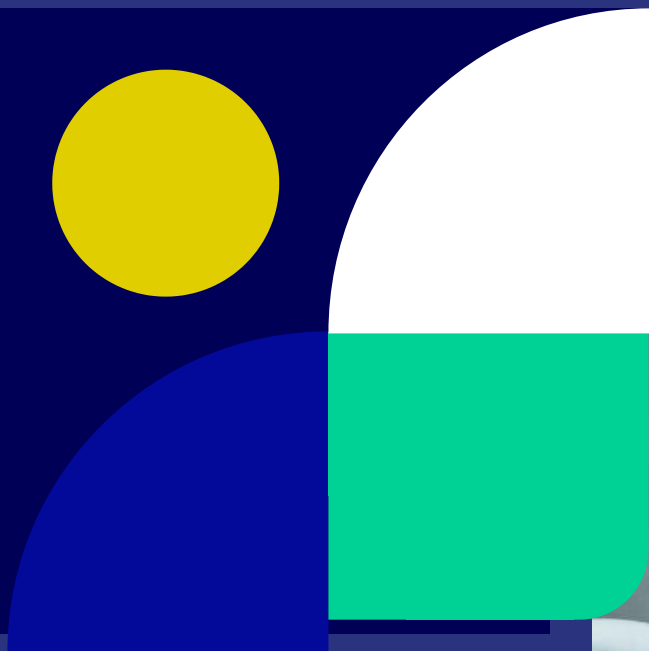
64%

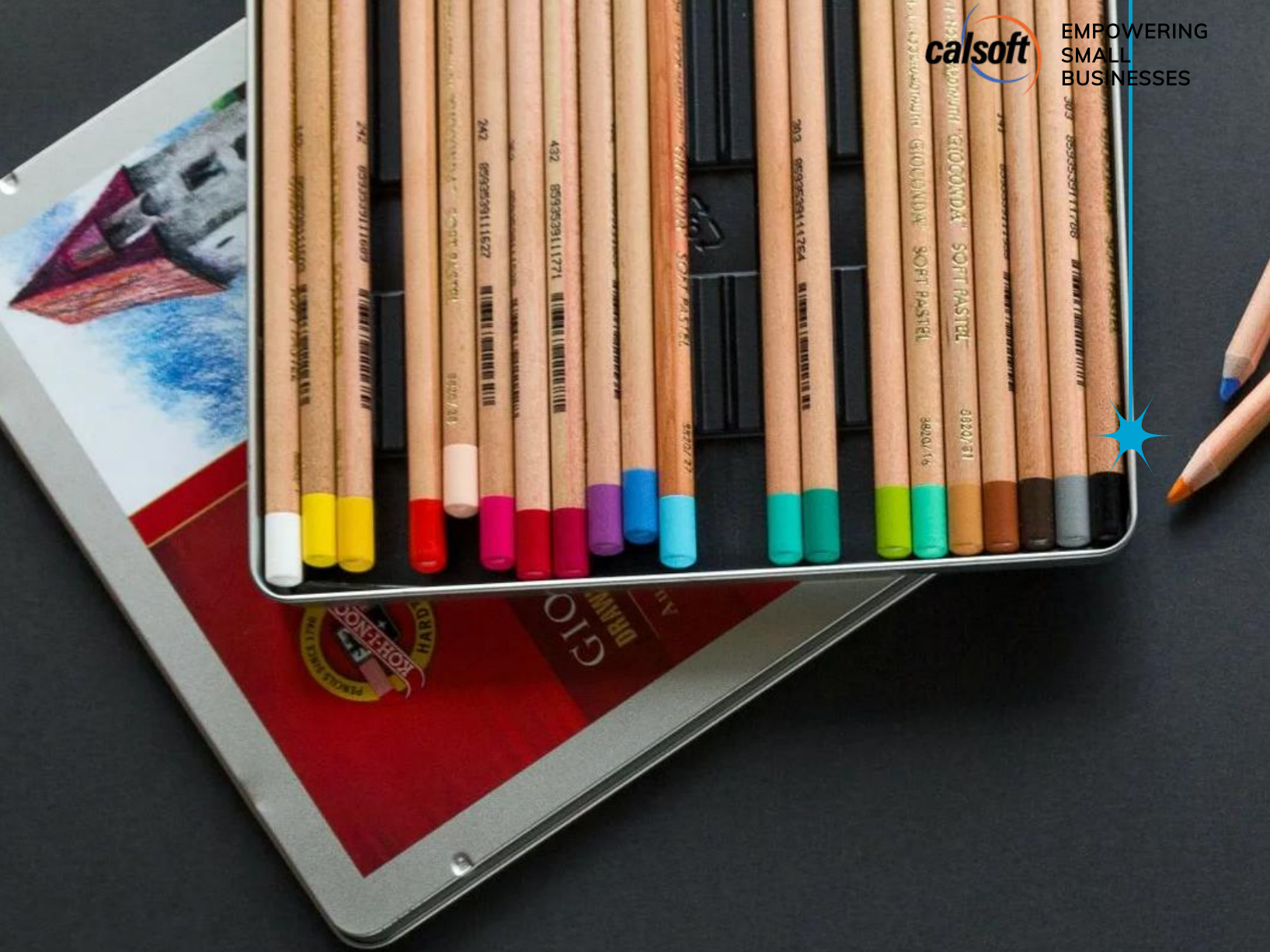
Of businesses that implemented Artificial Intelligence have seen an increase in productivity

79%

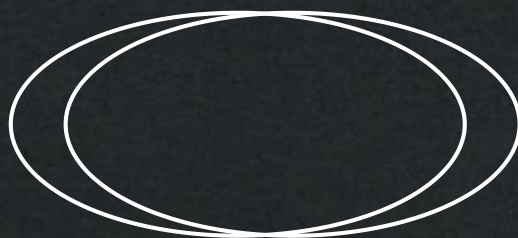
Of sales and marketing executives say AI has helped their companies increase revenue

With this increased usage of AI, many now consider it a 10x alternative to humans. Would this consideration lead to human intelligence being replaced by Artificial Intelligence? This whitepaper will investigate the current state of AI technology, and the potential impact on society.





DIRECTORS REPORT



To
The Members

The Directors are pleased to present their 32nd Annual Report along with the audited financial statements for the financial year ended March 31, 2024.

FINANCIAL RESULTS

The financial results of the Company for the year ended 31st March 2024 are summarised below:

(All figures in lakhs, Except for EPS)

Details	Standalone		Consolidated	
	Year ended	Year ended	Year ended	Year ended
	31-Mar-24	31-Mar-23	31-Mar-24	31-Mar-23
Total Revenues	428.03	276.41	428.03	276.41
Total Expenses	343.11	246.52	343.11	246.52
Profit before exceptional and extra-ordinary items	84.92	29.89	84.92	29.89
Exceptional items	-	-	-	-
Profit before extraordinary items and tax	84.92	29.89	84.92	29.89
Profit before Tax	84.92	29.89	84.92	29.89
Current Tax	25.85	12.96	25.85	12.96
Deferred Tax	(3.28)	(5.19)	(3.28)	(5.19)
Profit / (Loss) for the year	62.35	22.12	62.35	22.12
Minority Interest	-	-	-	-
paid-up equity capital	154.57	154.57	154.57	154.57
Earnings per share (EPS) for the year (Rs)				
i) Basic	0.40	0.14	0.40	0.14
ii) Diluted	0.40	0.14	0.40	0.14

COMPANY PERFORMANCE AND RESULTS OF OPERATIONS

Standalone Results

During the year, your Company, on a standalone basis, earned a total revenue of Rs. 428.03 lakhs. The profit before tax during the year is Rs.84.92 lakhs.

After considering the tax provisions and adjustments, the profit for the year was Rs.62.35 lakhs..

Consolidated Results

During the year, your Company consolidated with all its subsidiaries and earned a total revenue of Rs.428.03 lakhs. The profit before tax during the year is Rs. 62.35 lakhs.

DIVIDEND

The Board of Directors have decided to retain the entire amount of the FY 2023-24 profits in the profit and loss account; hence, no dividend is being declared for this financial year.

SHARE CAPITAL

The Share Capital of the Company as of March 31, 2024, stood at Rs.15,87,58,060/- shares of Rs. 10/- each as below:

- a. 1,54,57,106 equity shares of Rs. 10/- each;
- b. 4,18,700 Optionally Convertible Redeemable Preference Shares of Rs. 10/- each

TRANSFER TO RESERVES

The Company retained the entire surplus in the Profit and Loss Account; hence, no transfer to General Reserve was made during the Year.

SUBSIDIARY COMPANY AND CONSOLIDATED FINANCIAL STATEMENTS

The Consolidated Financial Statements of the Company and its subsidiary, prepared in accordance with Indian Accounting Standards notified under the Companies (Indian Accounting Standard) Rules, 2015 ('IND AS'), form part of the Annual Report and are reflected in the Consolidated Financial Statements of the Company.

In Section 134 of the Companies Act, 2013 and Rule 8(1) of the Companies (Accounts) Rules, 2014, the financial position and performance of subsidiaries are given in Consolidated Financial Statements. As of March 31, 2024, the company has a subsidiary, Aspire Communications Private Limited. There has been no material change in the nature of the subsidiaries' business. The consolidated financial statement has been prepared in accordance with the relevant accounting standards, and a separate statement containing the salient features of the financial statement of its subsidiaries and associates in form AOC-1 is attached as Annexure I, along with the financial information of the company.

DEPOSITS

The Company has not accepted any deposits in terms of Chapter V of the Companies Act, 2013, read with the Companies (Acceptance of Deposit) Rules, 2014, during the year under review and as such, no amount on account of principal or interest on public deposits was outstanding as of the balance sheet date.

PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS

Section 134 of the Companies Act, 2013, the particulars of loans, guarantees and investments given by the Company under Section 186 of the Companies Act, 2013 are detailed in Notes to Accounts of the Financial Statements.

RELATED PARTY TRANSACTIONS

During the year, the Company has not entered into any contract/ arrangement/ transaction with a related party which can be considered as material in terms of the policy on related party transactions laid down by the Board of Directors except for taking of loan from Dr. Vasudevan Mahadevan (Managing Director and Promoter) to funds day to day operations of the Company.

The related party transactions undertaken during the financial year 2023-24 are detailed in Notes to Accounts of the Financial Statements. Particulars of contracts or arrangements with related parties referred to in section 188(1) of the Companies Act, 2013 in form AOC-2 is appended as Annexure-II to the Board's Report.

CHANGES IN THE BOARD OF DIRECTORS

During the year, the following changes took place in the composition of the Board of Directors:

- Resignation of Mr. Sampath (DIN: 07556751) as Independent Director, effective from 20.06.2024
- Reappointment of Ms. Srimathy (DIN: 08328823) as Independent Director for 5 years, effective from 10.06.2024

DECLARATION BY INDEPENDENT DIRECTORS

The Company has received declarations from all its Independent Directors that they meet the criteria of Independence as laid down under Section 149 (6) of the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the financial year ended March 31, 2024. Independent Directors have complied with the Code for Independent Directors prescribed in Schedule IV of the Companies Act, 2013.

GOVERNANCE GUIDELINES

The Board of the Company has adopted Governance Guidelines on Board Effectiveness. The Guidelines cover aspects related to the composition and role of the Board, Chairman and Directors, Board diversity, definition of independence, Director term, retirement age and Committees of the Board. It also covers aspects relating to nomination, appointment, induction and development of Directors, Director remuneration, Subsidiary oversight, Code of Conduct, Board Effectiveness Review and Mandates of Board Committees.

PROCEDURE FOR NOMINATION AND APPOINTMENT OF DIRECTORS

The Nomination and Remuneration Committee (NRC) is responsible for developing competency requirements for the Board based on the industry and strategy of the Company. The Board composition analysis reflects an in-depth understanding of the Company, including its design, environment, operations, financial condition and compliance requirements. The Nomination and Remuneration Committee periodically conducts a gap analysis to refresh the Board, including each time a Director's appointment or re-appointment is required. The Committee is also responsible for reviewing the profiles of potential candidates vis-à-vis the needed competencies and meeting potential candidates before making recommendations for their nomination to the Board. At the time of appointment, specific requirements for the position, including expert knowledge expected, are communicated to the appointee.

CRITERIA FOR DETERMINING QUALIFICATIONS, POSITIVE ATTRIBUTES AND INDEPENDENCE OF A DIRECTOR

The Nomination and Remuneration Committee has formulated the criteria for determining qualifications, positive attributes and independence of Directors in terms of provisions of Section 178(3) of the Act and Regulation 19 read with Part D of Schedule II of the Listing Regulations.

Independence: In accordance with the above criteria, a Director will be considered as an 'Independent Director' if they meet the requirements for 'Independent Director' as laid down in the Act and Rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations.

Qualifications: A transparent Board nomination process is in place that encourages diversity of thought, experience, knowledge, perspective, age, and gender. It is also ensured that the Board has an appropriate blend of functional and industry expertise. While recommending the appointment of a Director, the Nomination and Remuneration Committee considers how the individual's function and domain expertise will contribute to the overall skill-domain mix of the Board.

Positive Attributes: In addition to the duties as prescribed under the Act, the Directors on the Board of the Company are also expected to demonstrate high standards of ethical behaviour, strong interpersonal and communication skills and soundness of judgement. Independent Directors are also expected to abide by the 'Code for Independent Directors' outlined in Schedule IV of the Act.

CORPORATE SOCIAL RESPONSIBILITY

During the financial year, the Company has not met any of the threshold requirements of Section 135 of the Companies Act 2013. The need to spend on CSR or any related provisions of CSR does not apply to the Company.

ANNUAL EVALUATION OF BOARD PERFORMANCE AND PERFORMANCE OF ITS COMMITTEES AND DIRECTORS

According to the applicable provisions of the Act and the Listing Regulations, the Board has carried out an annual evaluation of its performance, the performance of the Directors, as well as the assessment of the working of its committees.

The Nomination and Remuneration Committee has defined the evaluation criteria, procedure and schedule for the Performance Evaluation process for the Board, its Committees and Directors.

The Board evaluated the performance of the Board and individual Directors after seeking input from all the Directors. The Board assessed the Committees' performance after seeking information from the Committee Members. The criteria for performance evaluation of the Board included aspects such as Board composition and structure, effectiveness of Board processes, contribution to long-term strategic planning, etc. The criteria for performance evaluation of the Committees included structure and composition, point of Committee meetings, etc. The above criteria for assessment were based on the Guidance Note issued by SEBI.

In a separate meeting, the independent Directors evaluated the performance of Non-Independent Directors and the performance of the Board as a whole. They also assessed the performance of the Chairman, taking into account the views of Executive Directors and Non-Executive Directors. The NRC reviewed the performance of the Board, its Committees and the Directors. The same was discussed in the Board Meeting that followed the meeting of the independent Directors and Nomination and Remuneration Committee, at which the feedback received from the Directors on the performance of the Board and its Committees was also discussed.

FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS

The Directors are provided with necessary documents, reports and internal policies to familiarise themselves with the company's procedures and practices. Further, periodic presentations are made at the Board and its Committee Meetings on business and performance updates of the company, global business environment, business strategy and risks involved. Quarterly updates on relevant statutory changes are provided to the Directors in the Board meetings.

Upon appointment, the Directors are issued a Letter of Appointment setting out in detail the terms of employment, including their roles, functions, responsibilities, and fiduciary duties as a Director of the company.

The details of such a familiarisation programme for Independent Directors are posted on the company's website and are available at <https://www.calsofts.com/investor>.

SKILLS, EXPERTISE AND COMPETENCIES OF THE BOARD

The Board of Directors has, based on the recommendations of the Nomination and Remuneration Committee ('NRC'), identified the following core skills/expertise/competencies of Directors as required in the context of business of the Company for its effective functioning:

NUMBER OF BOARD MEETINGS

During the year, Five (5) board meetings were conducted, and details are available in the Corporate Governance Report. The intervening gap between the two board meetings was within the period prescribed by the Companies Act 2013.

BOARD COMMITTEES

The primary committees of the Board are the Audit Committee, Nomination and Remuneration Committee, and Stakeholder Relationship Committee. Since the Company does not fall under the top 1000 listed entities based on market capitalisation, the Company doesn't need to form a Risk Management Committee.

1) Audit Committee

In terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and the provision of Section 177(8) read with Rule 6 of the Companies (Meeting of Board and its Powers) Rules 2014, the company has duly constituted a qualified and independent Audit Committee. The Audit Committee of the Board consists of four "Non-Executive & Independent Directors" as members having adequate financial and accounting knowledge. The audit committee's composition, procedures, powers, role/functions and terms of reference are set out in the corporate governance report, forming part of the Board's report.

During the financial year 2023-24, the Audit Committee met four times on 30.05.2023, 06.09.2023, 14.11.2023, and 14.02.2024. During the period under review, the suggestions put forth by the Audit Committee were duly considered and accepted by the Board of Directors. There were no instances of non-acceptance of such recommendations.

2) Nomination and Remuneration Committee

As of 31.03.2024, the Nomination and Remuneration Committee comprises five Non-Executive Independent Directors. Mrs. AVN Srimathi, the Independent Director, is the Chairman of the Committee. The committee met four times during the year on 30.05.2023, 06.09.2023, 14.11.2023 and 14.02.2024.

3) Stakeholder Relationship Committee

The Company has a Stakeholders Grievance Committee (formerly known as Shareholders'/Investors' Grievance Committee) of the Board of Directors to look into the redressal of complaints of shareholders/investors' such as transfer or credit of shares, non-receipt of dividend/notices/annual reports, etc.

As of 31.03.2024, the Stakeholder Relationship Committee comprises six members: Five independent directors, and one non-executive director. Mrs. AVN Srimathi, the Independent Director, is the Chairman of the Committee. The committee met four times during the year on 30.05.2023, 06.09.2023, 14.11.2023 and 14.02.2024.

DETAILS OF POLICIES DEVELOPED BY THE COMPANY

1) Nomination and Remuneration Policy

Our Company has constituted a Nomination, Remuneration and Governance Committee of the Board of Directors and formulated a Nomination and Remuneration Policy containing the criteria for determining qualifications, positive attributes and independence of a director and policy relating to the remuneration for the directors, key managerial personnel and senior management personnel of the Company. The Nomination and Remuneration Policy is available on the website of the Company, www.calsofts.com and relevant extracts from the Policy are reproduced in Annexure III to this report.

The Board affirms that the remuneration paid during the financial year 2023-24 to the Employees and Key Managerial Personnel was as per the Company's Remuneration policy.

2) Whistle Blower Policy - Vigil Mechanism

In terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and the provision of Section 177(9) read with Rule of the Companies (Meeting of Board and its Powers) Rules 2014, the company has duly established a vigil mechanism for stakeholders, directors and employees to report genuine concerns about unethical behaviour, actual or suspected fraud or violation of the company's code of conduct or ethics policy. The Audit Committee of the Company oversee the vigil mechanism. The company affirms that no personnel has been denied direct access to the Chairman of the Audit Committee.

The Policy also protects the whistle-blower against victimisation or discriminatory practices. The Policy is available on the website of the Company at www.calsofts.com.

3) Board Diversity

The Policy on Board Diversity (the "Policy") sets out the Company's approach to ensuring adequate diversity in its Board of Directors (the "Board"). It is devised in consultation with the Nomination and Remuneration Committee (the "Committee") of the Board.

The Company recognises and embraces the benefits of having a diverse Board of Directors and sees increasing diversity at the Board level as an essential element in maintaining a competitive advantage in its complex business. It is recognised that a Board composed of appropriately qualified people with a broad range of experience relevant to the industry of the Company is necessary to achieve effective corporate governance and sustained commercial success.

A truly diverse Board will include and make good use of differences in skills, regional and industry experience, background, race, gender and other distinctions among Directors. These differences will be considered in determining the optimum composition of the Board and, when possible, should be balanced appropriately. At a minimum, the Board of the Company shall consist of at least one woman Director. All Board appointments are made on merit, in the context of the skills, experience, independence, knowledge and integrity that the Board requires to be effective.

COMPLIANCE WITH SECRETARIAL STANDARDS

The Directors state that applicable Secretarial Standards, i.e. SS-1 and SS-2, issued by the Institute of Company Secretaries of India, relating to 'Meetings of the Board of Directors' and 'General Meetings', respectively, have been duly followed by the Company.

AUDITORS

Statutory Auditors

The Company has received a certificate from the Statutory Auditors to the effect they are not disqualified to continue as Auditors of the Company. The notes on the financial statement referred to in the Auditors' Report are self-explanatory and do not call for any further comments.

Qualifications in Auditors Report and the Management response to the qualification

Statement on Impact of Audit Qualifications for the Financial Year ended March 31, 2024 [See Regulation 33 / 52 of the SEBI (LODR) (Amendment) Regulations, 2016]				
I.	S.No.	Particulars	Audited Figures (as reported before adjusting for qualifications) (Rs.in Lakhs)	Adjusted Figures (audited figures after adjusting for qualifications) (Rs.in Lakhs)
	1.	Turnover / Total income	428.03	Not applicable since impact is not ascertainable
	2.	Total Expenditure	343.11	
	3.	Net Profit/(Loss)	62.35	
	4.	Earnings Per Share	0.40	
	5.	Total Assets	2500.20	
	6.	Total Liabilities	967.58	
	7.	Net Worth	1532.62	
	8.	Any other financial item(s) (as felt appropriate by the management)	Nil	Nil
II.	Audit Qualification (each audit qualification separately):			
	A. Details of Audit Qualification:	<p>(i) Balances appearing in 'Current Tax Asset (net)' amounting to Rs.380.02 Lakhs, under Current Assets in the Standalone Financial Results are subject to reconciliation. The effect of the non-reconciliation is not quantifiable.</p> <p>(ii) Balances appearing in 'Investment in Equity Instrument of Subsidiary' amounting to Rs.311.38 Lakhs, grouped under the head Investments under Non-Current Financial Assets in the Standalone Financial Results is subject to Impairment testing. The effect of Impairment loss for the said Investment is not quantifiable.</p> <p>(iii) Balances appearing in 'Trade receivables' amounting to Rs. 1,465.35 Lakhs, under Current Financial Assets in the Standalone Financial Results are subject to reconciliation and confirmation from the customers. Consequent impact of non-collection of receivables shall impair GST exemption on exports which needs to be provided. The effect of the non-confirmation / non-reconciliation is not quantifiable.</p>		
	B. Type of Audit Qualification:	Qualified Opinion		
	C. Frequency of qualification:	Reoccurs		

Qualifications in Auditors Report and the Management response to the qualification

<p>D. For Audit Qualification(s) where the impact is quantified by the auditor, Management's Views</p>	<p>Not applicable</p>
<p>E. For Audit Qualification(s) where the impact is not quantified by the auditor:</p> <p>(i) Management's estimation on the impact of audit qualification.</p>	<p>Not Ascertainable</p>
<p>(ii) If management is unable to estimate the impact, reasons for the same:</p>	<p>Managements View:</p> <p>a) On audit qualification 2(A)(i) of the statement:</p> <p>For the above referred observation of the Auditors, balances appearing in 'Current Tax Asset (net)' amounting to Rs.380.02 Lakhs, under Current Assets in the Standalone Financial Results pertains to various previous years and the assessment is pending before the various appellate authorities and the management is confident of winning cases in favour of the Company.</p> <p>b) On audit qualification 2(A)(ii) of the statement:</p> <p>For the above referred observation of the Auditors, balances appearing in 'Investment in Equity Instrument of Subsidiary' amounting to Rs.311,38 Lakhs, grouped under the head Investments under Non-Current Financial Assets in the Standalone Financial Results. These investments are good in nature and the management is confident of realizing the investments in the near future with good yield and profits. If the said investment is not realizable then management will calculate impairment loss and will recognize in the future.</p> <p>c) On audit qualification 2(A)(iii) of the statement:</p> <p>For the above referred observation of the Auditor, Balances appearing in 'Trade receivables' amounting to Rs. 1,465.35 Lakhs, under Current Financial Assets in the Standalone Financial Results are subject to reconciliation and confirmation from the customers. The major revenue of the company is from the digital marketing and the realization of the trade receivables started happening and</p>

Qualifications in Auditors Report and the Management response to the qualification

D. For Audit Qualification(s) where the impact is quantified by the auditor, Management's Views	Not applicable	
E. For Audit Qualification(s) where the impact is not quantified by the auditor: (i) Management's estimation on the impact of audit qualification.	Not Ascertainable	
(ii) If management is unable to estimate the impact, reasons for the same:	<p>Managements View:</p> <p>a) On audit qualification 2(A)(i) of the statement:</p> <p>For the above referred observation of the Auditors, balances appearing in 'Current Tax Asset (net)' amounting to Rs.380.02 Lakhs, under Current Assets in the Standalone Financial Results pertains to various previous years and the assessment is pending before the various appellate authorities and the management is confident of winning cases in favour of the Company.</p> <p>b) On audit qualification 2(A)(ii) of the statement:</p> <p>For the above referred observation of the Auditors, balances appearing in 'Investment in Equity Instrument of Subsidiary' amounting to Rs.311,38 Lakhs, grouped under the head Investments under Non-Current Financial Assets in the Standalone Financial Results. These investments are good in nature and the management is confident of realizing the investments in the near future with good yield and profits. If the said investment is not realizable then management will calculate impairment loss and will recognize in the future.</p> <p>c) On audit qualification 2(A)(iii) of the statement:</p> <p>For the above referred observation of the Auditor, Balances appearing in 'Trade receivables' amounting to Rs. 1,465.35 Lakhs, under Current Financial Assets in the Standalone Financial Results are subject to reconciliation and confirmation from the customers. The major revenue of the company is from the digital marketing and the realization of the trade receivables started happening and the amount has reduced from 1713.63 to 1465.35 Lakhs. Necessary provisions will be made.</p>	
	(ii) Auditors' comments on (i) or (ii) above:	No comments further to the "Details of Audit Qualification"

Secretarial Auditor

S. Dhanapal and Associates, Company Secretaries-in-Practice, have been appointed as Secretarial Auditor for the financial year 2023-24, the Secretarial Audit Report in Form No. MR.3 issued by the Secretarial Auditor forms part of the Annual Report as Annexure IV to the Board's report.

The Secretarial Auditor has qualified the report with respect to the matters stated below.

During the period under review, the Company has complied in accordance with the requirements to be met with the applicable provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above to the extent applicable during the year, except for delay in filing forms on few occasions with the MCA, BSE and NSE, payment of fee to IICA; CSR related compliances, website disclosures.

The Board is taking steps to comply with the requirements which have arisen due to technical difficulties/ inadvertence

Cost Audit- The Company is not required to conduct a cost audit.

PARTICULARS OF EMPLOYEES AND REMUNERATION

Details as required under Section 197 of the Companies Act, 2013 read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 per Annexure VI

Name of Director/KMP	Amount of Remuneration Per Annum (Rs. In Lakhs)	The ratio of Remuneration to Median Remuneration of Employees for the FY	% Increase In Remuneration During The FY
Mr.VasudevanMahalingam	-	-	-
Ms.ManimalaVasudevan	12	12	Nil
Mr.VijayakumarMadhavan	10	12	Nil

Percentage increase in the Median Remuneration of employees in the financial year

The median remuneration of employees for the financial year 2023-24 arrived at Rs. 6.00 lakhs/- per month, and the median remuneration for the previous financial year, 31st March 2024, arrived at Rs. 7.2 lakhs/- per year. Accordingly, there was an decrease of 20 % in the median remuneration of employees in a financial year.

Number of permanent employees on the rolls of the Company as of March 31, 2024

The number of permanent employees on the rolls of the Company as of March 31, 2024, was 32.

Average percentile increases already made in the salaries of employees other than managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there any exception circumstances for increase in managerial remuneration.

The average percentile increase was about 10% for all employees who went through the compensation review cycle in the year. For the managerial position, the compensation level remained the same with respect to the Managing Director and, Executive Director and CFO. It has marginally increased due to annual increments based on their performance.

DETAILS OF PECUNIARY RELATIONSHIP OR TRANSACTIONS OF NON-EXECUTIVE DIRECTORS VIS A VIS THE COMPANY

No sitting fees were given to any non-executive Directors for every meeting of the Board and committee meeting they attended as members of the board.

Dr. Vasudevan Mahalingam holds 55,22,972 equity shares as of March 31, 2023.

INTERNAL FINANCIAL CONTROLS

The term Internal Financial Controls has been defined as the policies and procedures adopted by the company to ensure orderly and efficient conduct of its business, including adherence to the company's policies, safeguarding of its assets, prevention and detection of frauds and errors, accuracy and completeness of accounting records, and the timely preparation of reliable financial information. Your Company has adequate and robust Internal Control Systems commensurate with its operations' size, scale and complexity.

To maintain its objectivity and independence, the Internal Audit function reports to the Chairman of the Audit Committee of the Board. The Internal Audit Department monitors and evaluates the efficacy and adequacy of internal control systems in the Company, its compliance with operating systems, accounting procedures and policies at all locations of the Company. Based on the Internal Audit function report, process owners undertake corrective action in their respective areas, strengthening the controls. Significant audit observations and recommendations, along with corrective actions thereon, are presented to the Audit Committee of the Board.

The Audit Committee also conducts discussions about Internal Control Systems with the Internal and Statutory Auditors, and the Management of the Company satisfies themselves on the integrity of financial information and ensures that financial controls and risk management systems are robust and defensible.

HUMAN RESOURCES

Employee Strength and Expansion

Calsoft employs more than 1000+ employees to deliver an industry-leading revenue per employee. Calsoft continued its focus on talent localisation strategy in global locations; a strategy adopted a decade ago, ahead of the market. This has paid rich dividends in an era of strong emphasis on talent localisation.

In FY 2023-24, the human resource function continued to build on its organisational strategy and mission. Our various initiatives were focused on simplifying HR function, impacting the entire hire-to-retire cycle, and enhancing employee experience by delivering distinctive people practices. HR function collaborated with businesses to enhance business value by driving operational efficiencies and effective organisation design.

Talent Acquisition, Talent Development & Career Management

Calsoft's talent acquisition & talent management practices are aligned to our strategy. We have leveraged Digital and Cloud technologies to enhance the quality and experience of our Talent Acquisition, Talent Development and Career Management programs. We also leveraged artificial intelligence & data science to hire the right talent at the right time. Calsoft believes LEARN, UNLEARN, and RELEARN is a continuous process that will bring in new models of employment and force organisations to rethink the Future of Work and the Workplace. We shifted focus on enhancing the business value through increasing passion, proficiency and value by enabling our employees to drive Performance, Productivity and Innovation.

DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORK PLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The Company has an Anti-Sexual Harassment Policy in line with the requirements of The Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013. Internal Complaints Committee (ICC) has been set up to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary, trainees) are covered under this policy.

The Company has not received any complaint on sexual harassment during the financial year ended 31.03.2024.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE

During the year, no significant and material orders passed by the Regulators or Courts or Tribunals impact the going concern status and the Company's operations in future.

MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION BETWEEN THE END OF THE FINANCIAL YEAR AND THE DATE OF REPORT

No such transaction affects the financials for the year ending and the date of the report.

EXTRACT OF ANNUAL RETURN

As per the MCA Notification dated August 28, 2020, amending to Rule 12(1), a web link of the Annual Return is furnished in accordance with sub-section (3) of Section 92 of the Companies Act, 2013 and as prescribed in Form MGT-7 of The Companies (Management and Administration) Rules, 2014. You may please refer to our Company's weblink: https://www.calsofts.com/_files/ugd/535075_7b17517037864c3c85bad6e285dc8f8f.pdf

CORPORATE GOVERNANCE

The Company has complied with the corporate governance requirements under the Companies Act, 2013 and as stipulated under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

A report on Corporate Governance, including Management Discussion and Analysis report under Regulation 34 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, along with a certificate from M/s. S Dhanapal & Associates LLP, Practicing Company Secretaries, confirming the compliance is annexed herewith marked as Annexure VII and forms part of this report.

CODE OF CONDUCT

Regarding SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and Companies Act 2013, the Company has laid down a Code of Conduct (Code) for all the Company's Board Members and Senior Management Personnel. The Code is also posted on the Company's Website: www.calsofts.com. All Board Members and Senior Management Personnel have affirmed their compliance with the Code for the March 31, 2023 financial year. A declaration signed by Dr. M. Vasudevan, Managing Director, forms part of the Corporate Governance Report.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

In accordance with the requirements of the Listing Agreement, the Management Discussion and Analysis Report, titled Management Report, forms part of this Report.

RELATED PARTY TRANSACTIONS

During the year under review, the company has not entered into any transaction of a material nature with its subsidiaries, promoters, Directors, management, senior management personnel, their relatives, etc., that may have any potential conflict with the company's interest. The company has obtained requisite declarations from all Directors and senior management personnel, which were placed before the Board of Directors.

There have been no materially significant related party transactions, monetary transactions or relationships between the company and its Directors, management, subsidiary, or relatives, except for those disclosed in the financial statements for the financial year 2023-24. Detailed information on materially significant related party transactions is enclosed in Annexure II to the Board Report

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

Since the company is in the Information Technology Enabled Services (ITES), the provisions relating to the conservation of energy and technology absorption are not applicable.

During this FY 2023-24, the company earned Rs. 400 lakhs as foreign exchange earnings.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 134 of the Companies Act, 2013, read with the Companies (Accounts) Rules, 2014, your Company complied with the compliance requirements and the details of compliances under the Companies Act, 2013 are enumerated below:

Your Directors confirm the following:

- In preparation for the annual accounts, the applicable accounting standards were followed along with proper explanation relating to material departures;
- The directors had selected such accounting policies. They applied them consistently and made judgments and estimates that were reasonable and prudent to give an accurate and fair view of the state of affairs of the company at the end of the financial year and of the profit or loss of the company for that period.
- The directors had taken proper and sufficient care to maintain adequate accounting records in accordance with the provisions of the Companies Act 2013 to safeguard the company's assets and to prevent and detect fraud and other irregularities.
- The directors had prepared the annual accounts on a going concern basis.
- Proper internal financial controls were in place, and the financial controls were adequate and were operating effectively.
- Proper systems were in place to ensure compliance with the provisions of all applicable laws and were adequate and operating effectively.

GREEN INITIATIVES

From the FY 2016-17 onwards, Electronic copies of Annual Reports and Notice of the Annual General Meeting are sent to all members whose email addresses are registered with the Company / Depository Participant(s). For members who have not registered their email addresses, physical copies of the Annual Report were sent.

ADDITIONAL INFORMATION TO SHAREHOLDERS

All critical and pertinent investor information, such as financial results, investor presentations, press releases, new launches and project updates, are regularly available on the Company's website www.calsofts.com.

ACKNOWLEDGEMENT

We take this opportunity to thank our customers, shareholders, suppliers, bankers, business partners/ associates and Government and regulatory authorities in India and other countries of operation for their consistent support and encouragement to the Company and look forward to their continued support during the coming years. We record our appreciation for the valuable contribution made by the employees at all levels.

For and on behalf of the Board of Directors

Dr. M. Vasudevan

Managing Director & CEO

Place: Chennai

Date: August 14, 2024

Vijayakumar M

Whole Time Director

ANNEXURE I
Form No AOC-1

FINANCIAL POSITION AND PERFORMANCE OF SUBSIDIARIES

Pursuant to the first Proviso to sub-section (3) of Section 129 read with rule 5 of Companies (Accounts) Rules 2014 Statement containing salient features of the financial statement of subsidiaries

Sl.No.	Particulars	Details
1	CIN. No.	U64201KA2001PTC029221
2	Name of the subsidiary	Aspire Communicati Private Ltd
3	The date since the subsidiary was acquired	July 03, 2001
3	The reporting period for the subsidiary concerned, if different from the holding company's reporting period	April 1, 2023 to March 31, 20
4	Reporting currency and Exchange rate as of the last date of the relevant Financial year in the case of foreign subsidiaries	Indian Rupees (INR)
5	Share Capital	2,00,00,000
6	Reserves & surplus	(2,01,33,979)
7	Total assets	1,08,947
8	Total Liabilities	2,42,926
9	Investments	-
10	Turnover	-
11	Profit before taxation	(30,000)
12	Provision for taxation	-
13	Profit after taxation	(30,000)
14	Proposed Dividend	-
15	% of shareholding	100

NOTES: THE FOLLOWING INFORMATION SHALL BE FURNISHED AT THE END OF THE STATEMENT:

1. NAMES OF SUBSIDIARIES WHICH ARE YET TO COMMENCE OPERATIONS: NIL
2. NAMES OF SUBSIDIARIES WHICH HAVE BEEN LIQUIDATED OR SOLD DURING THE YEAR:
NIL

PART “B” – Associates and Joint Ventures

A Statement under Section 129(3) of the Companies Act 2013 related to Associate Companies and Joint Ventures : NIL

Particulars	Details
Name of Associates / Joint Ventures	-
Latest Audited Balance Sheet Date	-
Shares of Associate / Joint Ventures held by the Company at the year-end	-
No. of shares	-
Amount of investment in Associates / Joint Venture	-
The extent of Holding (in percentage)	-
Description of how there is a significant influence	-
The reason why the Associate / Joint Venture is not consolidated	-
Net worth attributable to Shareholding as per the latest audited Balance Sheet	-
Profit / Loss for the year	-
i. Considered in Consolidation	-
ii. Not Considered in Consolidation	-

- Names of associates or joint ventures which are yet to commence operations -Nil
- Names of associates or joint ventures that have been liquidated or sold during the year- Nil

Note: This Form is to be certified in the same manner in which the Balance Sheet is to be certified.

By order of the Board
For CALIFORNIA SOFTWARE COMPANY LIMITED

Dr. M. Vasudevan
Managing Director & CEO

Vijayakumar M
Whole Time Director

Place: Chennai
Date: August 14, 2024

ANNEXURE II
Form No AOC-2
RELATED PARTY TRANSACTION

[(Pursuant to clause (h) of sub-section (3) of Section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014]

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso thereto.

1. Details of contracts or arrangements or transactions not at arm's length basis: Nil

Name(s) of the related party and nature of relationship	
Nature of contracts/ arrangements/ transactions	
Duration of the contracts / arrangements / transactions	
Salient terms of the contracts or arrangements or transactions including the value, if any	
Name(s) of the related party and nature of relationship	

2. Details of material contracts or arrangement or transactions at arm's length basis: Nil

Name(s) of the related party and nature of relationship	
Nature of contracts/ arrangements/ transactions	
Duration of the contracts / arrangements/ transactions	
Salient terms and justification of the contracts or arrangements or transactions during the year including the value	
Date(s) of approval by the Board, if any:	
Amount paid as advances, if any:	

By order of the Board
For CALIFORNIA SOFTWARE COMPANY LIMITED

Dr. M. Vasudevan
Managing Director & CEO

Vijayakumar M
Whole-Time Director

Place: Chennai
Date: 14.08.2024

ANNEXURE – III

EXTRACTS FROM NOMINATION AND REMUNERATION POLICY

POLICY ON BOARD DIVERSITY

Purpose of this Policy

This Policy on Board Diversity (the "Policy") sets out the Company's approach to ensuring adequate diversity in its Board of Directors (the "Board"). It is devised in consultation with the Nomination and Remuneration Committee (the "Committee") of the Board.

Scope of Application

The Policy applies to the Board of California Software Company Limited (the "Company").

Policy Statement

The Company recognises and embraces the benefits of having a diverse Board of Directors and sees increasing diversity at the Board level as essential in maintaining a competitive advantage in its complex business. It is recognised that a Board composed of appropriately qualified people with a broad range of experience relevant to the industry of the Company is necessary to achieve effective corporate governance and sustained commercial success. A truly diverse Board will include and make good use of differences in skills, regional and industry experience, background, race, gender and other distinctions among Directors. These differences will be considered in determining the optimum composition of the Board and, when possible, should be balanced appropriately. At a minimum, the Board of the Company shall consist of at least one woman Director. All Board appointments are made on merit, in the context of the skills, experience, independence, knowledge and integrity that the Board requires to be effective.

Review of the Policy

The Board and the Committee will review this Policy regularly to ensure its effectiveness and compliance with SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and applicable provisions of the Companies Act 2013 and rules made thereunder.

REMUNERATION POLICY

Purpose of this Policy

California Software Limited (the "Company") has adopted this Policy on appointment and remuneration of the Directors, Key Managerial Personnel and Senior Management (the "Policy") as required by the provisions of Section 178 of the Companies Act, 2013 (the "Act") and applicable rules thereto and Regulation 19 of SEBI (Listing Obligations & Disclosure Requirements) Regulation, 2015.

The purpose of this Policy is to establish and govern the procedure applicable:

- To evaluate the performance of the members of the Board.
- To ensure remuneration to Directors, KMP and Senior Management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals.
- To retain, motivate and promote talent, ensure the long-term sustainability of talented managerial persons, and create competitive advantage.

The Committee should ensure that the level and composition of remuneration are reasonable and enough to attract, retain and motivate Directors of the quality required to run the Company successfully. The relationship between remuneration and performance is clear and meets appropriate performance benchmarks.

Definitions

Independent Director means a director referred to in Section 149(6) of the Act. Key Managerial Personnel (the "KMP") shall mean "Key Managerial Personnel" as defined in Section 2(51) of the Act.

Nomination and Remuneration Committee, by whatever name called, shall mean a Committee of the Company's Board of Directors, constituted in accordance with Section 178 of the Act.

Remuneration means any money or its equivalent given or passed to any person for services rendered by him and includes perquisites as defined under the Income-tax Act, 1961.

Senior Management means personnel of the Company who are members of its core management team, excluding the Board of Directors. This would include all members of management one level below the Executive Directors, including all functional heads.

Words and expressions used and not defined in this Policy, but defined in the Act or any rules framed under the Act or the Securities and Exchange Board of India Act, 1992 and Rules and Regulations framed thereunder, or the Accounting Standards shall have the meanings assigned to them in these regulations.

Composition of the Committee

The composition of the Committee is/shall comply with the Act, Rules made thereunder, and the Rule made under SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015.

Role of the Committee

The Committee shall

- a. Formulate the criteria for determining qualifications, positive attributes and independence of a Director;
- b. Identify persons who are qualified to become Directors and persons who may be appointed in Key Managerial and Senior Management positions in accordance with the criteria laid down in this Policy;
- c. Lay down the evaluation criteria for the performance evaluation of the Independent Director and the Board;
- d. Recommend to the Board appointment, remuneration and removal of the Director, KMP and Senior Management;
- e. To devise a Policy on Board diversity.

Appointment and removal of Director, KMP and Senior Management

Appointment criteria and qualification

The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director in terms of the Diversity Policy of the Board and recommend to the Board their appointment.

For the appointment of KMP (other than Managing / Whole-time Director) or Senior Management, a person should possess adequate qualifications, expertise and experience for the position they are considered for the appointment. Further, for administrative convenience, the appointment of KMP (other than Managing / Whole-time Director) or Senior Management, the Managing Director is authorised to identify and appoint a suitable person for such position. However, the Managing Director may consult the Committee / Board for further directions/guidance if needed.

Term

The Term of the Directors, including Managing / Whole-time Director / Independent Director, shall be governed as per the provisions of the Act and Rules made there under and SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, as amended from time to time.

Whereas the term of the KMP (other than the Managing/ Whole-time Director) and Senior Management shall be governed by the prevailing HR policies of the Company.

Evaluation

The Committee shall evaluate the performance of every Director. The Committee shall identify evaluation criteria which will determine Directors based on knowledge to perform the role, time and level of participation, performance of duties, level of oversight, professional conduct and independence.

The appointment / re-appointment/ continuation of Directors on the Board shall be subject to the outcome of the yearly evaluation process. The framework for performance evaluation of Independent Directors and the Board is as per **Annexure 1** of this Policy.

Removal

Due to reasons for any disqualification mentioned in the Act or under any other applicable Act, Rules and Regulations there under and for any disciplinary reasons and subject to such relevant Acts, Rules and Regulations and the Company's prevailing HR policies, the Committee may recommend, to the Board, with reasons recorded in writing, removal of a Director, KMP or Senior Management.

Remuneration of Managing / Whole-time Director, KMP and Senior Management

The remuneration/compensation/commission, etc., as the case may be, to the Managing/whole-time Director will be determined by the Committee and recommended to the Board for approval.

The remuneration /compensation /commission, etc., as the case may be, shall be subject to the prior / post approval of the shareholders of the Company and Central Government, wherever required and shall be in accordance with the provisions of the Act and Rules made there under. Further, the Managing Director of the Company is authorised to decide the remuneration of KMP (other than Managing / Whole time Director) and Senior Management, which the Managing Director shall determine based on the company's standard market practice and prevailing HR policies.

Remuneration to Non-executive / Independent Director

The remuneration/commission/sitting fees, as the case may be, to the Non-Executive / Independent Director shall be in accordance with the provisions of the Act and the Rules made there under for the time being in force or as may be decided by the Committee / Board/shareholders.

An Independent Director shall not be entitled to any stock option of the Company unless otherwise permitted in terms of the Act and the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, as amended from time to time.

ANNEXURE II - A

Framework for performance evaluation of the Board of its performance and that of its committees and individual directors pursuant to rule 8(4) of the Companies (Accounts) Rules, 2014

As per the provisions of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Nomination and Remuneration Committee (the "Committee") shall lay down the evaluation criteria for performance evaluation of Independent Directors, non-independent directors and the Board as a whole and Chairperson of the company. Further, regarding SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Board must monitor and review the Board Evaluation Framework. This Framework shall contain the details of the Board's self-evaluation framework (including all Committees of the Board and individual directors). The Board is committed to assessing its performance as a Board to identify its strengths and areas in which it may improve its functioning. To that end, the Committee shall establish the following processes for evaluation of the performance of the Independent Director and the Board:

1. Once in a year, the Board will conduct a self-evaluation. It is the responsibility of the Chairman of the Board, supported by the Company Secretary of the Company, to organise the evaluation process and act on its outcome.
2. The Committee shall formulate evaluation criteria for the Board and the Independent Directors, which shall be broadly based on:
 - Knowledge to perform the role;
 - Time and level of participation;
 - Performance of duties and level of oversight; and
 - Professional conduct and independence.
 - The Board / Independent Directors shall be asked to complete the evaluation forms and submit the same to the Chairman;
 - In Section 134 of the Act, the Directors' Report should include a statement indicating how the Board has done a formal annual evaluation of its performance, the performance of Committees and individual Directors of the Company.

TRAINING AND FAMILIARISATION PROGRAM FOR INDEPENDENT DIRECTORS

Every Independent Director, on being inducted into the Board, attends an orientation program. To familiarise the new directors with the strategy, operations and functions of our Company, the Executive Directors/ Senior Managerial Personnel make presentations to the inductees about the Company's strategy, operations, product offerings, organisation structure, human resources, technologies, facilities and risk management. Further, at the time of appointment of Independent Directors, the Company issues a formal letter of appointment outlining their role, functions, duties and responsibilities as a Director. The detailed familiarisation program for Independent Directors is hosted on the website of the Company, and the weblink for the same is www.calsofts.com.

ANNEXURE II - B

Framework for Separate Meeting of Independent Directors

As required by the provisions of Schedule IV to the Act and in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the Independent Directors of the Company shall hold at least one meeting in a year without the attendance of Non-independent Directors and members of the management.

The meeting shall:

1. Review the performance of Non-independent Directors and the Board as a whole;
2. Review the performance of the Chairperson of the Company, taking into account the views of Executive Directors and Non-executive Directors;
3. Assess the quality, quantity and timeliness of the flow of information between the Company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.
4. This meeting could be held before or after the Board Meeting. The Independent Directors are free to call such discussions at any time, as desired.

ANNEXURE II-C

Familiarisation Programme for Independent Directors

As required by the provisions of Schedule IV to the Act and in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the Company must develop a Familiarisation Program for the Independent Directors of the Company.

The Company will impart Familiarisation programmes for new Independent Directors inducted on the Board of the Company.

The Familiarisation Program of the Company will provide information relating to the Company, industry and the environment in which the Company operates, challenges, etc. The programme also intends to improve the Independent Directors' awareness of their roles, rights, and responsibilities towards the Company. Further, the Familiarisation Program should also provide information relating to the financial performance of the Company and the budget and control process.

The Managing Director or other authorised officer(s) of the Company shall lead the Familiarisation Program on aspects relating to business/industry. The Chief Financial Officer or other official officer(s) of the Company may participate in the programme to provide inputs on the Company's financial performance and budget, control process, etc.

ANNEXURE – III

**FORM NO. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31.03.2024**

To,
The Members,
CALIFORNIA SOFTWARE COMPANY LIMITED,
Chennai

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by M/s. California Software Company Limited, (hereinafter called the company). Secretarial Audit was conducted based on records made available to us, in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion/understanding thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and made available to us and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we, on strength of those records, and information so provided, hereby report that in our opinion and understandings, the Company, during the audit period covering the financial year ended on March 31, 2024, appears to have complied with the statutory provisions listed hereunder and also in our limited review, that the Company has proper and required Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

We have examined the books, papers, minutes' book, forms and returns filed and other records maintained by the Company and made available to us, for the financial year ended on March 31, 2024 according to the applicable provisions of:

- i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings to the extent applicable;
- v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992('SEBI ACT') to the extent applicable during the year:-
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
 - d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
 - e) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;
 - f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; and
 - h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018

We have also examined compliance with the applicable clauses of the following:

- i) Secretarial Standards issued by The Institute of Company Secretaries of India with respect to Meetings of Board of Directors (SS-1) and General Meetings (SS-2).
- ii) The Listing Agreements entered into by the Company with National Stock Exchange of India Limited and The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

We have examined in limited manner, the systems and processes in place to ensure compliance with specific laws like The Information Technology Act, 2000 and the rules made thereunder,

considering and relying upon representations made by the Company and its Officers for systems and mechanism formed by the Company for compliances under these laws.

During the period under review, the Company has complied in accordance with the requirements to be met with the applicable provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above to the extent applicable during the year, except for delay in filing forms on few occasions with the MCA, BSE and NSE, payment of fee to IICA; CSR related compliances, website disclosures.

It is represented to us that the company has initiated measures, wherever required, to address issues raised by the statutory authorities and letters/notices received by the Company during the financial year under various enactments as applicable to the company.

We further report that, subject to the above, the related documents that we have come across depict that:

The Board of Directors of the Company is constituted as applicable with proper balance of Executive Directors, Non-Executive Directors and Independent Directors and the changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions of the Board and Committees were unanimous and the same was captured and recorded as part of the minutes and hence no dissent is recorded in minutes.

We further report that based on our limited review of the compliance mechanism established by the Company, there appear adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines and scope exists for improvement of same.

We further report that during the audit period, the Company has sought the approval of its members for following major events other than transaction of ordinary business at the Annual General Meeting:

- Re-appointment of Dr. Manimala Vasudevan as Executive/Whole-Time Director

We further report that, our Audit was subjected only to verifying adequacy of systems and procedures that are in place for ensuring proper compliance by the Company and we are not responsible for any lapses in those compliances on the part of the Company.

With respect to the applicable financial laws such as direct and indirect tax laws, based on the information & explanations provided by the management and officers of the Company and certificates placed before the Board of Directors, we report that adequate systems are in place to monitor and ensure compliance.

For S Dhanapal & Associates LLP
(LLPIN: ACB-0368)

Ramanathan Nachiappan

(Designated Partner)

FCS 6665

CP No. 11084

UDIN: F006665F000963192

Peer Review Certificate No. 1107/2021

Place: Chennai

Date: 14.08.2024

This Report is to be read with our testimony of even date which is annexed as Annexure A and forms an integral part of this report.

Annexure A

To
The Members
CALIFORNIA SOFTWARE COMPANY LIMITED,
Chennai

Auditor's responsibility

Based on audit, our responsibility is to express an opinion on the compliance with the applicable laws and maintenance of records by the Company. We conducted our audit in accordance with the auditing standards CSAS 1 to CSAS 4 ("CSAS") prescribed by the Institute of Company Secretaries of India ("ICSI"). These standards require that the auditor complies with statutory and regulatory requirements and plans and performs the audit to obtain reasonable assurance about compliance with applicable laws and maintenance of records.

Due to the inherent limitations of an audit including internal, financial and operating controls, there is an unavoidable risk that some misstatements or material non-compliances may not be detected, even though the audit is properly planned and performed in accordance with the CSAS. Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records, financial statements and Books of Accounts of the company
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

For S Dhanapal & Associates LLP
(LLPIN: ACB-0368)

Ramanathan Nachiappan
(Designated Partner)
FCS 6665
CP No. 11084
UDIN: F006665F000963192
Peer Review Certificate No. 1107/2021

Place: Chennai
Date: 14.08.2024

**ANNEXURE IV
DETAILS OF TOP TEN EMPLOYEES IN TERMS OF
REMUNERATION DRAWN**

S NO	EMPLOYEE NAME	DESIGNATION	QUALIFICATION	AGE	EXPERIENCE	REMUNERATION
1	SUNIDHI SINGH	Sr.Block Chain Engineer	B TECH	24	3.5 YRS	18,00,000
2	PAWAN PANDEY	Frontend Developer	B COM	24	4 YRS	9,50,000
3	MANMEET KAUR	Full Stack Developer	BE	26	4 YRS	8,60,000
4	BHARATH B	Full Stack Developer	BE	24	3 YRS	7,80,000
5	VIKASH KUMAR	Frontend Developer	BE	26	2.8 YRS	7,50,000
6	SOURAV BANERJEE	UI/UX & Graphics Designer	BA	28	2 YRS	4,50,000
7	KARTHIKEYAN S	UI / UX Designer	BSC	22	2.5 YRS	4,00,000
8	ASHOK	Software Developer	BE	27	5.5 YRS	3,60,000
9	KAVIN	QA Tester	BCA	28	3.11 YRS	3,02,508
10	NELSON M	SR. Digital marketing	BCA	23	3 YRS	3,00,000

- Details of the employees employed throughout the year and drawing remuneration which in the aggregate is not less than Rupees One Crore and Two Lakhs per annum, during the financial year: NIL
- Employees employed for a part of the financial year received remuneration for any aspect of that year, which, in the aggregate, exceeds Rupees Rupees One Crore and Two Lakhs per annum, during the financial year: NIL

 image

**ANNEXURE - V
CORPORATE GOVERNANCE CERTIFICATE**

**CERTIFICATE ON CORPORATE GOVERNANCE TO THE
MEMBERS OF CALIFORNIA SOFTWARE COMPANY LIMITED**

We have examined the compliance of conditions of Corporate Governance by **M/s. CALIFORNIA SOFTWARE COMPANY LIMITED** ("the Company") for the year ended 31st March, 2024 as stipulated in Regulations 17 to 27 of Chapter IV and Clauses (b) to (i) of Regulation 46 (2) and Para C & D of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended ("SEBI Listing Regulations").

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to a review of the procedures and implementations thereof adopted by the Company for ensuring the compliance with the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the Financial Statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us and the representations made by the Directors and Management, we certify that the Company has complied with the conditions of Corporate Governance stipulated in Regulations 17 to 27 of Chapter IV and Clauses (b) to (i) of Regulation 46(2) and Para C & D of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended ("SEBI Listing Regulations") for the period from **1st April, 2023 to 31st March, 2024.**

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

For S DHANAPAL & ASSOCIATES LLP
(Practicing Company Secretaries)

RAMANATHAN NACHIAPPAN
(Designated Partner)
Membership No.F6665
COP No.11084

Place: Chennai
UDIN: F006665F000965251
Date:14.08.2024

**ANNEXURE – VI
CORPORATE GOVERNANCE CERTIFICATE**

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

In pursuance to sub clause (i) of clause 10 of Part C of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, in respect of M/s. CALIFORNIA SOFTWARE COMPANY LIMITED (CIN: L72300TN1992PLC022135), (hereinafter referred to as “Company”), we hereby certify that:

On the basis of the written representations / declarations received from Directors of the Company and taken on record by the Board of Directors of the Company as on March 31, 2024, in our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company and its Officers, none of the Directors on the Board of the above said Company has been debarred or disqualified from being appointed or continuing as Director of the Company by SEBI / Ministry of Corporate Affairs or any such Statutory Authority except delay in paying independent directors fee to Indian Institute of Corporate Affairs.

Ensuring the eligibility for the appointment/ continuity of every Director on the Board is the responsibility of the Management of the Company. Our responsibility is to express an opinion on these based on our verification. This Certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For S DHANAPAL & ASSOCIATES LLP

(Practicing Company Secretaries)

RAMANATHAN NACHIAPPAN

(Designated Partner)

Membership No.F6665

COP No.11084

Place: Chennai

UDIN: F006665F000965251

Date: 14.08.2024

CORPORATE GOVERNANCE REPORT



CORPORATE GOVERNANCE REPORT

Good governance facilitates efficient, effective, and entrepreneurial management that can deliver stakeholder value over the long term. It is about a commitment to values and ethical business conduct. It encompasses a set of laws, regulations, processes, and customs that affect how a company is directed, administered, controlled, or managed.

Good corporate governance underpins the success and integrity of organizations, institutions, and markets. It is one of the essential pillars for building an efficient and sustainable environment.

Corporate governance is based on integrity, fairness, equity, transparency, accountability, and commitment to values. Good governance practices stem from the culture and mindset of the organization. The company's effectiveness in corporate governance depends on regular, preferably independent, reviews. The company considers fair and transparent corporate governance as one of its core management tenets.

The company has adopted a Code of Conduct for its Directors, Employees, consultants, vendors, and customers. It has also adopted a Code of Conduct to regulate, monitor, and report insider trading, along with a fair disclosure code. Some of the critical best practices of the corporate governance framework include the timely and accurate disclosure of information regarding the company's financial position, performance, ownership, and governance.

COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

Effective corporate governance practices constitute the strong foundation on which successful commercial enterprises are built to last. The company's philosophy on corporate governance oversees business strategies, ensuring fiscal accountability, ethical corporate behavior, and fairness to all stakeholders, including regulators, employees, customers, vendors, investors, and society.

Strong leadership and effective corporate governance practices have been the company's hallmark, inherited from the Calsoft culture and philosophy.

The company has a strong legacy of fair, transparent, and ethical governance practices. It has adopted a Code of Conduct for its employees, including the Managing Director and the Executive Directors. Additionally, the company has adopted a Code of Conduct for its Non-Executive Directors, including a Code of Conduct for Independent Directors that suitably incorporates the duties of independent directors as laid down in the Companies Act 2013 (“Act”).

The company’s corporate governance philosophy has been further strengthened through the Calsoft Business Excellence Model, the Calsoft Code of Conduct for Prevention of Insider Trading, and the Code of Corporate Disclosure Practices (“Insider Trading Code”). Moreover, the company has an Information Security Policy that ensures the proper utilization of IT resources.

The company complies with the requirements stipulated under Regulations 17 to 27, read with Schedule V and clauses (b) to (i) of sub-regulation (2) of Regulation 46 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as applicable, regarding corporate governance.

Philosophy on Code of Governance

The Corporate Governance philosophy of the company is based on the following principles:

- Follow the spirit of the law and not just the letter of the law. Corporate Governance standards should go beyond the law.
- Be transparent and maintain a high degree of disclosure. When in doubt, disclose it.
- Make a clear distinction between personal convenience and corporate resources.
- Communicate externally in a truthful manner about how the company is run internally.
- Have a simple and transparent corporate structure driven solely by business needs.
- Comply with the laws in all the countries where the company operates.
- Management is the trustee of shareholders’ capital, not the owner.

Corporate Governance is an integral part of the company's philosophy in its pursuit of excellence, growth, and value creation. In addition to complying with statutory requirements, effective governance systems and practices towards improving transparency, disclosures, internal control, and the promotion of ethics in the workplace have been institutionalized. The company recognizes that good governance is a continuing exercise and reiterates its commitment to pursuing the highest standards of Corporate Governance in the overall interest of all its stakeholders.

BOARD OF DIRECTORS

The Board of Directors determines the purpose and values of the company. The primary role of the Board is that of trusteeship, aiming to protect and enhance stakeholders' value through the strategic supervision of the company and its subsidiaries.

The company is headed by a Board that exercises leadership, integrity, and judgment to achieve continuing prosperity and act in the company's best interest. The Board plays a critical role in overseeing how the management serves the short- and long-term interests of shareholders and other stakeholders. This is reflected in the company's governance practices, through which it strives to maintain an active, informed, and independent Board.

The Board ensures the company complies with all relevant laws, regulations, governance practices, and accounting and auditing standards. It identifies critical risk areas and key performance indicators of the company's business and constantly monitors these factors.

The Board is entrusted with the ultimate responsibility for the management, general affairs, direction, and performance of the company and has been vested with the requisite powers, authorities, and duties.

BOARD SIZE AND COMPOSITION

The Board of Directors (“Board”) is at the core of the company’s Corporate Governance practices and oversees how the management serves and protects all stakeholders’ long-term interests. The company believes that an active, well-informed, and independent Board is necessary to ensure the highest standards of Corporate Governance.

The Board of the company has an optimum combination of Executive, Non-Executive, and Independent Directors who possess in-depth knowledge of business and expertise in their areas of specialization. During the year, the majority of the Board comprised Independent Directors. Independent Directors play a critical role in imparting balance to the Board processes by bringing independent judgments on issues of strategy, performance, resources, company standards, conduct, etc.

During FY 2023-2024, there is no changes in the composition of the Board of Directors

As of March 31, 2024, the Company had 9 (Nine) Directors, including 5 Independent Directors (one of whom is a woman), 1 Non-Executive/Non-Independent Director, 2 Whole-time Directors, and 1 Managing Director. The Chairman is a Non-Executive/Non-Independent Director. The composition of the Board conforms with Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

- None of the Directors on the Board are Members of more than ten committees or act as Chairman of more than five committees across all Companies in which he is a Director. The Directors have disclosed to the Company the committee positions they occupy in other Companies and notify changes as and when they occur.
- The Board has met five times during the year, and the gap between the two meetings did not exceed 120 days. The meetings were held on 30.05.2023, 14.08.2023, 06.09.2023, 14.11.2023, and 14.02.2024. The necessary quorum was present for all the meetings. None of the Non-Executive Directors have any material pecuniary relationship or transactions with the Company.
- The minimum information required under Part A of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is available to the Board.

The Board has complete access to all information about the Company inter-alia; the following information is regularly provided to the Board, whenever applicable and materially significant, either as a part of the agenda papers well in advance of the Board meetings or tabled in the course of the Board meeting or tabled before the appropriate Committees of the Board.

- a. Annual Operating plans & budgets and any updates thereof;
- b. Capital budgets and any updates thereof;
- c. Quarterly results of the Company, operating divisions and business segments;
- d. Minutes of the Meetings of the Audit Committee and other Committees of the Board;
- e. The information on recruitment and remuneration of senior officers just below the Board level, including the appointment or removal of Chief Financial Officer and Company Secretary;
- f. Materially important show cause, demand, prosecution notices and penalty notices;
- g. Fatal or severe accidents, dangerous occurrences, any material effluent or pollution problems;
- h. Any material default in financial obligations to and by the Company or substantial non-payment for goods sold by the Company;
- i. Any issue that involves possible public or product liability claims of a substantial nature, including any judgment or order that may have passed strictures on the conduct of the Company or taken an adverse view regarding another enterprise that can have negative implications on the Company;
- j. Details of any joint venture or collaboration agreement;
- k. Transactions that involve substantial payment towards goodwill, brand equity or intellectual property
- l. Significant labour problems and their proposed solutions. Any significant human resources/industrial relations development, like signing a wage agreement, implementing a voluntary retirement scheme, etc.
- m. Sale of material nature, of investments, subsidiaries, assets, which is not in the normal course of business;
- n. Quarterly details of foreign exchange exposures and the steps taken by the management to limit the risks of adverse exchange rate movement, if material;
- o. Non-compliance of any regulatory, statutory nature or listing requirements and shareholders service such as non-payment of dividends, delay in share transfer, etc.

The Board has established procedures to enable the Board to periodically review compliance reports of all laws applicable to the Company, prepared by the Company, as well as steps taken by the Company to rectify instances of non-compliance, if any.

**COMPOSITION OF THE BOARD AND THE DIRECTORSHIP(S) / COMMITTEE MEMBERSHIP(S) / CHAIRMANSHIP(S)
HELD ON MARCH 31, 2024, IS AS FOLLOWS:**

Name and Designation of the Director	Category	Number of Board Meetings during 2023-24		Whether attended the last AGM	No. of Directorships in other companies		No. of Committee positions held in other Public Companies	
		Held	Attended		Chairman	Member	Chairman	Member
Frederick Ivor Bendle	Chairperson, Non-Executive Non-Independent Director	5	5	Yes	0	1	0	1
Vasudevan Mahalingam	Managing Director and CEO	5	5	Yes	0	0	0	0
Manimala Vasudevan	Executive Director	5	5	Yes	0	2	0	2
Vijayakumar Madhavan	Executive Director	5	5	Yes	0	2	0	2
AVN Srimathi	Non-Executive Independent Director	5	5	Yes	0	0	0	0
Sampath	Non-Executive Independent Director	5	5	Yes	0	0	0	0
RS Chandan	Non-Executive Independent Director	5	5	Yes	0	0	0	0
B Duraiswamy	Non-Executive Independent Director	5	5	Yes	0	0	0	0
Ashok Godavarthi	Non-Executive Independent Director	5	5	Yes	0	2	0	2

Therefore, as of March 31, 2024, the Board consisted of 9 members, of which one is the Promoter Director, Dr. M. Vasudevan, who is designated as Managing Director and Chief Executive Officer of the company.

Five of the total eight Directors are Independent Non-Executive Directors, including a women director, One Non-Executive/Non-Independent Director and two Whole-time Directors. None of the Directors hold directorship in any other Public company, including Listed Companies.

Disclosure of relationships between directors inter-se

Ms. Manimala Vasudevan is the spouse of Dr. Vasudevan Mahalingam, Managing Director. None of the other Directors are related to each other.

FREQUENCY AND LENGTH OF MEETING OF THE COMMITTEES OF THE BOARD AND AGENDA

The Chairman of each Committee of the Board, in consultation with the Chairman of the Board and appropriate members of the management, determines the frequency and length of the Committee meetings and develops the Committee's agenda. The agenda of the Committee meetings is shared with all the members of the Committee.

Number of shares and convertible instruments held by non-executive directors

Non-executive directors hold no shares or convertible instruments.

RISK MANAGEMENT

The Company, though not falling under the top 1000 companies based on market capitalisation in terms of SEBI LODR 2015, has voluntarily established robust risk assessment and minimisation procedures, which are reviewed by the Board periodically. The Company has a structure in place to identify and mitigate the various risks it would face from time to time. The risks are regularly reviewed, new risks are identified and assessed, and control measures are designed to implement a fixed timeline for mitigating the risk.

BOARD MEETINGS - FUNCTIONING AND PROCEDURE

Board Meeting - Calendar: The probable dates of the board meetings for the forthcoming year are decided in advance and published as part of the Annual Report.

Board Meeting - Frequency: The Board meets at least once a quarter to review the quarterly results and other items on the agenda. Whenever necessary, additional meetings are held. In case of business exigencies or urgent matters, resolutions are passed by circulation. The company effectively uses teleconferencing facilities to enable the participation of Directors who could not attend the meetings due to some exigencies.

Board Meeting - Location: The location of the Board meetings is informed well in advance to all the Directors. Each director is expected to attend the Board meetings.

Board Meeting - Matters: All divisions/departments of the company are advised to schedule their work plans in advance, particularly regarding matters requiring discussions/approval/decisions of the Board / Committee meetings. All such issues are communicated to the company Secretary in advance so that the same can be included in the Board / Committee meetings agenda.

Board material / Agenda distributed in advance: The agenda for each board meeting is circulated in advance to the Board members. All material information is incorporated into the plan, facilitating meaningful and focused discussions in the meeting. Where it is not practicable to attach any document to the agenda, the same is tabled before the meeting. Every board member is free to suggest items for inclusion in the agenda.

Presentations by management: The Board gives presentations covering finance, sales, marketing, major business segments and operations of the company, and the global business environment, including business opportunities, business strategy and risk management practices, before taking on record the financial results of the company.

Access to employees: The directors are provided free access to officers and employees of the company. Management is encouraged to invite the company personnel to any Board meeting at which their presence and expertise would help the Board fully understand the matters being considered.

Availability of information to Board members: The information placed before the Board includes annual operating plans and budgets, including operating and capital expenditure budgets; quarterly financial results of the company on both a consolidated and standalone basis; financials of each of the subsidiaries and investments made by the subsidiaries; risk assessment and minimization procedures; updates on the state of the market for the business and the strategy; minutes of subsidiaries; minutes of all the Board committees; related party transactions; details of treasury investments; details of foreign exchange exposure; updates on statutory compliance reports and reports of non-compliance, if any; information on recruitment/remuneration of senior officers; show cause/demand notices, if any; details of joint ventures or collaboration agreements; significant changes in the accounting policies; sale of any material nature, etc.

Post-meeting follow-up mechanism: The guidelines for Board and Committee meetings facilitate an effective post-meeting follow-up review and reporting process for the decisions taken by the Board and its Committees. The critical decisions taken at the Board/Committee meetings are promptly communicated to the concerned departments/divisions. An action taken report on the decisions of the previous meetings is placed at the immediately succeeding meeting of the Board/Committee for information and review.

CODE OF CONDUCT

The Company has adopted a Code of Conduct for all its employees, including the Managing Director and Executive Directors, which is available on the Company's website.

The Board has also adopted a Code of Conduct for Non-Executive Directors of the Company, which incorporates the duties of Independent Directors as laid down in Schedule IV of the Act. This code is also available on the Company's website.

All the Board Members and Senior Management Personnel (as per Regulation 26 (3) of the Listing Regulations) have affirmed compliance with the applicable Code of Conduct. A declaration to this effect, signed by the Managing Director & CEO, forms part of this report.

Senior management of the Company has disclosed to the Board that there are no material financial and commercial transactions between them and the Company that could potentially conflict with the Company's interests at large.

INDEPENDENT DIRECTORS

All the Company's Independent Directors have been appointed as per the provisions of the Act and SEBI LODR 2015, as amended. Formal letters of appointment have been issued to the Independent Directors. The terms and conditions of their appointment are disclosed on the Company's website.

DECLARATION BY INDEPENDENT DIRECTORS

Every Independent Director, at the first meeting of the Board in which they participate as a Director and thereafter at the first meeting of the Board in every financial year, gives a declaration that they meet the criteria of independence as provided under Section 149(6) of the Companies Act, 2013, and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The company has received the necessary declarations from each Independent Director confirming that they meet the independence criteria in terms of the aforementioned provisions.

In the Board's opinion, it is confirmed that the Independent Directors fulfil the conditions specified in the SEBI (LODR) Regulations and are independent of the management.

INDEPENDENT DIRECTORS' MEETINGS

In terms of the provisions of the Companies Act, 2013, and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Independent Directors of the company shall meet at least once a year without the presence of Executive Directors and members of management. The Independent Directors met on 14.02.2023 and, inter alia, discussed:

- The performance of non-Independent Directors and the Board as a whole;
- The performance of the Chairperson of the company, taking into account the views of Executive Directors and Non-Executive Directors; and
- The quality, quantity, and timeliness of the flow of information between the company management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

FAMILIARIZATION PROGRAM FOR INDEPENDENT DIRECTORS

The Directors are provided with necessary documents, reports, and internal policies to familiarize themselves with the company's procedures and practices. Additionally, periodic presentations are made at the Board and its Committee Meetings on business and performance updates of the company, the global business environment, business strategy, and associated risks. Quarterly updates on relevant statutory changes are also provided to the Directors during Board meetings.

Upon appointment, the Directors are issued a Letter of Appointment detailing the terms of employment, including their roles, functions, responsibilities, and fiduciary duties as a Director of the company.

The details of such a familiarization program for Independent Directors are posted on the company's website and are available at <https://www.calsofts.com/investors>.

SKILLS, EXPERTISE AND COMPETENCIES OF THE BOARD

The Board of Directors, based on the recommendations of the Nomination and Remuneration Committee (NRC), has identified the following core skills, expertise, and competencies required of Directors in the context of the company's business and the sector in which it operates for its effective functioning.

SKILLS/ EXPERTISE /COMPETENCIES AVAILABLE WITH THE BOARD AND THE NAMES OF DIRECTORS WHO HAVE SUCH SKILLS / EXPERTISE / COMPETENCE

Name of Director	Skills/ expertise /competencies possessed
Mr. Vasudevan Mahalingam	All the Directors possess the required management skills, have expertise and knowledge of the IT industry and its operations, and stay abreast of technological developments. They have the ability to run the business to meet stakeholders' expectations. Additionally, they closely follow the competitive business environment, implement strategies for beneficial performance, and ensure compliance with the requirements of various statutes.
Mr. Frederick Ivor Bendle	
Mrs. Manimala Vasudevan	
Mr. Vijayakumar Madhavan	
Mrs. AVN Srimathi	
Mr. Sampath	
Mr. RS Chandan	
Mr. Ashok Suryachandra Rao Godavarthi	
Mr. Duraiswamy Basuvaiah	



BOARD EVALUATION (including performance evaluation criteria for independent directors)

The Board of Directors, pursuant to the provisions of the Companies Act, 2013, and Regulation 17(10) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, has carried out an annual evaluation of its performance, the performance of the Board Committees, and the individual Directors (including the Independent Directors and the Chairperson).

The checklist for evaluating the performance of the Board, the Committees of the Board, and the individual Directors, including the Chairman of the Board, was approved by the Nomination and Remuneration Committee (NRC) of the company, in accordance with the Guidance Note on Board Evaluation issued by SEBI on January 5, 2017.

The Board evaluated its performance after seeking inputs from all the Directors based on criteria such as the Board composition and structure, effectiveness of board processes, information and functioning, etc. The Board evaluated the performance of the Board Committees after seeking inputs from the committee members based on criteria such as the composition of committees, effectiveness of committee meetings, etc.

The Board and the NRC reviewed the performance of the individual Directors based on criteria such as the contribution of the respective Director to the Board and Committee meetings, preparedness on the issues to be discussed, and meaningful and constructive contributions and inputs in meetings. In addition, the Chairman was also evaluated on the key aspects of his role.

In a separate meeting of the Independent Directors, the performance of Non-Independent Directors, the performance of the Board, and the performance of the Chairman were evaluated. The same was discussed in the Board meeting that followed the meeting of the Independent Directors, where the performance of the Board, its committees, and the individual Directors was discussed.

AUDIT COMMITTEE

Terms of reference

The Audit Committee functions in accordance with Section 177 of the Companies Act, 2013, Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and its Charter adopted by the Board. During the year under review, the Audit Committee Charter was amended to align the role of the Committee with amendments to the Listing Regulations and SEBI (Prohibition of Insider Trading) Regulations, 2015. The terms of reference of the Audit Committee, inter alia, include:

- Oversight of the Company's financial reporting process and disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible.
- Discuss and review with the management the annual/ half yearly/ quarterly financial statements and the auditor's report before submission to the Board for approval.
- Review the Company's accounting policies, internal accounting and financial controls, risk management policies and other matters.
- Discuss with the statutory auditors, before the audit commences, about the nature and scope of the audit, as well as post-audit discussion to ascertain any area of concern.
- Hold timely discussions with statutory auditors regarding critical accounting policies and practices, significant financial reporting issues, and judgments made.
- Recommend to the Board the appointment, re-appointment and, if required, the replacement or removal of statutory auditors, remuneration and terms of appointment of auditors, fixation of audit fees, and to approve payment for any other services rendered by the statutory auditors.
- Review and monitor the auditor's independence, qualification performance and effectiveness of the audit process.
- Review the management performance of the statutory and internal auditors.
- Review the adequacy of the internal audit function and the adequacy and efficacy of the internal control systems, including the structure of the internal audit department, approval of the audit plan and its execution, staffing and seniority of the official heading the department, reporting design, budget, coverage and frequency of internal audit.

- Evaluate internal financial controls and risk management systems.
- Scrutinize inter-corporate loans and investments.
- Review the utilisation of loans and advances from/ investment by the Company in the subsidiary Companies, exceeding Rs. 100 crores or 10% of the asset size of the subsidiary, whichever is lower.
- Discuss any significant findings with internal auditors and follow-up thereon.
- Review the findings of any internal investigations by the internal auditors into matters where there is suspected fraud irregularity or failure of internal control systems of a material nature and report the issue to the Board.
- Look into the reasons for substantial defaults in payments to depositors, debenture holders, shareholders and creditors.
- Approve transactions, including any subsequent modifications, of the Company with related parties.
- Valuation of undertakings or assets of the Company, wherever necessary.
- Review and monitor the statement of use and application of funds raised through public offers and related matters.
- Review the functioning of the Whistle Blower mechanism.
- Review the system's effectiveness for monitoring compliance with laws and regulations and oversee compliance with legal and regulatory requirements, including the Tata Code of Conduct for the Company and its subsidiaries.
- Guide the Compliance Officer in setting forth policies and implementation of the Code of Conduct for Prevention of Insider Trading and the Code of Corporate Disclosure Practices.
- Review compliance with the provisions of SEBI (Prohibition of Insider Trading) Regulations, 2015, at least once in a financial year and verify that the Internal Controls systems are adequate and operating effectively.
- Oversee financial reporting controls and processes for subsidiary companies.
- Approve the appointment of the Chief Financial Officer after assessing the candidate's qualifications, experience and background.
- Generally, all items listed in Part C of Schedule II to the Listing Regulations and in Section 177 of the Act and any other function as is mentioned in the terms of reference of the Audit Committee.
-

MEETINGS HELD

During the financial year 2023-2024, the Audit Committee met four times on 30.05.2023, 06.09.2023, 14.11.2023, and 14.02.2024. The gap between the two Audit Committee meetings did not exceed 120 days. A necessary quorum was present at the above meetings.

The Managing Director and CEO, the Chief Financial Officer, and a representative of the Statutory Auditors usually attend the meetings of the Audit Committee. The Business and Operation Heads are invited to the meetings when required. The Company Secretary acts as the Secretary to the Committee. Occasionally, the Audit Committee also meets without the presence of any Executives of the Company. The Chairperson periodically meets with the Statutory Auditors to discuss critical concerns.

Directors	30/05/2023	06/09/2023	14/11/2023	14-02-20234	Remarks
A V N Srimathi [Chairperson]	✓	✓	✓	✓	NIL
Sampath	✓	✓	✓	✓	NIL
R S Chandan	✓	✓	✓	✓	NIL
B Duraiswamy	✓	✓	✓	✓	NIL
Ashok Godavarthi	✓	✓	✓	✓	NIL

In terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the provisions of Section 177(8) read with Rule 6 of the Companies (Meeting of Board and its Powers) Rules, 2014, the company has duly constituted a qualified and independent Audit Committee. As of 31.03.2024, the Audit Committee of the Board consists of five Non-Executive & Independent Directors as members, all of whom possess adequate financial and accounting knowledge.

The Audit Committee's composition, procedures, powers, role/functions, and terms of reference are set out in the corporate governance report, which forms part of the Board's report. During the period under review, the suggestions put forth by the Audit Committee were duly considered and accepted by the Board of Directors. There were no instances of non-acceptance of such recommendations.

NOMINATION AND REMUNERATION COMMITTEE

As mentioned below, the Nomination and Remuneration Committee comprises five Non-Executive Independent Directors as of 31st March 2024. The Chairman of the Committee is an Independent Director.

- Mrs. AVN Srimathi - Non-Executive - Independent Director - Chairman
- Mr. Sampath - Non-Executive - Independent Director
- Mr. R S Chandan - Non-Executive - Independent Director
- Mr. B Duraisamy - Non-Executive - Independent Director
- Mr. Ashok Godavarthi - Non-Executive - Independent Director

The role of the Remuneration Committee is:

- To identify persons who are qualified to become directors and who may be appointed to senior management in accordance with the criteria laid down;
- To recommend to the Board the appointment and removal of such identified persons;
- To evaluate every director's performance;
- To formulate the criteria for determining qualifications, positive attributes, and independence of the director;
- To formulate a policy relating to remuneration for directors, key managerial personnel and other employees;
- To devise a policy on Board diversity;

The Committee met four times during the financial year 2023-24 on 30.05.2023, 06.09.2023, 14.11.2023, and 14.02.2024.

Composition and Attendance during the year					
Nomination and Remuneration Committee Meetings and Composition					
Directors	30/05/2023	06/09/2023	14/11/2023	14/02/2024	Remarks
A V N Srimathi [Chairperson]	✓	✓	✓	✓	NIL
Sampath	✓	✓	✓	✓	NIL
R S Chandan	✓	✓	✓	✓	NIL
B Duraiswamy	✓	✓	✓	✓	NIL
Ashok Godavarthi	✓	✓	✓	✓	NIL

The Terms of Reference of the Nomination and Remuneration Committee are as follows:

- Succession planning for certain key positions in the company, viz. Directors, Chief Executive Officer (CEO), Chief Operating Officer (COO), Chief Financial Officer (CFO) and Senior Management. The Committee to identify, screen and review candidates, inside or outside the company and provide its recommendations to the Board.
- Review and recommend to the Board the appointment and removal of directors / Key Managerial Personnel and persons in senior management. "Senior Management" shall mean corporate officers of the company.
- Carry out evaluation of all Directors and Board performance.
- Recommend a policy relating to the remuneration of Directors, Key Managerial Personnel and other employees to the Board.

The Nomination and Remuneration Committee, while formulating the policy described above, shall ensure that,

- The level and composition of remuneration is reasonable and sufficient to attract, retain, and motivate Directors of the quality required to run the company successfully;
- The relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
- Remuneration to Directors, Key Managerial Personnel, and Senior Management involves balancing fixed and incentive pay reflecting short- and long-term performance objectives appropriate to the company's work and goals.
- Formulate the criteria for determining the qualifications, positive attributes and independence of Directors.
- Devise a Policy on Board Diversity.
- Review and approve/recommend the remuneration for the company's Corporate Officers / Whole-Time Directors.
- Approve the inclusion of senior officers of the company as Corporate Officers.
- Approve promotions within the Corporate Officers.
- Regularly review the Human Resource function of the company.
- Approve grant of stock options to the employees and Directors (excluding Independent Directors and Promoter Directors) of the company and subsidiary companies, perform such other functions, and take such decisions as are required under the company's various Employees Stock Option Plans.
- Discharge such other function(s) or exercise such power(s) as may be delegated to the Committee by the Board from time to time.
- Make reports to the Board as appropriate.
- Review and reassess the adequacy of this charter periodically and recommend any proposed changes to the Board for approval from time to time.

POLICY ON SELECTION AND APPOINTMENT OF DIRECTORS AND THEIR REMUNERATION

- The Committee shall identify and ascertain the integrity, qualifications, expertise, and experience of the person for appointment as Director, Key Managerial Personnel (KMP), or at Senior Management level, and recommend their appointment, as per the Company's policy.
- The Committee has the authority to decide whether the qualifications, expertise, and experience possessed by a person are sufficient and satisfactory for the position.
- The Company shall not appoint or continue the employment of any person as Whole-time Director who has attained the age of seventy years, provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing a special resolution

REMUNERATION POLICY AND CRITERIA OF MAKING PAYMENTS TO EXECUTIVE AND NON-EXECUTIVE DIRECTORS

The company's remuneration policy is aimed at rewarding performance, based on a review of achievements regularly and is in consonance with existing industry practices. The criteria for making payments to the Executive and Non-Executive Directors of the company are as follows:

Executive Directors

The remuneration of the Executive Directors is recommended by the Nomination and Remuneration Committee to the Board. After approval by the Board, the same is put up for shareholders' approval. Executive Directors do not receive any sitting fees for attending the Board and Committee meetings. During the year, only one Executive Director received remuneration from the Company. There are no separate provisions for the service of notice period and payment of severance fee by the Executive Directors at the time of their termination. No stock options are issued to any director.

Non-Executive Directors:

During the year, the company did not pay any sitting fees to its Non-Executive Directors for attending the Board of Directors, Audit Committee and Finance Committee meetings. The company also did not pay commissions to its Non-Executive Directors.

Yearly Remuneration paid to executive directors				
Name & Designation of the Executive Director	Salary & Allowances (Rs.)	Contribution to PF & other Funds (Rs.)	Other perquisites or benefits include reimbursing medical expenses and car facility (Rs.)	Total
Mr. Vijayakumar Madhavan, Whole-Time Director	10,00,000	NIL	NIL	10,00,000
Ms. Manimala Vasudevan, Whole-Time Director	12,00,000	NIL	NIL	12,00,000

There are no pecuniary relationship or transactions of the non-executive directors vis-à-vis the listed entity

SUCCESSION PLANNING

The Nomination and Remuneration Committee evaluates and recommends to the Board the leadership succession plan to ensure orderly succession in appointments to the Board and to the Senior Management. In addition, promoting senior management within the organisation fuels the ambitions of the talent force to earn future leadership roles.

STAKEHOLDERS' RELATIONSHIP COMMITTEE (FORMERLY KNOWN AS SHAREHOLDERS'/INVESTORS' GRIEVANCE COMMITTEE)

The Company has a Stakeholders Grievance Committee (formerly known as Shareholders'/Investors' Grievance Committee) of the Board of Directors to look into the redressal of complaints of shareholders/investors' such as transfer or credit of shares, non-receipt of dividend/notices/annual reports, etc.

As of March 31, 2024, the Stakeholders Grievance Committee comprises six members of the Board: Dr. Vasudevan Mahalingam, Mrs. AVN Srimathi, Mr. Sampath, Mr. RS Chandan, Mr. B Duraisamy, and Mr. Ashok Godavarthi. Five members are Non-Executive and Independent Directors, and one is an Executive Director. Mr. Krishnamoorthy Venkatesan, the Company Secretary, acts as the Secretary of the Committee.

The Committee has met four times during the financial year 2023-24 as below:

Composition and Attendance during the year					
Stakeholders Relationship Committee Meetings and Composition					
Directors	30/05/2023	06/09/2023	14/11/2023	14/02/2024	Remarks
A V N Srimathi [Chairperson]	✓	✓	✓	✓	NIL
Sampath	✓	✓	✓	✓	NIL
R S Chandan	✓	✓	✓	✓	NIL
B Duraiswamy	✓	✓	✓	✓	NIL
Ashok Godavarthi	✓	✓	✓	✓	NIL
Dr Vasudevan M	✓	✓	✓	✓	NIL

TERMS OF REFERENCE:

The Committee supervises the mechanism for the redressal of shareholders'/investors' grievances and ensures cordial investor relations. The Committee addresses the following matters:

- Redressal of shareholders'/investors' complaints, such as transfer of shares, non-receipt of the annual report, non-receipt of declared dividends, etc.
- Scrutiny of the performance of the Registrar & Share Transfer Agent and recommending measures for the overall improvement of the quality of service.
- Any allied matters arising from and incidental to these functions not explicitly provided for herein.

Details of Complaints Received During the Year:

- Number of complaints received from investors - 0
- Number of complaints resolved - 0
- Number of complaints remaining unresolved and pending - 0
- Number of complaints not solved to the satisfaction of shareholders - 0

NATURE OF COMPLAINTS RECEIVED AND REDRESSED DURING 2023-24		
SL. NO.	NATURE OF COMPLAINTS	RECEIVED & REDRESSED DURING THE YEAR
1	Correspondence regarding demat / general	0
2	Correspondence regarding non-receipt of share certificate, transfer/transmission of shares	0
3	Revalidation of dividend warrants / non-receipt of dividend warrants/status of dividend payment	0

Compliance Officer

The Name and designation of the Compliance Officer of the Company:

Mr. Krishnamoorthy Venkatesan,

Company Secretary & Compliance Officer

Workflo, Greeta Towers, Industrial Estate,

Perungudi, OMR Phase 1,

Chennai - 600096

Ph: 9884223183

Email ID: cs@calsoftgroup.com

INDEPENDENT DIRECTORS MEETING

During the year under review, the Independent Directors met one time during the year inter alia, to discuss:

- Evaluation of the performance of Non- Independent Directors and the Board of Directors as a Whole;
- Evaluation of the performance of the Chairman of the Company, taking into account the views of the Executive and Non- Executive Directors;
- Evaluation of the quality, content and timelines of flow of information between the management and the Board that is necessary for the Board to effectively and reasonably perform its duties;

All the Independent Directors were present at the meeting.

DECLARATION BY INDEPENDENT DIRECTORS

Every Independent Director, at the first meeting of the Board in which they participate as a Director and thereafter at the first meeting of the Board in every financial year, gives a declaration that they meet the criteria of independence as provided under Section 149(6) of the Companies Act, 2013, and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The company has received the necessary declarations from each Independent Director confirming that they meet the independence criteria regarding the aforementioned provisions.

TRAINING AND FAMILIARIZATION PROGRAM FOR INDEPENDENT DIRECTORS

The Directors are provided with necessary documents, reports, and internal policies to familiarize themselves with the company's procedures and practices. Further, periodic presentations are made at the Board and its Committee Meetings on business and performance updates of the company, the global business environment, business strategy, and risks involved. Quarterly updates on relevant statutory changes are provided to the Directors during Board meetings.

Upon appointment, the Directors are issued a Letter of Appointment setting out the terms of employment in detail, including their roles, functions, responsibilities, and fiduciary duties as a Director of the company.

On being inducted into the Board, every Independent Director attends an orientation program. To familiarize the new Directors with the strategy, operations, and functions of the company, the Executive Directors and senior managerial personnel make presentations to the inductees about the company's strategy, operations, product offerings, organization structure, human resources, technologies, facilities, and risk management.

Further, at the time of appointment of Independent Directors, the company issues a formal letter of appointment outlining their role, functions, duties, and responsibilities as a Director. The detailed familiarization program for Independent Directors is hosted on the company's website, and the weblink for the same is <https://www.calsofts.com/investors>. The details of such a familiarization program for Independent Directors are posted on the company's website and are available at <https://www.calsofts.com/investors>.

PERFORMANCE EVALUATION

Pursuant to the provisions of the Companies Act, 2013, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, an annual performance evaluation of the Board, the individual Directors, and the working of the Board Committees was carried out based on the criteria and framework adopted by the Board.

The evaluation of the Independent Directors focused primarily on their adherence to Corporate Governance practices and their efficiency in monitoring the same. They were also evaluated on various parameters, including active participation in strategic planning, fiduciary responsibilities, and participation in Board and Committee meetings.

Additionally, the performance of Non-Independent Directors and the Board as a whole was evaluated in terms of the prudent business practices they adopted for governing the company's operations, adherence to the highest standards of integrity and business ethics, and exercising their responsibilities in a bona fide manner in the best interest of the company. This evaluation ensured that no extraneous considerations impeded their decision-making authority.

The performance evaluation of the Non-Independent Directors was carried out by the entire Board of Directors (excluding the director being evaluated). The Directors expressed their satisfaction with the evaluation process, which took into account their commitment and responsibility towards the best interest of the company.

The performance of the Chairman of the company was reviewed by the Independent Directors, who ensured that the Chairman conducted the Board proceedings in an unbiased manner without any conflict of interest. The Independent Directors further ascertained that the Chairman allowed the Board Members to raise any concerns about the Board's business during meetings and addressed them in the company's best interest.

SUBSIDIARY COMPANIES

Regulation 16(1)(c) of the Listing Regulations defines a material subsidiary as a subsidiary whose income or net worth exceeds 20% of the consolidated income or net worth, respectively, of the listed entity and its subsidiaries in the immediately preceding accounting year. During the year under review, the Company did not have any unlisted material subsidiary incorporated in India and was, therefore, not required to have an Independent Director of the Company on the Board of such a subsidiary under Regulation 24 of the Listing Regulations.

The Company's Audit Committee reviews the consolidated financial statements of the Company and the financial statements of the subsidiaries, including the investments made by the subsidiaries. The minutes of the Board Meetings, along with a report of the significant transactions and arrangements of the unlisted subsidiaries, are periodically placed before the Company's Board of Directors.

The Company has formulated and adopted a Policy for determining Material Subsidiaries in line with the requirements of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Policy aims to set out the principles for determining a material subsidiary. The Policy on Material Subsidiaries is available on the Company's website at <https://www.calsofts.com/investors>.

GENERAL BODY MEETINGS

The location and time of the Annual General Meetings/ Extra General Body Meeting held, and details of Special Resolution passed thereat during the preceding three years are as follows:

DATE, TIME AND VENUE OF THE LAST THREE AGM'S			
FINANCIAL YEAR	DATE	TIME OF COMMENCEMENT	VENUE
2020-21	25th August 2021	4.00 P.M.	Workflo, Greeta Towers, Industrial Estate, Perungudi OMR Phase 1, Chennai – 600096 through video conferencing
			(VC)/Other Audio-Visual Means (OAVM)
2021-22	29th September 2022	11.00 A.M.	Workflo, Greeta Towers, Industrial Estate, Perungudi OMR Phase 1, Chennai – 600096 through video conferencing
			(VC)/Other Audio-Visual Means (OAVM)
2022-23	29th September 2023	01.30 P.M.	Workflo, Greeta Towers, Industrial Estate, Perungudi OMR Phase 1, Chennai – 600096 through video conferencing
			(VC)/Other Audio-Visual Means (OAVM)

Annual General Meetings/Extra General Body Meetings and Special Resolutions Passed

Annual General Meeting on 25th August 2021:

The following special resolutions were passed:

- Rights issue of equity shares.
- Alteration to Articles of Association of the Company.
- Fixing of remuneration for Dr. Manimala Vasudevan (DIN: 01980557), Whole-time Director and Chief Operating Officer.
- Appointment of Mr. Vijayakumar Madhavan (DIN: 07892448) as Whole-time Director of the Company.

Postal Ballot on 18th March 2022:

- Appointment of M/s. M.K. Dandeker & Co., Chartered Accountants, Chennai (ICAI Regn. No. 000679S) as the Company's Statutory Auditor to fill the casual vacancy caused by the resignation of M/s. N. Naresh & Co., Chartered Accountants.
- Approval to borrow money up to Rs. 200 Crores.
- Approval for the creation of charge, mortgage, and hypothecation on the immovable and movable assets of the Company as per the provisions of the Companies Act, 2013.

The postal ballot process was scrutinized by Mr. N. Ramanathan (FCS: 6665), Designated Partner at M/s. S Dhanapal & Associates LLP, Practising Company Secretaries, Chennai (formerly known as M/s. S Dhanapal & Associates, a firm of Practising Company Secretaries).

No Extra Ordinary General Meeting of the Company was held during the year 2021-22.

Annual General Meeting on September 29, 2023:

- No special resolution was passed.

No Extra Ordinary General Meeting of the Company was held during the year 2023-24.

DISCLOSURES

MATERIALLY SIGNIFICANT RELATED PARTY TRANSACTIONS

There have been no materially significant related party transactions, monetary transactions, or relationships between the company and its Directors, management, subsidiaries, or relatives, except for those disclosed in the financial statements for the financial year 2023-24. Detailed information on materially significant related party transactions is enclosed in Annexure II to the Board Report. A Policy on Related Party Transactions, formulated pursuant to the provisions of the Companies Act, 2013, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and approved by the Board, is available on the company's website at <https://www.calsofts.com/investors>.

During the year under review, the company has not entered into any transaction of a material nature with its subsidiaries, promoters, Directors, management, senior management personnel, their relatives, etc., that may have any potential conflict with the company's interest. The company has obtained requisite declarations from all Directors and senior management personnel in this regard, which were placed before the Board of Directors.

COMPLIANCES BY THE COMPANY

The company has complied with the requirements of the Stock Exchanges, SEBI, and other statutory authorities on all matters relating to capital markets during the last three years. No penalties or strictures have been imposed on the company by the Stock Exchanges, SEBI, or any other statutory authorities relating to the above.

The company has complied with all requirements of SEBI (LODR) Regulations, 2015, relating to disclosures in the corporate governance report.

All requisite disclosures of compliance with corporate governance requirements specified in Regulations 17 to 27 and clauses (b) to (i) of sub-regulation (2) of Regulation 46 of SEBI (LODR) Regulations, 2015, as applicable, have been made in this report.

OTHER DISCLOSURES

- The company has a Whistle Blower Policy, and no personnel have been denied access to the Audit Committee.
- During the year, the company did not raise any money through public, rights, or preferential issues, and no unspent cash was raised through such matters.
- In terms of the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the company has in place an “Archival Policy” and a “Policy for Determination of Materiality of Events or Information.” Both policies are available on the company's website at www.calsofts.com.
- A certificate from a company secretary in practice stating that none of the directors on the company's board have been debarred or disqualified from being appointed or continuing as directors of companies by the Board/Ministry of Corporate Affairs or any such statutory authority is annexed to this report.

CEO / CFO CERTIFICATION

The certificate, as stipulated in Regulation 17(8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with Part B of Schedule II, was placed before the Board along with the financial statements for the financial year ended March 31, 2024, and the Board reviewed the same. The said certificate is provided elsewhere in the Annual Report.

WHISTLE BLOWER POLICY

The principles of trust through transparency and accountability are at the core of the company's existence. To ensure strict compliance with ethical and legal standards across the company, a Whistle Blower Policy is in place to provide appropriate avenues for Directors, employees, contractors, contractors' employees, clients, vendors, internal or external auditors, consultants, law enforcement/regulatory agencies, or other third parties to bring to the attention of the management any issues perceived to be of unethical behavior, actual or suspected fraud, or violation of the company's Code of Business Ethics and Conduct.

All cases registered under the Whistle Blower Policy are reported to an external Ombudsperson, who carries out preliminary investigations. Complaints received against senior management staff are overseen by the Chairman's Office, while those against other employees/staff are overseen by the company's Chief Ethics Officer. The whistleblower has direct access to the Chief Ethics Officer, the Ombudsperson, and senior management to share complaint details. The identity of the whistleblower is kept confidential.

The Audit Committee reviews the policy and its implementation periodically and is provided with a quarterly update on the status of various complaints received and investigated. The policy is available on the company's website at www.calsofts.com.

CODE FOR PREVENTION OF INSIDER TRADING

SEBI, vide its Circular No. LD-NRO/GN/2014-15/21/85 dated 15th January 2015, introduced the SEBI (Prohibition of Insider Trading) Regulations, 2015, effective from 15th May 2015. Regulation 8 contained under Chapter IV of the SEBI (Prohibition of Insider Trading) Regulations, 2015, mandates listed companies to formulate a Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (hereinafter referred to as "Code"). Regulation 9(1) contained under Chapter IV of the SEBI (Prohibition of Insider Trading) Regulations, 2015 mandates listed companies to formulate a Code of Conduct (hereinafter referred to as "Code") to regulate, monitor, and report trading by its employees and other connected persons, towards achieving compliance with the said Regulations, adopting the minimum standards set out in Schedule B to the Regulations.

In compliance with the above SEBI regulation on the Prevention of Insider Trading, the company has instituted a comprehensive Code of Conduct and Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information for its management and staff. The Code lays down guidelines advising them on procedures to be followed and disclosures to be made while dealing with shares of the company, and cautions them of the consequences of violations. Dealings in the company's shares by the Board Members and Senior Management Personnel are reported to the Committee periodically.

Within two working days of receipt of the information under the Initial and Continual disclosures from Directors, the company discloses the same to all the Stock Exchanges where the company shares are listed.

FEES PAID TO STATUTORY AUDITOR

A total fee of Rs. Six lakh was paid by the Company and its subsidiaries, on a consolidated basis, for all services to K. Gopal Rao & Co., Statutory Auditors, for the year 2023-24.

PREVENTION AND REDRESSAL OF SEXUAL HARASSMENT AT WORKPLACE POLICY

In order to provide a safe and healthy work environment free of any hassles and all kinds of harassment, including sexual harassment, and to prevent and redress such harassment complaints, the company has in place a Prevention and Redressal of Sexual Harassment at Workplace Policy. This policy applies to all employees of the company, its group companies, and joint ventures operating out of India, including regular, temporary, ad hoc, daily wagers, contractual staff, vendors, clients, consultants, trainees, probationers, apprentices, contract labor, and all visitors to the company.

Any harassment complaints shall be treated under this Policy. This Policy is not confined to the actual working place of the employees in the sense of the physical space in which paid work may be performed during prescribed duty hours but also includes any place visited by the employee arising out of or during the course of employment. The company has constituted a committee for the redressal of all sexual harassment complaints. These matters are also reported to the Audit Committee.

During the year ended March 31, 2024, the company received zero complaints on sexual harassment that were classified as significant incidents for investigation. All complaints were disposed of, appropriate actions were taken, and no complaints remained pending as of March 31, 2024.

- Number of complaints filed during the financial year - Nil
- Number of complaints disposed of during the financial year - Nil
- Number of complaints pending as of the end of the financial year - Nil

COMPLIANCE WITH MANDATORY AND NON-MANDATORY REQUIREMENTS OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 provides certain mandatory requirements which have to be fulfilled by the company. The company has complied with all the mandatory requirements of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 further state certain non-mandatory requirements which may be implemented at the company's discretion. The company complies with the following non-mandatory requirements:

1. Shareholders' Rights

The Company regularly does statutory filings as required under SEBI (LODR) Regulations, 2015, and periodically updates the website of the Company. When approved by the Board, the financial results are hosted in the investor column of the Company's website, from which any shareholders can easily access and obtain the requisite information on the Company.

2. Audit Qualifications

The Auditor's Qualification and the Directors' Responses to the same are covered in the Directors' Report.

3. Separate posts of CFO and CEO

Separate individuals hold the positions of the CFO and the CEO.

4. Reporting of Internal Auditor

The Internal Auditor of the company directly reports to the Audit Committee on functional matters.

5. Compliance Certificate regarding compliance of conditions of corporate governance from the Auditors or practising company secretaries

The certificate dated August 16, 2024, was obtained from Mr. N. Ramanathan, Partner at M/s. S Dhanapal & Associates, Practising Company Secretaries, Chennai, confirming compliance with the Corporate Governance requirements as stipulated under Schedule V read with Regulation 34 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is annexed hereto.

MEANS OF COMMUNICATION

Quarterly Results: Quarterly Results of the company are generally published inter alia in Financial Express & Makkal Kural

Website: The company's corporate website, <https://www.calsofts.com>, provides comprehensive information on the company's portfolio of businesses. The website has an entire section dedicated to the company's profile, its core values, corporate governance, business lines and Industry sections. An exclusive section on 'Investors' enables them to access information conveniently. The entire Reports, quarterly, half-yearly, and annual financial statements, releases and shareholding patterns are available in downloadable format as a measure of added convenience to the investors.

News Releases, Presentations, official news releases, and detailed presentations made to media, analysts, institutional investors, etc., are displayed on the company's website, <https://www.calsofts.com>; official media releases are also sent to the Stock Exchanges.

Annual Report: Annual Report containing, inter alia, Audited Annual Accounts, Consolidated Financial Statements, Director's Report, Auditor's Report, Management Discussion and Analysis Statement, Corporate Governance Report and other important information is circulated to members and others entitled thereto. The Annual Report of the company is available on the company's website in a user-friendly and downloadable form.

Intimation to the Stock Exchanges: The company intimates to the Stock Exchanges all price-sensitive information or other matters which, in its opinion, are material and relevant to the Shareholders.

NSE Electronic Application Processing System: As per the mandate received from the National Stock Exchange of India Limited ('NSE'), the company has been uploading its financial information, shareholding pattern, Report on Corporate Governance and press releases on the dedicated website of NSE, i.e. <https://connect2nse.com/LISTING>.

Online Portal-BSE Corporate Compliance & Listing Centre: As per the mandate received from BSE Limited ('BSE'), the company has been uploading its financial information, shareholding pattern, Report on Corporate Governance and press releases on the dedicated website of BSE, i.e. <http://listing.bseindia.com>

Designated Exclusive email- id: The Company has the following designated e-mail ID: investors@calsoftgroup.com exclusively for investor servicing.

GENERAL SHAREHOLDER INFORMATION

a	Annual General Meeting: Date Time Venue	Monday, September 09, 2024 4.00 P.M. Video Conferencing (VC)/Other Audio-Visual Means (OAVM)
b	Financial Year	April 01, 2023 to March 31, 2024
c	Date of Book Closure	September 02, 2024 to September 09, 2024 (both days inclusive)
d	Dividend Payment Date (subject to the approval of shareholders)	N.A.
e	Listing of Equity Shares on stock exchanges in India	The National Stock Exchange of India Ltd. (NSE) Exchange Plaza, 5th Floor, Plot No. C / 1, G Block, Bandra Kurla Complex, Bandra East, Mumbai – 400 051, India. Tel.: +91-22-26598236, Fax: +91-22-26598237 BSE Limited (BSE) Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001, India Tel.: +91-22-22721233, Fax: +91-22-22723121
f	Stock Codes	NSE – CALSORT BSE – 532386
g	ISIN for Equity Shares	INE526B01014
h	Listing of Non-Convertible Debentures on Stock exchanges in India	N.A.
i	Debenture Trustee	N.A.
j	ISIN for Debentures	N.A.
k	Listing Fees	Paid to all Stock Exchanges for the year 2024-25
l	Corporate Identification Number (CIN) of the Company	L72300TN1992PLC022135
m	Registered Office	Workflo, Greeta Towers, Industrial Estate, Perungudi OMR Phase 1, Chennai-600096

STOCK MARKET PRICE DATA

The details of the monthly high and low prices of the Equity Shares of the company and its comparison to broad-based indices BSE Sensex and NSE Nifty for the period April 1, 2023, to March 31, 2024, are as follows:

Month	BSE		NSE	
	High	Low	High	Low
Apr-23	18.4	11.59	18.85	11.6
May-23	17.65	13.92	17.85	13.65
Jun-23	16.5	13.31	16.65	13.35
Jul-23	15.79	13.84	15.75	14.05
Aug-23	15.01	13.8	15.2	13.8
Sep-23	15.29	13.72	15.3	13.85
Oct-23	15	12.3	14.7	12
Nov-23	14.39	12.59	14.4	12.75
Dec-23	23.2	14.1	23.25	14.05
Jan-24	19.8	17.69	20.45	17.4
Feb-24	21.2	18.05	21.1	17.85
Mar-24	18.69	13.31	18.95	13.55

PERFORMANCE OF THE SHARE PRICE OF THE COMPANY IN COMPARISON WITH BSE SENSEX AND NSE NIFTY





INVESTOR CORRESPONDENCE ADDRESS

California Software Company Limited
 Secretarial Department
 Workflo, Greeta Towers,
 Industrial Estate,
 Perungudi, OMR Phase 1,
 Chennai-600096 India
 Tel:+91-44-4201 6100
 Email: investor@calsoftgroup.com

SHARE TRANSFER SYSTEM

Over 99 % of the company's equity shares are dematerialised. Transfer of these shares is done through the depositories with no company involvement. For the transfer of shares held in physical form, the authority has been delegated to the company's officials, who generally consider and approve the share transfer requests fortnightly.

The shares sent for physical transfer are generally registered and returned within a period of 15 days from the date of receipt of the request, subject to documents being valid and complete in all respects. As per the requirement of Regulation 40 (9) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the company has obtained half-yearly certificates from the Practicing Company Secretary for due compliance of share transfer formalities and filed the same with the Stock Exchanges.

As of March 31, 2024, no equity share was pending transfer.

RECONCILIATION OF SHARE CAPITAL AUDIT REPORT

As required under Regulation 55A of SEBI (Depositories and Participants), Regulations, 1996, the reconciliation of share capital audit report on the total admitted capital with National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Ltd. (“CDSL”) and the total issued and listed capital for each of the quarter in the financial year ended March 31, 2024, was carried out.

The audit reports confirm that the total issued/paid-up share capital is in agreement with the total number of shares in physical form and the total number of dematerialised shares held with NSDL and CDSL.

S. No.	Particulars	No. of Shares	% of the total issued capital
1	Listed Capital	1,54,57,106	100
2	Held in Dematerialisation form – NSDL	1,04,39,639	65.76
3	Held in Dematerialisation form - CDSL	49,26,408	31.03
4	Physical shares	91,059	0.57

SHAREHOLDING AS ON MARCH 31, 2024

DISTRIBUTION OF EQUITY SHAREHOLDING AS ON MARCH 31, 2024

Sl. No.	No of shares held	shareholders		shares held	
		Number	%	Number	%
1	UPTO 500	11834	82.08	1293944	8.37
2	501 - 1000	1201	8.33	987910	6.39
3	1001 - 2000	604	4.19	929986	6.02
4	2001 - 3000	240	1.66	622395	4.03
5	3001 - 4000	104	0.72	372099	2.41
6	4001 - 5000	118	0.82	560363	3.63
7	5001 - 10000	169	1.17	1246382	8.06
8	10001 AND ABOVE	147	1.02	9444027	61.10
	Total	14417	100.00	15457106	100.00

**CATEGORIES OF EQUITY SHAREHOLDING AS ON MARCH 31, 2024
SHAREHOLDING PATTERN**

Category	Number	Shares	% of Shares Held
Promoters	1	5522972	35.73
Directors & Relatives (Excluding Independent Directors & Nominee Directors)	2	16363	0.11
UTI	1	300	0
NRI / Foreign National	128	480894	3.11
Body Corporate	33	92648	0.6
Individual Shareholders holding Nominal Share Capital up to Rs.2Lakhs	14026	6703623	43.37
Individual Shareholders holding Nominal Share Capital in excess of Rs.2 Lakhs	52	2277184	14.73
Corporate Body-Limited Liability Partnership	1	1	0
Limited Liability Partnership	1	43000	0.28
HUF	165	301135	1.95
Margin Trading Account-Corporate	5	18885	0.12
Margin Trading Account-Individual	1	1	0
Trusts	1	100	0
Total	14417	15457106	100

CODE OF BUSINESS ETHICS AND CONDUCT

The Board has prescribed a Code of Business Ethics and Conduct (COBEC) that provides transparency, ethical conduct, a gender-friendly workplace, legal compliance and protection of the company's property and information. COBEC is a set of guiding principles covering all directors, employees, third-party vendors, consultants and customers worldwide. For Independent Directors, the COBEC also includes duties as mentioned in Schedule IV of the Companies Act, 2013. COBEC is periodically reviewed, taking into account the prevailing business and ethical practices.

The Code is posted on the website of the company, <https://www.calsofts.com>

All Board members and senior management personnel have confirmed compliance with the Code for the financial year ending March 31, 2024. A declaration to this effect signed by the Managing Director and Chief Executive Officer of the company is provided elsewhere in this Report.

DISCLOSURE OF ACCOUNTING TREATMENT IN PREPARATION OF FINANCIAL STATEMENTS

The Company has followed the guidelines of accounting standards laid down by the Institute of Chartered Accountants of India (ICAI) in preparation of its financial statements.

DEMATERIALISATION OF SHARES AND LIQUIDITY

The company shares are under the compulsory dematerialisation (“Demat”) category, and consequently, company shares can be traded only in electronic form.

The system for getting the shares dematerialised is as follows:

- Share certificate(s) along with Demat Requisition Form (DRF) is to be submitted by the shareholder to the Depository Participant (DP) with whom they have opened a Depository Account.
- DP processes the DRF and generates a unique number viz. DRN.
- DP forwards the DRF and shares certificates to the company's Registrar and shares Transfer Agent.
- The company's Registrar & Shares Transfer Agent, after processing the DRF, confirms or rejects the request to the Depositories.
- Upon confirmation, the Depository gives the credit to the shareholder in their depository account maintained with DP.

As of March 31, 2024, more than 99 % of the equity shares issued by the company are held in dematerialised form. The company's equity shares are regularly traded on NSE and BSE in dematerialised form.

Since the trading in the company's shares can be done only in electronic form, the shareholders who have the shares in physical form should get their shares dematerialised.

**OUTSTANDING GDRS / ADRS / WARRANTS OR ANY CONVERTIBLE INSTRUMENTS,
CONVERSION DATE AND LIKELY IMPACT ON EQUITY**

As of March 31, 2024, the company has not issued any GDRs / ADRs / Warrants or other instruments pending conversion.

COMMODITY PRICE RISK OR FOREIGN EXCHANGE RISK AND HEDGING ACTIVITIES

The Company does not carry out any hedging activities or has any forex exposure.

PLANT LOCATIONS

The Company operates only from one location, which is its registered office located at Workflo, Greta Towers, Industrial Estate, Perungudi OMR Phase 1, Chennai - 600096

ADDRESS FOR CORRESPONDENCE

Mr. Vijayakumar M
Executive Director
California Software Company Limited
Workflo, Greta Towers, Industrial Estate,
Perungudi OMR Phase 1, Chennai – 600096
Tel: +91- 9444860882

DETAILS OF DEMAT SUSPENSE ACCOUNT/ UNCLAIMED SUSPENSE ACCOUNT - NIL

**DECLARATION
REGARDING COMPLIANCE BY BOARD MEMBERS AND SENIOR MANAGEMENT
PERSONNEL WITH THE COMPANY'S CODE OF CONDUCT**

This is to confirm that the Company has adopted a Code of Conduct for the members of the Board and the Senior Management Personnel, and these Codes are available on the Company's website, <https://www.calsofts.com>. I confirm that the members of the Board and the Senior Management Personnel have complied with the Code of Conduct in respect of the financial year ended March 31, 2024,

For CALIFORNIA SOFTWARE COMPANY LIMITED

Mahalingam Vasudevan
Managing Director / CEO

Place: Chennai
Date: August 14, 2024

**DECLARATION BY THE CHIEF EXECUTIVE OFFICER PURSUANT TO SCHEDULE
V(D) READ WITH REGULATION 34 (3) OF SEBI (LISTING OBLIGATIONS AND
DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

I, **Dr. Vasudevan Mahalingam**, Managing Director and Chief Executive Officer of California Software Company Limited (the company”), confirm that the company has adopted a Code of Business Ethics and Conduct (“Code of Conduct”) for its Board members and senior management personnel and the Code of Conduct is available on the company’s web site.

I further confirm that the company has, in respect of the financial year ended March 31, 2024, received from its Board members and senior management personnel affirmation of compliance with the Code of Conduct.

For CALIFORNIA SOFTWARE COMPANY LIMITED

Mahalingam Vasudevan
Managing Director / CEO

Place: Chennai
Date: August 14, 2024

**CERTIFICATE BY THE CHIEF EXECUTIVE OFFICER (CEO) AND CHIEF
FINANCIAL OFFICER (CFO) PURSUANT TO PART B SCHEDULE II READ WITH
REGULATION 17 (8) of SEBI (LISTING OBLIGATIONS AND DISCLOSURE
REQUIREMENTS)
REGULATIONS, 2015**

To
The Members
California Software company Limited

Dear members of the Board,

1. We have reviewed the financial statements and the cash flow statement of the company for the year ended March 31, 2024, and to the best of our knowledge and belief -

(i) These statements do not contain any materially untrue information, omit any material fact or control statements that might be misleading;

(ii) These statements present an accurate and fair view of the company's affairs and comply with existing accounting standards, applicable laws and regulations.

2. To the best of our knowledge and belief, no transactions entered into by the company during the year are fraudulent, illegal or violative of the company's code of conduct.

3. We accept responsibility for establishing and maintaining internal controls for financial reporting, and we have evaluated the effectiveness of the company's internal control systems pertaining to financial reporting. We have yet to come across any reportable deficiencies in the design or operation of such internal controls.

4. We have indicated to the Auditors and the Audit Committee

(i) that there are no significant changes in internal control over financial reporting during the year;

(ii) that there are no significant changes in accounting policies during the year; and

(iii) we have become aware of no significant fraud instances.

Mahalingam Vasudevan

Chief Executive Officer and Managing Director

Vijayakumar Madhavan

Whole time Director

Place: Chennai

Date: August 14, 2024

A photograph of a modern building's glass and steel structure, viewed from a low angle looking up. The image is framed by a large white triangle pointing downwards, which is set against a white background. The building's facade is composed of a grid of dark metal beams and large glass panels, reflecting the sky and other parts of the building. The sky is a pale blue with some light clouds.

STANDALONE IND AS FINANCIAL STATEMENTS

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF CALIFORNIA SOFTWARE COMPANY LIMITED

Report on the Audit of the Standalone Financial Statements

We have audited the accompanying standalone financial statements of California Software Company Limited ("the company"), which comprise the Balance Sheet as at 31st March 2024, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year ended on that date, and a summary of significant accounting policies and other explanatory information (herein referred to as "the standalone financial statements").

In our opinion and to the best of our information and according to the explanations given to us, except for the effects of the matter described in the Basis for Qualified section of our report, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the company as at 31st March 2024, its profit, total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Qualified Opinion

1. *Balances appearing in Current Tax Asset (net) amounting to Rs.380.02 Lakhs, under Current Assets in the Standalone Financial Results are subject to reconciliation. The effect of the non-reconciliation is not quantifiable.*
2. *Balances appearing in Investment in Equity Instrument of Subsidiary amounting to Rs.311.38 Lakhs, grouped under the head Investments under Non-Current Financial Assets in the Standalone Financial Results is subject to Impairment testing. The effect of Impairment loss for the said Investment is not quantifiable.*
3. *Balances appearing in Trade receivables amounting to Rs.1,465.35 Lakhs, under Current Financial Assets in the Standalone Financial Results are subject to reconciliation and confirmation from the customers. Consequent impact of non collection of receivables shall impair GST exemption on Exports which needs to be provided. The effect of the non-confirmation / non-reconciliation is not quantifiable.*

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the independence requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the standalone financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

Key Audit Matters

- Revenue recognition
- Accuracy of recognition, measurement, presentation and disclosure of revenue and related balances towards Ind AS 115- Revenue from contracts with customers.
- The application of this standard involves the assessment towards identification of performance obligation, determination of transaction price for each of the identified performance obligations, the judgements used in determining the satisfaction of those performance obligations over time or at a point in time.
- The company revenue from contracts mainly includes software development services, business process outsourcing services and IT Infrastructure services.

Auditor's Response

Our audit procedure involves the identification of internal controls and their operating effectiveness towards application of this standard. We have also carried out substantive testing of the transactions.

- a. We have assessed the appropriateness of the revenue recognition policies by comparing with the applicable Indian Accounting Standards.
- b. Selected the samples of continuing contracts as well as new contracts and identified the performance obligations and compared the same with the performance obligation identified by the company.
- c. Verified the basis of allocation of transaction price to the identified performance obligation if not specifically mentioned in the contract.
- d. Identified the basis to be considered to determine the satisfaction of performance obligation and compared the same with the judgements used by the company in determining the satisfaction of performance obligation over the time or at a point in time.
- e. Verified the appropriate evidence considered for determining the satisfaction of performance obligation towards transfer of promised goods or services.
- f. Verified the judgements used by the company in determining the stages of completion of the contracts where the satisfaction of entire performance obligation is partially completed.
- g. Verified the process towards identification of contracts where the right to consideration is unconditional and is due only after passage of time.

Information Other than the Standalone Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis; Board's Report including Annexures to Board's Report, Business Responsibility Report but does not include the standalone Financial Statements and our auditor's report thereon.

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements, or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with governance for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these Standalone financial statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and the cash flows of the company in accordance with Indian Accounting Standards and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Standalone financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibility for the Audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place with reference to standalone financial statements and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure, and content of the Standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the standalone financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the standalone financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of section 143(11) of the Act, we give in the "Annexure B", a statement on the matters specified in paragraphs 3 and 4 of the Order.

2. As required by Section 143(3) of the Act, based on our audit we report that:

a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

b) In our opinion, proper books of account as required by law have been kept by the company so far as it appears from our examination of those books.

c) The Balance Sheet, the Statement of Profit and Loss including the Other Comprehensive Income, Statement of Changes in Equity and the Statement of Cash Flows dealt with by this Report are in agreement with the relevant books of accounts.

d) In our opinion, the aforesaid standalone financial statements comply with the Ind AS specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

e) The matter described in the Basis for Qualified Opinion paragraph above, in our opinion, may have an adverse effect on the functioning of the Company

f) On the basis of written representations received from the directors as on 31st March 2024 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March 2024 from being appointed as a director in terms of Section 164(2) of the Act.

g) The qualification relating to the maintenance of accounts and other matters connected therewith are as stated in the Basis for Qualified Opinion paragraph above

h) With respect to the adequacy of the internal financial controls with reference to standalone financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in “Annexure A”. Our report expresses a modified opinion on the adequacy and operating effectiveness of the company’s internal financial controls with reference to standalone financial statements.

i) With respect to the other matters to be included in the Auditor’s Report in accordance with the requirement of Section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the company to its directors during the year is in accordance with the provisions of Section 197 of the Companies Act, 2013.

j) With respect to the other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:

i. The Company does not have pending litigations on its financial position in its standalone financial statements as at 31st March 2024.

ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long term contracts to the standalone financial statements. The Company do not have any derivative contracts.

iii. There were no amounts required to be transferred to the Investor Education and Protection Fund by the Company.

iv. (a) The management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entities (“Intermediaries”), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(b)The management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entities (“Funding Parties”), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.

v. As stated in the standalone financial statements;

a. The Company has not declared any dividend during the previous year.

b. The company has not declared and paid interim dividend during the year.

c. The Board of Directors of the Company have not proposed final dividend for the year 31/03/2024.

vi. The company is using accounting software which has a feature of recording audit trail (edit log), however the audit trail feature was not enabled/operated throughout the year.

**For K. GOPAL RAO & CO.,
Chartered Accountants.**

CA. MADAN GOPAL NARAYANAN

Partner

Membership No. 211784

UDIN:24211784BKFJPH8186

Place: CHENNAI

Date: MAY 30, 2024

Annexure A to the Independent Auditors' report

(Referred to in paragraph 2(f) under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of California Software Company Limited of even date)

Report on the Internal Financial Controls with reference to standalone financial statements under Clause (i) of sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls with reference to standalone financial statements of **California Software Company Limited** ("the Company") as of 31st March 2024 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control with reference to standalone financial statements criteria established by the Company considering the essential components of internal controls stated in Guidance Note issued by Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls with reference to standalone financial statements that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to standalone financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by the Institute of Chartered Accountants of India and prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls with reference to standalone financial statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to standalone financial statements were established and maintained and if such controls operated effectively in all material respects. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system with reference to standalone financial statements and their operating effectiveness.

Our audit of internal financial controls with reference to standalone financial statements included obtaining an understanding of internal financial controls with reference to standalone financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the standalone financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls systems with reference to standalone financial statements.

Meaning of Internal Financial Controls with Reference to Standalone Financial Statements

A company's internal financial control with reference to standalone financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of Ind AS standalone financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control with reference to standalone financial statements includes those policies and procedures that:

- (1) Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company.
- (2) Provide reasonable assurance that transactions are recorded as necessary to permit preparation of standalone financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and
- (3) Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the standalone financial statements.

Inherent Limitations of Internal Financial Controls with Reference to Standalone Financial Statements

Because of the inherent limitations of internal financial controls with reference to standalone financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to standalone financial statements to future periods are subject to the risk that the internal financial control with reference to standalone financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Qualified Opinion

According to the information and explanations given to us and based on our audit, the following material weaknesses have been identified as at March 31, 2024:

- a) The board of the company has not established an independent monitoring mechanism in respect of Quality control aspects in accounting, compliance, Internal audit and in publication of Annual reports.*
- b) The company did not have any control to make timely statutory compliances such as TDS, GST etc.,*
- c) The company did not have a regular internal finance team to overview the accounting and other statutory compliances.*
- d) The company did not have an internal control to have an effective monitoring of creditor payment system and debtor collection system.*

A 'material weakness' is a deficiency, or a combination of deficiencies, in internal financial control over financial reporting, such that there is a reasonable possibility that a material misstatement of the company's annual or interim financial statements will not be prevented or detected on a timely basis.

In our opinion, except for the possible effects of the material weaknesses described above on the achievement of the objectives of the control criteria, the Company has maintained, in all material respects, adequate internal financial controls over financial reporting and such internal financial controls over financial reporting were operating effectively as of March 31, 2024, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

We have considered the material weaknesses identified and reported above in determining the nature, timing, and extent of audit tests applied in our audit of the March 31, 2024 standalone financial statements of the Company, and these material weaknesses have been considered for forming our opinion on the standalone financial statements of the Company.

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system with reference to standalone financial statements and such internal financial controls were operating effectively as at 31st March 2024, based on the internal financial control with reference to standalone financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For K. GOPAL RAO & CO.,
Chartered Accountants.**

CA. MADAN GOPAL NARAYANAN

Partner

Membership No. 211784

UDIN:24211784BKFJPH8186

Place: CHENNAI

Date: MAY 30, 2024

Annexure B to the Independent Auditor's Report

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our audit report to the Members of California Software Company Limited of even date)

To the best of our information and according to the explanations provided to us by the Company and the books of account and records examined by us in the normal course of audit, we state that:

- i. In respect of the Company's Property, Plant and Equipment and Intangible Assets:
 - a) (A) The Company has not maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment and relevant details of right-of-use assets.
(B) The Company has not maintained proper records showing full particulars of intangible assets.
 - b) Management has not provided any document evidencing the physical verification of Property, Plant and Equipment. Hence we are unable to comment on any discrepancies.
 - c) According to the information and explanations given to us, the records examined by us based on the examination of the deeds provided to us, the company does not own any immovable property. Hence this clause is not applicable.
 - d) The Company has not revalued any of its Property, Plant and Equipment (including right-of-use assets) or intangible assets during the year.
 - e) According to the information and explanation given to us, no proceedings have been initiated during the year or are pending against the Company as at 31st March 2024 for holding any Benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.
- ii. (a) Since the company is involved in the business of providing software and its related services, physical verification of inventory does not arise. Hence this clause is not applicable.
(b) According to the information and explanations given to us and on the basis of our examination of records of the company, the company does not have working capital facility from any financial institution during the year; hence this clause is not applicable.
- iii. The Company has not made any investment in, provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured to companies, firms, Limited liability Partnerships (LLPs) or any other parties during the year. Accordingly, reporting under clause 3(iii) of the Order is not applicable to the company.

iv. In our opinion, and according to the information and explanations given to us, the Company has complied with the provisions of Sections 185 and 186 of the Companies Act, 2013 in respect of loans granted, investments made and guarantees and securities provided, as applicable.

v. In our opinion, and according to the information and explanations given to us, the Company has not accepted any deposit or amounts which are deemed to be deposits. Hence, reporting under clause 3(v) of the Order is not applicable.

vi. The maintenance of cost records has not been specified by the Central Government under section 148(1) of the Companies Act, 2013 for the business activities carried out by the Company. Hence, reporting under clause 3(vi) of the order is not applicable to the Company.

vii. In respect of statutory dues:

a) In our opinion, subject to the matters described in the basis of qualified opinion paragraph, the Company has generally been regular in depositing undisputed statutory dues including Goods and Services Tax, Provident Fund, Employees' State Insurance, Income Tax, Duty of Customs, Cess and other statutory dues applicable to it with the appropriate authorities. There were no undisputed amounts payable in respect of Provident Fund, Employees' State Insurance, Income Tax, Goods and Services Tax, Customs Duty, Cess and other statutory dues in arrears as at 31st March 2024 for a period of more than six months from the date they became payable.

b) As per the information provided by the company, the company does not have any statutory due pending to be deposited on account of any dispute.

viii. According to the information and explanation given and records provided to us, there were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.

ix. (a) According to the information and explanation given to us, the company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender during the year.

(b) According to the information and explanation given and records provided to us, the Company has not been declared as a willful defaulter by any bank or financial institution or other lender.

(c) In our opinion and according to information and explanations given to us, the company does not have any term loan facility from any financial institution during the year. Hence reporting under this clause is not applicable.

(d) According to the information and explanation given and records provided to us and the procedure performed by us, and on an overall examination of the standalone financial statements of the company, we report that the funds raised on short-term basis have, prima facie, not been used during the year for long-term purposes of the company.

(e) According to the information and explanation given and records provided to us, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, joint ventures or associate companies.

(f) According to the information and explanation given and records provided to us, the Company has not raised any loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies and hence reporting under clause 3(ix)(f) of the Order is not applicable.

x. (a) According to the information and explanation given and records provided to us, the company has not raised money by way of initial public offer or further public offer(including debt instruments) during the year. Hence reporting under this clause is not applicable.

(b) According to the information and explanation given and records provided to us, the company has not made any preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible) during the year. Hence reporting under this clause is not applicable.

xi. (a) In our opinion and according to the information and explanations given to us, no fraud by the Company and no fraud on the Company has been noticed or reported during the year.

(b) No report under sub-section (12) of Section 143 of the Companies Act, 2013 has been filed in Form ADT-4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and up to the date of this report.

(c) As represented to us by the management, there are no whistle blower complaints received by the Company during the year and up to the date of this report.

xii. The Company is not a Nidhi Company. Hence reporting under clause 3(xii) of the Order is not applicable to the Company.

xiii. In our opinion, the Company is in compliance with Section 177 and 188 of Companies Act, 2013, for all transactions with the related parties and the details of related party transactions have been disclosed in the standalone financial statements as required by the applicable accounting standards.

xiv. The company does not have an internal audit system commensurate with the size and nature of its business.

xv. In our opinion the Company has not entered into any non-cash transactions with its Directors or persons connected with its directors. Hence, provisions of Section 192 of the Companies Act, 2013 are not applicable to the Company.

xvi. (a) In our opinion, the Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under clause 3(xvi)(a), (b) and (c) of the Order is not applicable.

(b) Based on our audit procedures and according to the information and explanations given to us the company has not conducted any Non-Banking Financial or Housing Finance activities. Hence reporting under this clause is not applicable.

(c) The company is not a Core investment company and as per the information and explanation provided by the company there is no core investment company within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) and accordingly reporting under clause 3(xvi)(d) of the Order is not applicable.

xvii. The Company has not incurred cash losses during the financial year and in the immediately preceding financial year.

xviii. There has been no resignation of statutory auditor during the year hence this clause is not applicable.

xix. On the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the standalone financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date.

We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

xx. The company does not meet the criteria specified in section 135 of the Act. Hence comment on this clause is not applicable.

xxi. This clause is not applicable for Standalone Financial Statement.

**For K. GOPAL RAO & CO.,
Chartered Accountants.**

CA. MADAN GOPAL NARAYANAN

Partner

Membership No. 211784

UDIN:24211784BKFJPH8186

Place: CHENNAI

Date: MAY 30, 2024

California Software Company Limited
Standalone Balance sheet as on March 31, 2024

₹ in Lakhs

Particulars	Note no.	As at March 31, 2024	As at March 31, 2023
I. Assets			
1. Non-current assets			
a) Property, plant and equipment	1	281.44	353.06
b) Financial assets			
(i) Investments	2	311.38	311.38
c) Deferred tax asset		12.47	9.18
Total non-current assets		605.29	673.62
2. Current assets			
a) Financial assets			
(i) Trade receivables	3	1465.35	1713.63
(ii) Cash and cash equivalents	4	2.90	3.15
(iii) Bank balances other than (ii) above		1.03	1.03
(iv) Other Financial Assets		6.58	14.91
b) Current tax asset (net)		380.02	380.02
c) Other current assets	5	39.02	30.65
Total current assets		1894.91	2143.40
Total assets		2500.20	2817.02
II. Equity and Liabilities			
Equity			
a) Equity share capital	6	1545.71	1545.71
b) Other equity		(13.09)	(75.94)
Total equity		(13.09)	(75.94)
Liabilities		1532.62	1469.78
1. Non-current liabilities			
a) Deferred Tax Liabilities			
Total non-current liabilities	7	-	-
2. Current liabilities			
a) Financial liabilities			
(i) Borrowings			
(ii) Trade payables	8	831.40	636.56
(iii) Other financial liabilities	9	40.80	35.23
b) Other current liabilities		1.03	596.03
Liabilities directly associated with assets classified as held for sale	10	94.34	79.43
Total current liabilities		967.58	1347.25
Total equity and liabilities		967.58	1347.25
		2500.20	2817.02

The accompanying notes form an integral part of these standalone financial statements As per our report of even date attached

For K.Gopal Rao & Co
Directors Chartered Accountants,
Firm Registration No. 0009568

For and on behalf of the Board of

Madan Gopal Narayanan
Partner
Membership No. 211784

Dr. M. Vasudevan
Managing Director

M. Vijayakumar
Director

Date:
30/05/2024
Place:
Chennai

California Software Company Limited
Standalone Statement of Profit and Loss for the year ended March 31, 2024

₹ in Lakhs

	Particulars	Note no	For the year ended March 31, 2024	For the year ended March 31, 2023
I	Revenue from operations	11	428.03	276.41
II	Other income, net	12	0.00	-
III	Total income		428.03	276.41
IV	Expenses			
	Employee benefit expense	13	183.23	100.58
	Depreciation and amortisation expense	14	71.62	89.67
	Other expenses	15	88.26	56.27
	Total expenses		343.11	246.52
V	Profit before exceptional items and tax		84.93	29.89
VI	Exceptional items		-	-
VII	Profit before tax		84.93	29.89
VIII	Tax expense			
	(i) Current tax		25.85	12.96
	(ii) Deferred tax		(3.28)	(5.19)
IX	Profit for the period		62.36	22.12
X	Other Comprehensive Income			
	a) Items that will not be reclassified to Profit or Loss			
	b) Income tax relating to items that will not be reclassified to Profit or Loss			
	c) Items that will be reclassified to Profit or Loss			
	d) Income tax relating to items that will be reclassified to Profit or Loss			
XI	Total Comprehensive Income for the period		62.36	22.12
XII	Earnings per equity share			
	Equity shares of par value Rs. 10 each			
	Basic		0.40	0.14
	Diluted		0.40	0.14
	Numbers of shares			
	Basic		15,457,106	15,457,106
	Diluted		15,457,106	15,457,106

The accompanying notes form an integral part of these standalone financial statements

As per our report of even date attached

For K.Gopal Rao & Co
Chartered Accountants,
Firm Registration No. 0009568

For and on behalf of the Board of Directors

Madan Gopal Narayanan
Partner
Membership No. 211784

Dr. M. Vasudevan
Managing Director

M. Vijayakumar
Director

Date: 30/05/2024

Place: Chennai

California Software Company Limited
Standalone Cash flow statement for the year ended March 31, 2024 in Lakhs

Particulars	Year ended March 31,2024	Year ended March 31,2023
Cash flow from operating activities		
Profit before tax	84.93	29.89
Adjustments for:		
Depreciation and amortisation expense	71.62	89.67
Operating profit before working capital changes	156.54	119.56
Changes in working capital:		
Decrease/(Increase) in trade receivables	248.28	(267.26)
Increase/(Decrease) in trade payables	5.57	1.27
Increase/(Decrease) in Other current liabilities	14.91	26.22
Increase/(Decrease) in Other current financial liabilities	(595.00)	-
Decrease/(Increase) in Other current assets	(8.36)	(8.30)
Decrease/(Increase) in other current financial asset	8.33	(4.42)
Cash generated from operations	(326.27)	(252.49)
Taxes Paid	25.36	12.96
Net cash generated from operating activities	(195.09)	(145.89)
Cash flows from investing activities		
Payments for property, plant and equipment	-	(0.65)
Net cash outflow from investing activities	-	(0.65)
Cash flows from financing activities		
Proceeds from borrowings	194.84	146.85
Dividend on OCRPS	-	-
Net cash inflow from financing activities	194.84	146.85
Net increase (decrease) in cash and cash equivalents	(0.25)	0.31
Cash and cash equivalents at the beginning of the financial year	3.15	2.84
Cash and cash equivalents at end of the year	2.90	3.15

The accompanying notes form an integral part of these standalone financial statements as per our report of even date attached

For and on behalf of the Board of
Directors

For K. Gopal Rao &Co
Chartered Accountants,
Firm Registration No. 0009568

Madan Gopal
Narayanan Partner
Membership No. 211784

Dr. M. Vasudevan
Managing Director

M. Vijayakumar
Director

Date: 30/05/2024
Place: Chennai

Statement of Changes in Equity for the year ended March 31, 2023

Particulars	Other equity										Total equity attributable to equity holders of the Company
	Equity share capital	Reserves and surplus			Capital reserve		Other comprehensive income			Total	
		Securities premium	Retained earnings	General reserve	Optionally Convertible Redeemable Preference Shares	Capital reserve	Capital business transfer adjustment	Equity instruments through other comprehensive income	Effective portion of cash flow hedges		
Balance as at April 1, 2022	1545.71	9490.57	(10291.20)	658.64	41.87	2.06	-	-	-	(98.05)	1448.01
Changes in Profit for the year	-	-	22.12	-	-	-	-	-	-	22.12	22.12
Transfer to general reserve	-	-	-	-	-	-	-	-	-	-	-
Dividends	-	-	-	-	-	-	-	-	-	-	-
Balance as at March 31, 2023	1545.71	9490.57	(10269.08)	658.64	41.87	2.06	-	-	-	(75.94)	1470.13

Statement of Changes in Equity for the year ended March 31, 2024

Particulars	Other equity										Total equity attributable to equity holders of the Company
	Equity share capital	Reserves and surplus			Capital reserve		Other comprehensive income			Total	
		Securities premium	Retained earnings	General reserve	Optionally Convertible Redeemable Preference Shares	Capital reserve	Capital business transfer adjustment	Equity instruments through other comprehensive income	Effective portion of cash flow hedges		
Balance as at April 1, 2023	1545.71	9490.57	(10269.08)	658.64	41.87	2.06	-	-	-	(75.94)	1470.13
Changes in Profit for the year	-	-	62.85	-	-	-	-	-	-	62.85	62.85
Transfer to general reserve	-	-	-	-	-	-	-	-	-	-	-
Dividends	-	-	-	-	-	-	-	-	-	-	-
Balance as at March 31, 2024	1545.71	9490.57	(10206.23)	658.64	41.87	2.06	-	-	-	(13.09)	1532.98

Notes forming part of the financial statements for the year ended 31st March 2024

1. Corporate Information

The company was incorporated vide CIN. L72300TN1992PLC022135 dated 06th June 1992 issued by Registrar of Companies Chennai, Tamil Nadu. The Company's shares are listed on the Bombay stock exchange (BSE) and the National stock exchange (NSE) Limited. The Company has its registered office at Workflo, Greeta Towers, Industrial Estate, Perungudi OMR Phase 1, Chennai-600096. The company is into the business of 'dSPEEDUp eCom, dINSPIRA, dULTIMA, dCHAT are based on Digital Transformation of E Commerce Solutions by AI Integration for B2B (business-to-business) and B2C (business-to-customer) segments.

These standalone financial statements reviewed and recommended by the Audit Committee and has been approved by the Board of Directors at their meeting held on May 30, 2024.

2 Significant Accounting Policies

2.1 Basis of Preparation of Financial Statements

The financial statements of the Company have been prepared in accordance with the Indian Accounting Standards (Ind AS) as per the Companies (Indian Accounting Standards) Rules, 2015, read with Companies (Indian Accounting Standards) Amendment Rules, 2016, as amended and notified under Section 133 of the Companies Act, 2013 (the Act) and other relevant provisions of the Act.

The accounting policies adopted in the preparation of the financial statements are consistent with those followed in the previous year.

Current Vs Non-Current Clarification

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification. An asset is treated as current when it is:

- Expected to be realized or intended to sold or consumed in normal operating cycle Held primarily for the purpose of trading
- Expected to be realized within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelvemonths after the reporting period.

All other assets are classified as non-current.

- A liability is current when:
 - It is expected to be settled in normal operating cycle It is held primarily for the purpose of trading
 - It is due to be settled within twelve months after the reporting period, or
 - There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period. The Company classifies all other liabilities as non-current.
 - Deferred tax assets and liabilities are classified as non-current assets and liabilities.
 - The operating cycle is the time between the acquisition of assets for processing and their realization in cash and cash equivalents. The Company has identified twelve months as its operating cycle.

2.2 Use of Estimates

The preparation of the financial statements in conformity with Ind AS requires the Management to make estimates, judgments and assumptions. These estimates, judgments and assumptions affect the application of accounting policies and the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the period. The application of accounting policies that require critical accounting estimates involving complex and subjective judgments and the use of assumptions in these financial statements have been disclosed.

Accounting estimates could change from period to period. Actual results could differ from those estimates. Appropriate changes in estimates are made as the Management becomes aware of changes in circumstances surrounding the estimates. Changes in estimates are reflected in the financial statements in the period in which changes are made and, if material, their effects are disclosed in the notes to the financial statements.

2.3 Property, Plant and Equipment

Property, plant and equipment are stated at cost less accumulated depreciation and impairment losses, if any. Cost comprises the purchase price (including all duties and taxes after deducting trade discounts and rebates if any) and any attributable cost of bringing the asset to its working condition for its intended use. Such cost includes the cost of replacing part of the plant and equipment and borrowing costs for long-term construction projects if the recognition criteria are met. Likewise, when a major expenditure is incurred, its cost is recognized in the carrying amount of the plant and equipment, if it increases the future benefits from the existing asset. All other expenses on existing fixed assets, including day-to-day repair and maintenance expenditure, are charged to the statement of profit and loss for the period during which such expenses are incurred.

For depreciation, the Company identifies and determines cost of assets significant to the total cost of the assets having useful life that is materially different from that of the life of the principal asset.

An item of property, plant and equipment and any significant part initially recognized is derecognized upon disposal or when no future economic benefits are expected from its use or disposal. Gains or losses arising from de-recognition of Property, plant and equipment are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit and loss when the asset is derecognized.

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

For depreciation, the Company identifies and determines cost of assets significant to the total cost of the assets having useful life that is materially different from that of the life of the principal asset.

An item of property, plant and equipment and any significant part initially recognized is derecognized upon disposal or when no future economic benefits are expected from its use or disposal. Gains or losses arising from de-recognition of Property, plant and equipment are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit and loss when the asset is derecognized.

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

2.4 Depreciation

Based on a technical assessment and a review of past history of asset usage, management of the Company has not revised its useful lives to those referred to under Schedule II to the Companies Act, 2013 (as amended).

Depreciation is provided on the straight-line method (SLM) using useful life prescribed in Part C of Schedule II of the Companies Act, 2013. The useful life of the following class of assets specified in the Part “C” of Schedule II of the Companies Act, 2013 are as follows:

Sl.No	Category of assets	Useful life
1	Building	30 years
2	Plant & Machinery	13 years
3	Computers	3 years
4	Vehicles	10 years
5	Furniture & Fixtures	10 years

2.5 Intangible assets and amortization

Cost of acquisition of intangible assets & any other direct costs incurred in relation to such acquisition are recognized as Intangible assets. Following initial recognition, Intangible assets are carried at cost less accumulated amortization and accumulated impairment losses, if any. Intangible assets with finite lives are amortized over the available useful life of film rights acquired while purchase and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortization period and the amortization method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortization period or method, as appropriate, and are treated as changes in accounting estimates. The amortization expense on intangible assets with finite lives is recognized in the statement of profit and loss, unless such expenditure forms part of carrying value of asset.

2.6 Impairment of Assets

The carrying amounts of the Company’s property, plant and equipment and intangible assets are reviewed at each reporting date to determine whether there is any indication of impairment. If there are indicators of impairment, an assessment is made to determine whether the asset’s carrying value exceeds its recoverable amount. Where it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the cash generating unit to which the asset belongs.

Impairment is recognized in statement of profit and loss whenever the carrying amount of an asset or its cash generating unit exceeds its recoverable amount. The recoverable amount is the higher of net selling price, defined as the fair value less costs to sell, and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market rates and risks specific to the asset.

An impairment loss for an individual asset or cash generating unit are reversed if there has been a change in estimates used to determine the recoverable amount since the last impairment loss was recognized and is only reversed to the extent that the asset’s carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortization, if no impairment loss had been recognized. Impairment losses were recognized in the statement of profit and loss.

2.7 Inventory

Usually, the company is having inventory in serial content procured from the other parties. The value of inventory includes cost of content bought from the content provider & cost of dubbing charges for conversion of content into local regional language. Company has calculated the value of inventory based on the available period of usage of serial content as per the agreement entered by the service provider.

2.8 Cash and Cash Equivalents (for purposes of Cash Flow Statement)

Cash comprises cash on hand and demand deposits with banks. Cash equivalents are short term balances (with an original maturity of three months or less from the date of acquisition), highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value

2.9 Cash Flow Statement

Cash flows are reported using the indirect method, whereby loss before extraordinary items and tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing, and financing activities of the Company are segregated based on the available information.

2.10 Revenue Recognition

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the government. The Company has concluded that it is the principal in all of its revenue arrangements since it is the primary obligor in all the revenue arrangements as it has pricing latitude and is also exposed to credit risks.

2.11 Employee retirement benefits : Provident Fund

Retirement benefit in the form of provident fund is a defined contribution scheme. Eligible employees receive benefits from a provident fund, which is defined benefit plan. Both the eligible employee and the Company make monthly contributions to the provident fund plan equal to a specified percentage of the covered employee's salary. The contributions are made to the Regional Provident Fund which is charged to the Statement of Profit and Loss as incurred.

The Company has no obligation, other than the contribution payable to the provident fund. The Company recognizes the contribution payable to the provident fund scheme as expenditure when the employee renders the related service.

2.12 Taxation

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred income tax is provided in full, using the balance sheet method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the end of the reporting period and are expected to apply when the related deferred income tax asset is realized or the deferred income tax liability is settled. Deferred tax assets are recognized only if it is probable that future taxable amounts will be available to utilize those temporary differences and losses.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

2.13 Earnings Per Share

Basic earnings per share is computed by dividing the profit / (loss) after tax (including the post tax effect of extraordinary items, if any) by the weighted average number of equity shares outstanding during the year. Diluted earnings per share is computed by dividing the profit / (loss) after tax (including the post tax effect of extraordinary items, if any) as adjusted for dividend, interest and other charges to expense or income (net of any attributable taxes) relating to the dilutive potential equity shares, by the weighted average number of equity shares considered for deriving basic earnings per share and the weighted average number of equity shares which could have been issued on the conversion of all dilutive potential equity shares. Potential equity shares are deemed to be dilutive only if their conversion to equity shares would decrease the net profit per share from continuing ordinary operations. Potential dilutive equity shares are deemed to be converted as at the beginning of the period, unless they have been issued at a later date. The dilutive potential equity shares are adjusted for the proceeds receivable had the shares been actually issued at fair value (i.e. average market value of the outstanding shares). Dilutive potential equity shares are determined independently for each period presented. The number of equity shares and potentially dilutive equity shares are adjusted for share splits / reverse share splits and bonus shares, as appropriate.

2.14 Foreign Currency Transactions

The Company operates internationally and is exposed to foreign exchange risk arising from foreign currency transactions. Foreign exchange risk arises from future commercial transactions and recognized assets and liabilities denominated in a currency that is not the company's functional currency (INR). Foreign currency transactions are recorded at the exchange rates as on the date of the transaction and the exchange difference arising from foreign currency transactions is dealt with in both Profit and Loss account and also in Balance sheet as the case may be.

2.15 Borrowing Costs

Borrowing costs consist of interest and other costs that the Company incurs in connection with the borrowing of funds. All borrowing costs are expensed in the period they occur.

2.16 Events after the reporting period

Ind AS-10 has disclose impact about the entity shall incur any events either favorable or unfavorable that occur between the end of the reporting period and the date when the financial statements are approved by the Board of Directors in case of a company, and, by the corresponding approving authority in case of any other entity for issue. There are no material events occurred after the reporting period, which requires adjustment to Assets / Liabilities as on March 31, 2024.

California Software Company Limited		
Notes to Standalone Financial Statements for the year ended March 31, 2024		
₹ in Lakhs		
Note 1: Property, plant and equipment		
Particulars	Computers and Accessories	Total
Gross carrying value as at April 1, 2023	353.06	353.06
Additions	-	-
Deletions	-	-
Gross carrying value as at March 31, 2024	353.06	353.06
Particulars	Computers and Accessories	Total
Accumulated depreciation as on April 1, 2023	-	-
Depreciation	71.62	71.62
Accumulated depreciation as on deletions	-71.62	-71.62
Accumulated depreciation as on March 31, 2024		
Carrying value as at March 31, 2024	281.44	281.44

California Software Company Limited		
Notes to Standalone Financial Statements for the year ended March 31, 2024		
₹ in Lakhs		
Note: 2 Investments and assets held for sale		
Particulars	As at March 31, 2024	As at March 31, 2023
Non Current Investments Investment in Equity instruments of subsidiaries	311.38	311.38
Total carrying value	311.38	311.38
Note: 3 Trade receivable		
Particulars	As at March 31, 2024	As at March 31, 2023
Non-currentUnquoted Investment carried at cost Investment in equity instruments of subsidiariesAspire communication, Mysore, India 20,00,000 (20,00,000) equity shares, fully paid up	311.38	311.38
	311.38	311.38
Particulars	As at March 31, 2024	As at March 31, 2023
Current Trade receivables Unsecured, Considered good	1465.35	1713.63
Total trade receivables	1465.35	1713.63
(1) Includes dues from companies where directors are interested		
Note: 4 Cash and cash equivalents		
Particulars	As at March 31, 2024	As at March 31, 2023
Balances with Banks In current and deposit accountsCash on hand	2.42 0.48	2.57 0.58
	2.90	3.15
Bank balances other than above Balances with banks- Unpaid dividend accounts	1.03	1.03

*Of the above Rs.51163/- was due for Investor Protection and education fund 29/08/2014.
Company transferred the amount on 04/05/2015 and filed necessary forms.

Note: 5 Other current assets				
Particulars	As at March 31, 2024		As at March 31, 2023	
GST Input Tax Credit	39.02		30.65	
	39.02		30.65	
Note: 5 Other current financial assets				
Particulars	As at March 31, 2024		As at March 31, 2023	
Other Loans and advances	6.58		12.12	
Rental Advance	-		2.80	
	6.58		14.91	
Note: 6 Equity				
Particulars	As at March 31, 2024		As at March 31, 2023	
Authorised Capital				
2,10,00,000 Equity Shares of Rs.10/- each with equal voting rights	2100.00		2100.00	
40,00,000 Preference Shares of Rs.10/- each with equal voting rights	400.00		400.00	
	2500.00		2500.00	
Particulars	As at March 31, 2024		As at March 31, 2023	
Issued, Subscribed and paid up				
1,54,57,106 Equity Shares of Rs.10/- each with equal voting rights	1545.71		1545.71	
4,18,700 Optionally Convertible Redeemable Preference Shares(OCRPS) at Rs.10	41.87		41.87	
	1587.58		1587.58	
(The paid up share capital includes shares worth Rs. 7,24,920 which were issued by the company in October 1994 for consideration other than cash)				
Name of the Share Holder	As at March 31, 2024		As at March 31, 2023	
Shareholders holding more than 5% of total shares				
Vasudevan M	55,22,972	35.73%	55,22,972	35.73%
Chemoil	17,46,533	11.27%	17,46,533	11.27%
Closing Balance	72,69,505	47.00%	72,69,505	47.00%
Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting period:				
Particulars	As at March 31, 2024		As at March 31, 2023	
At the beginning of the period	158.76		158.76	
Add : Shares issued	--		-	
Less : Shares bought back				
At the end of the period	158.76		158.76	

Note: 8 Financial liabilities		
Particulars	As at March 31, 2024	As at March 31, 2023
Loan from Directors	831.40	636.56
Total	831.40	636.56
Note: 9 Trade payables		
Particulars	As at March 31, 2024	As at March 31, 2023
Trade payables	40.80	35.23
Total	40.80	35.23
Note: 9 Other financial liabilities		
Particulars	As at March 31, 2024	As at March 31, 2023
Liability towards capital goods	-	575.00
Unpaid dividends	1.03	1.03
Other Advances	-	20.00
Total	1.03	596.03
Note: 10 Other current liabilities		
Particulars	As at March 31, 2024	As at March 31, 2023
Statutory liabilities	54.57	70.51
Audit Expenses Payable	6.50	6.50
Gratuity Payable	1.35	1.35
Provision for Dividend on OCRPS	0.36	0.36
Other Current Liabilities	0.70	0.70
Employee Benefit Expenses	30.86	-
Total	94.34	79.43

California Software Company Limited
Notes to Consolidated Financial Statements for the year ended March 31, 2024
 ₹ in Lakhs

Note: 11 Revenue from operations		
Particulars	As at March 31, 2024	As at March 31, 2023
Sale of Services	428.03	276.41
Total	428.03	276.41
Break-up of Revenue from operations		
Particulars	428.03	276.41
<u>Sale of Services</u>		
-Domestic	23.03	6.41
-Export	405.00	270.00
	428.03	276.41

Note: 12 Other Income		
Particulars	As at March 31, 2024	As at March 31, 2023
UPI ID TESTING	0.00	-
Foreign exchange gain		-
Total	0.00	-

Note: 13 Employee benefits expense		
Particulars	As at March 31, 2024	As at March 31, 2023
Salary Expenses	178.68	100.33
Staff welfare expenses	4.56	0.26
Total	183.23	100.58

Note: 14 Depreciation and Amortisation		
Particulars	As at March 31, 2024	As at March 31, 2023
Depreciation & Amortisation	71.62	89.67
Total	71.62	89.67

Note: 15 Other Expenses		
Particulars	₹ in Lakhs	
	As at March 31, 2024	As at March 31, 2023
Maintenance expenses		
Rent - Office	23.37	17.00
Communication expenses	0.39	0.37
Listing fees	-	5.60
Travel Expenses	0.11	3.20
Bad debts written off	-	-
Audit Fee	4.50	5.10
Secretarial & Professional Fees	8.07	5.15
Foreign Exchange Loss	-	-
Share Maintenance Charges	-	1.40
ROC Fees	1.02	0.65
Server Rental expenses	-	-
Depository Charges	4.88	-
Other Expenses	7.84	5.65
Advertisement	0.34	8.15
Bank Charges	0.09	0.07
Rates and Taxes	1.14	0.04
Administration Expenses	-	0.07
Website and Domain Charges	0.73	3.83
Issuer Fees	0.90	-
Rental Charges	1.46	-
Payment Gateway Charges	0.08	-
Repair and Maintenance	0.06	-
E-Voting	0.10	-
Digital Media Expenses	28.06	-
Software Expense	0.07	-
Storage Expenses	0.06	-
Subscription Charges	0.02	-
Custodian Fees	0.57	-
CRM Recharge	0.03	-
Corporate Tax	0.02	-
Consumables	4.16	-
Postage & Courier	0.07	-
Miscellaneous Expenses	0.01	-
Naukri Expenses	0.02	-
Commission Expenses	0.10	-
		-
Total	88.26	56.27

16 Earnings per share (EPS)

Basic and Diluted earnings per share :

The earnings and weighted average number of ordinary shares used in the calculation of basic and diluted earnings per share are as follows:

Particulars	As at March 31st 2024	As at March 31st 2023
Net Profit attributable to Equity Shareholders - (Basic and Diluted)	6,236,406.87	2,211,871.05
Weighted Average Number of Equity Shares (Face Value Rs. 10 Each)- Basic and Diluted (Nos.)	15,457,106.00	15,457,106.00
Earnings per share - Basic and Diluted - Rs.	0.40	0.14

17 Disclosure in respect of Related Parties pursuant to Indian Accounting Standard 24

17.1 Names of Related Parties and Nature of Relationship

₹

Description of Relationship	As at March 31st 2024	As at March 31st 2023
Mr. Mahalingam Vasudevan	Managing Director	Managing Director
Mrs. Vasudevan Manimala	Whole Time Director	Whole Time Director
Mr. AVN. Srimathi	Independent Director	Independent Director
Mr. Duraiswamy Basuvaiah	Independent Director	Independent Director
Mr. Frederick Ivor Bendle	Chairman	Chairman
Mr. Vijayakumar	Whole Time Director	Whole Time Director
Mr. Ashok Suryachandra Rao	Independent Director	Independent Director
Mr. Krishnamoorthy Venkatesan	Company Secretary	Company Secretary
Mr. Chandan	Independent Director	Independent Director

Director Remuneration	As at March 31st 2024	As at March 31st 2023
Mrs. Vasudevan Manimala	600,000.00	600,000.00
Mr. Vijayakumar	900,000.00	900,000.00
Mr. Krishnamoorthy Venkatesan	600,000.00	600,000.00
Loan from Directors	As at March 31st 2024	As at March 31st 2023
Mr. Mahalingam Vasudevan	83,140,440.14	63,656,243.00

16 . Earnings and expenditure in foreign exchange			
Particulars		For the period ended 31st March 2024	For the period ended 31st March 2023
Expenditure in foreign exchange		-	-
Transponder Hire Charges		-	-
Earnings in foreign exchange		-	-
Export of TV Programme		-	-
19. Title deeds of Immovable Property not held in name of the Company			
Relevant line item in the Balance sheet	Description of item of property	Gross carrying value	Title deeds held in the name of
PPE	Land	Nil	Nil
	Building	Nil	Nil
Investment Property	Land	Nil	Nil
	Building	Nil	Nil

20. Wilful Defaulter

Company is not a wilful defaulter by any bank or financial Institution or other lender, following details shall be given:

- | | | |
|------------|--|------------|
| (a) | Date of declaration as wilful defaulter | Nil |
| (b) | Details of defaults (amount and nature of defaults) | Nil |

21 Relationship with Struck off Companies

Where the company has any transactions with companies struck off under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956, the Company shall disclose the following details:-

Name of struck off Company	Nature of transactions with struck-off Company	Balance outstanding	Relationship with the Struck off company, if any, to be disclosed
	Investments in securities		
	Receivables		Not Applicable
	Payables		
	Shares held by struck off company		
	Other outstanding balances (to be specified)		

22 Registration of charges or satisfaction with Registrar of Companies

Company has complied with the said regulation during the reporting period 31.03.2024

23. Key ratios

Particulars	For the year ended March 31st 2024	For the year ended March 31st 2023	Variance
	Rs.	Rs.	Rs.
(a) Current Ratio	1.57	1.31	19.62
- Current Assets	151,488,608.46	176,338,203.54	
- Current Liabilities	96,757,618.93	134,724,905.26	
(b) Debt-Equity Ratio	0.54	0.43	25.25
- Total Debt	83,140,440.14	63,656,243.00	
- Shareholders Equity	153,262,088.92	146,977,556.92	
(c) Debt Service Coverage Ratio	0.08	0.03	115.88
-Earnings available for debt service	6,236,406.87	2,211,871.05	
-Debt Service	83,140,440.14	63,656,243.00	
(d) Return on Equity Ratio	4.07	1.50	1.70
- Net Profits after taxes – Preference Dividend (if any)	6,236,406.87	2,211,871.05	
- Average Shareholder's Equity	153,262,088.92	146,977,556.92	

Particulars	For the year ended March 31st 2024	For the year ended March 31st 2023	Variance
	Rs.	Rs.	Rs.
(e) Inventory turnover ratio	Not applicable	Not applicable	Not applicable
- Cost of Goods Sold or Sales			
- Average Inventory			
(f) Trade Receivables turnover ratio	0.29	0.16	81.09
- Net Credit sales	42,803,176.07	27,641,126.77	
- Average Trade Debtors / Accounts receivable	146,535,243.16	171,363,317.24	
(g) Trade payables turnover ratio,	1.45	0.64	125.88
- Net Credit Purchases	5,926,684.81	2,265,584.35	
- Average Trade Payables	4,079,709.90	3,522,649.26	
(h) Net capital turnover ratio,	0.78	0.66	17.74
- Net Sales	42,803,176.07	27,641,126.77	
- Average Working Capital	54,730,989.53	41,613,298.28	
(i) Net profit ratio,	14.57	8.00	82.08
- Net profit	6,236,406.87	2,211,871.05	
- Net Sales	42,803,176.07	27,641,126.77	
(j) Return on Capital employed,	4.07	1.50	170.39
- Earnings Before Interest and tax	6,236,406.87	2,211,871.05	
- Capital employed	153,262,088.96	146,977,556.81	
(k) Return on investment.	Not Applicable	Not Applicable	Not Applicable
Explanation shall be provided for any change in the ratio by more than 25% as compared to the preceding year.	No such investments	No such investments	

- 24 All Amounts mentioned in financial statement represents for the year ended 31.03.2024
- 25 Previous year figures have been properly carryforward to this year as comparative figures.
- 26 All amounts in the financial statements have been rounded off to lakhs. #
27. Based on the information and explanation given by the company there were no dues to Micro, Small and Medium Scale industries.

Notes Forming Part of the Financial Statements

The accompanying notes form an integral part of the financial statements. As per our report of even date attached

For K.Gopal Rao & Co

Chartered Accountants

Firm Registration No. 0009568

For and on behalf of the Board of directors

Madan Gopal Narayanan

Partner

Membership No. 211784

Dr. M. Vasudevan

Managing Director

M. Vijayakumar

Director

Place: Chennai

Date: 30/05/2024

Companies Act Depreciation	Opening balance	Additions	Total	Date of Purchase	No. of days	Depreciation rate	Depreciation	Closing W.D.V
Computers & peripherals	0.51	-	0.51		0.00	63%	0.32	0.19
Server Purchase	1.21	-	1.21		0.00	39%	0.48	0.74
Asset 1	437.00	-	437.00		0.00	20%	87.40	349.60
laptop	2.61	-	2.61		0.00	40%	1.04	1.56
Computer & Printer	0.22	-	0.22		0.00	63%	0.14	0.08
Office Furniture	0.53	-	0.53		0.00	26%	0.14	0.39
SSD Software	-	0.65	0.65	16/11/2022	0.00	63%	0.15	0.50
	442.08	0.65	442.73				89.67	353.06

Income Tax Act Depreciation	Opening W.D.V	deletion > 180	Additions < 180 day	Total	Depreciation	Net Block
Server Purchase	1.35	-	-	1.35	0.34	1.01
Computer System	0.90	-	-	0.90	0.36	0.54
Plant & Machinery	452.09	-	-	452.09	67.81	384.28
laptop	2.37	-	-	2.37	0.95	1.42
Computer & Printer	0.21	-	-	0.21	0.08	0.13
Office Furniture	0.54	-	-	0.54	0.05	0.48
SSD Software	-	-	0.65	0.65	0.13	0.52
	457.46	-	0.65	458.10	69.73	388.38

W.D.V as per Companies Act	353.06
W.D.V. as per Income Tax Act	388.38
Timing Difference	(35.32)
Closing Deferred Tax Asset	(9.18)
Opening Deferred tax Asset	(4.00)
Current year deferred tax to PnL	5.19

Companies Act Depreciation	Opening balance	Additions	Total	Date of Purchase	No. of days	Depreciation rate	Depreciation	Closing W.D.V
Computers & peripherals	0.19	-	0.19		0.00	63%	0.12	0.07
Server Purchase	0.74	-	0.74		0.00	39%	0.29	0.45
Asset 1 laptop	349.60	-	349.60		0.00	20%	70.11	279.49
Computer & Printer	1.56	-	1.56		0.00	40%	0.63	0.94
Office Furniture	0.08	-	0.08		0.00	63%	0.05	0.03
SSD Software	0.39	-	0.39		0.00	26%	0.10	0.29
	0.50	-	0.50		0.00	63%	0.31	0.18
	353.06	-	353.06				71.62	281.44
Income Tax Act Depreciation	Opening W.D.V	Additions > 180 days	Additions < 180 days	Total	Depreciation	Net Block		
Server Purchase	1.01	-	-	1.01	0.25	0.76		
Computer System	0.54	-	-	0.54	0.22	0.33		
Plant & Machinery laptop	384.28	-	-	384.28	57.64	326.64		
Computer&Printer	1.42	-	-	1.42	0.57	0.85		
Office Furniture	0.13	-	-	0.13	0.05	0.08		
SSD Software	0.48	-	-	0.48	0.05	0.44		
	0.52	-	-	0.52	0.21	0.31		
	388.38	-	-	388.38	58.98	329.39		

W.D.V as per Companies Act

281.44

W.D.V. as per Income Tax Act

329.39

Timing Difference

(47.95)

Closing Deferred Tax Asset Opening

(12.47)

Deferred tax Asset Current year

(9.18)

deferred tax to PnL

3.28

“Keeping True Heart of Kindness,
Determination and Perseverance,
Striving for Success, Sharing and
Growing with the Customers”





CONSOLIDATED IND
**AS FINANCIAL
STATEMENTS**

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF CALIFORNIA SOFTWARE COMPANY LIMITED

We have audited the accompanying Consolidated Ind AS Financial Statements of CALIFORNIA SOFTWARE COMPANY LIMITED (hereinafter referred to as "the Holding Company") and its subsidiary (the Holding company and its subsidiary together referred to as "the Group") comprising the Consolidated Balance Sheet as at March 31, 2024 the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Statement of Changes in Equity and Consolidated Statement of Cash Flows for the year ended March 31, 2024 and notes to the financial statements, including a summary of the significant accounting policies and other explanatory information. (hereinafter referred to as "the Consolidated Ind AS Financial Statements").

In our opinion and to the best of our information and according to the explanations given to us, except for the effects of the matter described in the Basis for Qualified section of our report, the aforesaid Consolidated Ind AS Financial Statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015 as amended, ("Ind AS") and other accounting principles generally accepted in India, of the consolidated state of affairs of the Holding Company as at March 31, 2024 and its consolidated profit, consolidated total comprehensive income, consolidated changes in equity and its consolidated cash flows for the year ended on that date.

Basis for Qualified Opinion

1. Balances appearing in Current Tax Asset (net) amounting to Rs.380.02 Lakhs, under Current Assets in the Consolidated Financial Results are subject to reconciliation. The effect of the non-reconciliation is not quantifiable.
2. Balances appearing in Trade receivables amounting to Rs.1,465.35 Lakhs, under Current Financial Assets in the Consolidated Financial Results are subject to reconciliation and confirmation from the customers. Consequent impact of non collection of receivables shall impair GST exemption on Exports which needs to be provided. The effect of the non-confirmation / non-reconciliation is not quantifiable.

We conducted our audit of the Consolidated Ind AS Financial Statements in accordance with the Standards on Auditing specified under section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Ind AS Financial Statements section of our report.

We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the independence requirements that are relevant to our audit of the Consolidated IND AS financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our qualified opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Consolidated IND AS financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key Audit Matters

- Revenue recognition
- Accuracy of recognition, measurement, presentation and disclosure of revenue and related balances towards Ind AS 115- Revenue from contracts with customers.
- The application of this standard involves the assessment towards identification of performance obligation, determination of transaction price for each of the identified performance obligations, the judgements used in determining the satisfaction of those performance obligations over time or at a point in time.
- The company revenue from contracts mainly includes software development services, business process outsourcing services and IT Infrastructure services.

Auditor's Response

Our audit procedure involves the identification of internal controls and their operating effectiveness towards application of this standard. We have also carried out substantive testing of the transactions.

- a. We have assessed the appropriateness of the revenue recognition policies by comparing with the applicable Indian Accounting Standards.
- b. Selected the samples of continuing contracts as well as new contracts and identified the performance obligations and compared the same with the performance obligation identified by the company.
- c. Verified the basis of allocation of transaction price to the identified performance obligation if not specifically mentioned in the contract.
- d. Identified the basis to be considered to determine the satisfaction of performance obligation and compared the same with the judgements used by the company in determining the satisfaction of performance obligation over the time or at a point in time.
- e. Verified the appropriate evidence considered for determining the satisfaction of performance obligation towards transfer of promised goods or services.
- f. Verified the judgements used by the company in determining the stages of completion of the contracts where the satisfaction of entire performance obligation is partially completed.
- g. Verified the process towards identification of contracts where the right to consideration is unconditional and is due only after passage of time.

Information Other than the Consolidated Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the preparation of other information. The other information comprises the information included in the

Management Discussion and Analysis, Board's Report including Annexure to Board's Report, business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the Consolidated Financial Statements and our Auditor's Report thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Consolidated IND AS Financial Statements

The Holding Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these Consolidated IND AS financial statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with accounting principles generally accepted in India, including the Indian Accounting Standards (IND AS) prescribed under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Consolidated IND AS financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Consolidated IND AS financial statements, the respective management of the Holding Company and its subsidiary are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless respective management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the Holding Company and its subsidiary are responsible for overseeing the financial reporting process of each Company.

Auditors' Responsibilities for the Audit of the Consolidated IND AS Financial Statements

Our objectives are to obtain reasonable assurance about whether the Consolidated Ind AS Financial Statements as a whole are free from material misstatement, whether due to fraud or error and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Consolidated Ind AS Financial Statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism through- out the audit. We also:

- Identify and assess the risks of material misstatement of the Consolidated Ind AS Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risks and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations or the override of internal control.
- Obtain an understanding of internal controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on the internal financial controls with reference to the Consolidated Ind AS Financial Statements and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of the Management use of the going concern basis of accounting in preparation of Consolidated Ind AS Financial Statements and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the appropriateness of this assumption. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Consolidated Ind AS Financial Statements or if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Holding Company and its subsidiary to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Consolidated Ind AS Financial Statements, including the disclosures and whether the Consolidated Ind AS Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the Consolidated Ind AS Financial Statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Consolidated Ind AS Financial Statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matters

We did not audit the financial statement /information of Aspire Communications Private Limited(100% subsidiary) whose financial statements/information reflect Total Assets of Rs. 1.10 Lakhs as at March 31, 2024 and total revenue of Rs. Nil as at March 31, 2024 as considered in the Consolidated Financial Statements.

Our opinion is not modified with respect to the above matter.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of Section 143 (11) of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

2. As required by section 143(3) of the Act, based on our audit and on the consideration of reports of the other auditors on separate financial statements of such jointly controlled entities as was audited by other auditors as noted in the 'Other Matters' paragraph, we report to the extent applicable that:

a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid Consolidated Ind AS Financial Statements.

b. In our opinion, proper books of account as required by law relating to preparation of the aforesaid Consolidated Ind AS Financial Statements have been kept so far as it appears from our examination of those books and reports of other auditors.

c. The Consolidated Balance sheet, Consolidated Statement of Profit and Loss including Other Comprehensive Income, Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flow dealt with by this report are in agreement with the relevant books of account maintained for the purpose of preparation of the Consolidated Ind AS Financial Statements.

d. In our opinion, the aforesaid Consolidated Ind AS Financial Statements comply with the Indian Accounting Standards prescribed under Section 133 of the Act.

e. The Holding Company being a government company, the provision of section 164(2) is not applicable in accordance with the Notification No. GSR 463 (E) dated 5th June 2015 issued by MCA. Accordingly, no reporting in regard to Clause 3(g) of section 143 is required.

f. With respect to the adequacy of the internal financial controls with reference to the Consolidated Ind AS Financial Statements of the Holding Company and its subsidiary the operating effectiveness of such controls, refer to our separate report in "Annexure B".

3. . In accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:

a. The Consolidated Ind AS Financial Statements disclose the impact of pending litigations on the consolidated financial position of the Holding Company and its subsidiary – Refer Note 45 to the Consolidated Ind AS Financial Statements;

The Holding Company and its subsidiary has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts;

4. There is no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company.

5. (a) The Management has represented that, to the best of its knowledge and belief that, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the company shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(b) The Management has represented, that, to the best of its knowledge and belief that, no funds have been received by the Company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(c) Based on the audit procedures performed that has been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e) contain any material misstatement.

6. The dividend declared or paid during the year by the Holding Company or its subsidiary companies incorporated in India is in compliance with section 123 of the Act.

7. The company is using accounting software which has a feature of recording audit trail (edit log), however the audit trail feature was not enabled/operated throughout the year.

8. The managerial remuneration paid by the company is in accordance with the provisions of Section 197 of the Companies Act 2013.

**For K Gopal Rao & Co.,
Chartered Accountants**

Firm Registration No. 000956S

CA MADAN GOPAL NARAYANAN

Partner

Membership No. 211784

UDIN:24211784BKFJPI5129

Place: Chennai,

Date: 30/05/2024

ANNEXURE “A” TO THE INDEPENDENT AUDITOR’S REPORT

(Referred to in Para 1 under ‘Report on Other Legal & Regulatory Requirements’ in our Report of even date)

As required by paragraph 3(xxi) of the CARO 2020, we report that the auditors of the Aspire Communications Private Limited(100% Subsidiary) has not provided qualified or adverse remarks in their CARO Report on the Standalone Financial Statements

**For K Gopal Rao & Co.,
Chartered Accountants**

Firm Registration No. 000956S

CA MADAN GOPAL NARAYANAN

Partner

Membership No. 211784

UDIN:24211784BKFJPI5129

Place: Chennai,

Date: 30/05/2024

ANNEXURE “B” TO THE INDEPENDENT AUDITOR’S REPORT

(Referred to in Para 1 of the section ‘Report on Other Legal & Regulatory Requirements’ in our Independent Auditor’s Report to the members of the company on the Consolidated Ind AS Financial Statements for the year ended March 31, 2024)

Report On The Internal Financial Controls Under Clause (l) Of Sub-Section 3 Of Section 143 Of The Companies Act, 2013 (“The Act”)

In conjunction with our audit of the Consolidated Ind AS Financial Statements of the Company as of and for the year ended March 31, 2024, we have audited the internal financial controls with reference to Consolidated Ind AS Financial Statements of California Software Company Limited (“the Company”) and its subsidiary company incorporated in India as of March 31, 2024.

Management’s Responsibility for Internal Financial Controls

The respective Board of Directors of the Company and its subsidiary company incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal controls over financial reporting criteria established by the Company considering the essential components of internal control stated in Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditors’ Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to Consolidated Ind AS Financial Statement based on our audit. We conducted our audit in accordance with the ‘Guidance Note’ and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to the Consolidated Ind AS Financial Statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with respect to the Consolidated Ind AS Financial Statements was established and maintained and if such controls operated effectively in all material respects.

(Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system with reference to the Consolidated Ind AS Financial Statement and their operating effectiveness.

Our audit of internal financial controls with reference to the Consolidated Ind AS Financial Statements included obtaining an understanding of internal financial controls with reference to Consolidated Ind AS Financial Statement, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Consolidated Ind AS Financial Statement, whether due to fraud or error.

We believe that the audit evidence we have obtained and the audit evidence obtained by the auditor of the subsidiary, incorporated in India, in terms of their reports referred to in the "Other Matters" paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system with respect to Consolidated Ind AS Financial Statements.

Meaning of Internal Financial Controls with reference to the Consolidated Ind AS Financial Statements

A company's internal financial controls with reference to the Consolidated Ind AS Financial Statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of Consolidated Ind AS Financial Statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to the Consolidated Ind AS Financial Statements include those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of Consolidated Ind AS Financial Statements in accordance with generally accepted accounting principles and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the company's assets that could have a material effect on the Consolidated Ind AS Financial Statements.

Inherent Limitations of Internal Financial Controls With reference to the Consolidated Ind AS Financial Statements

Because of the inherent limitations of internal financial controls with reference to the Consolidated Ind AS Financial Statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to the Consolidated Ind AS Financial Statements to future periods are subject to the risk that the internal financial controls with reference to the Consolidated Ind AS Financial Statements may become inadequate because of changes in conditions or that the degree of compliance with the policies or procedures may deteriorate.

Qualified Opinion

According to the information and explanations given to us and based on our audit, the following material weaknesses have been identified as at March 31, 2024:

- a) The board of the company has not established an independent monitoring mechanism in respect of Quality control aspects in accounting, compliance, Internal audit and in publication of Annual reports.
- b) The company did not have any control to make timely statutory compliances such as TDS, GST etc.,
- c) The company did not have a regular internal finance team to overview the accounting and other statutory compliances.
- d) The company did not have an internal control to have an effective monitoring of creditor payment system and debtor collection system.

In our Opinion, except for the possible effects of the material weaknesses described above on the achievement of the objectives of the control criteria, the Company and its subsidiary company incorporated in India, have, in all material respects, an adequate internal financial controls with reference to the Consolidated Ind AS Financial Statements in place and such internal financial controls with reference to the Consolidated Ind AS Financial Statements were operating effectively as at March 31, 2024, based on the internal controls over financial reporting criteria established by the Company considering the components of internal control stated in the Guidance Note' on Audit of Internal Financial Controls over Financial Reporting issued by the ICAI.

Other Matters

Our aforesaid report under Section 143(3)(i) of the Act, on the adequacy and operating effectiveness of the internal financial controls with respect to financial statement, in so far as it relates to subsidiary Aspire Communications Private Limited company incorporated in India, is based solely on the report of the other auditor. Our opinion is not modified in respect of this matter.

**For K Gopal Rao & Co.,
Chartered Accountants**

Firm Registration No. 000956S

CA MADAN GOPAL NARAYANAN

Partner

Membership No. 211784

UDIN:24211784BKFJPI5129

Place: Chennai,

Date: 30/05/2024

California Software Company Limited

Consolidated Balance sheet as on March 31, 2024

Particulars	Note no.	As at March 31, 2024	As at March 31, 2023
I. Assets			
1. Non-current assets			
a) Property, plant and equipment	1	281.44	353.06
c) Deferred tax asset		12.47	9.18
Total non-current assets		293.91	362.24
2. Current assets			
a) Financial assets			
(i) Trade receivables	3	1465.35	1713.63
(ii) Cash and cash equivalents	4	4.01	4.25
(iii) Bank balances other than (ii) above		1.03	1.03
(iv) Other Financial Assets		6.58	14.91
b) Current tax asset (net)		380.02	380.02
c) Other current assets	5	39.02	30.65
Total current assets		1896.01	2144.51
Total assets		2189.92	2506.75
II. Equity and Liabilities			
Equity			
a) Equity share capital	6	1545.71	1545.71
b) Other equity		(324.89)	(387.74)
Total equity		1220.82	1157.97
Liabilities			
1. Non-current liabilities			
a) Deferred Tax Liabilities	7	-	-
Total non-current liabilities		-	-
2. Current liabilities			
a) Financial liabilities			
(i) Borrowings	8	831.40	636.56
(ii) Trade payables	9	40.80	35.23
(iii) Other financial liabilities		1.03	596.03
b) Other current liabilities	10	95.87	80.96
Liabilities directly associated with assets classified as held for sale			
Total current liabilities		969.11	1348.78
Total liabilities		969.11	1348.78
Total equity and liabilities		2189.92	2506.75

The accompanying notes form an integral part of these standalone financial statements
As per our report of even date attached

For K.Gopal Rao & Co
Chartered Accountants,
Firm Registration No. 0009568

For and on behalf of the Board of Directors

Madan Gopal Narayanan
Partner
Membership No. 211784

Dr. M. Vasudevan
Managing Director

M. Vijayakumar
Director

Date: 30/05/2024 Place:
Chennai

California Software Company Limited

Consolidated Statement of Profit and Loss for the year ended March 31, 2024

	Particulars	Note no	For the year ended March 31, 2024	For the year ended March 31, 2023
I	Revenue from operations	11	428.03	276.41
II	Other income, net	12	-	-
III	Total income		428.03	276.41
IV	Expenses			
	Employee benefit expense	13	183.23	100.58
	Depreciation and amortisation expense	14	71.62	89.67
	Other expenses	15	88.26	56.27
	Total expenses		343.11	246.52
V	Profit before exceptional items and tax		84.93	29.89
VI	Exceptional items		-	-
VII	Profit before tax		84.93	29.89
VIII	Tax expense			
	(i) Current tax		25.85	12.96
	(ii) Deferred tax		(3.28)	(5.19)
IX	Profit for the period		62.36	22.12
X	Other Comprehensive Income			
	a) Items that will not be reclassified to Profit or Loss			
	b) Income tax relating to items that will not be reclassified to Profit or Loss			
	c) Items that will be reclassified to Profit or Loss			
	d) Income tax relating to items that will be reclassified to Profit or Loss			
XI	Total Comprehensive Income for the period		62.36	22.12
XII	Earnings per equity share			
	Equity shares of par value Rs. 10 each			
	Basic		0.40	0.14
	Diluted		0.40	0.14
	Numbers of shares			
	Basic		15,457,106	15,457,106
	Diluted		15,457,106	15,457,106
<p>The accompanying notes form an integral part of these standalone financial statementsAs per our report of even date attached</p>				
<p>For K.Gopal Rao & Co of DirectorsChartered Accountants, Firm Registration No. 0009568</p>		<p>For and on behalf of the Board</p>		
<p>Madan Gopal Narayanan Partner Membership No. 211784</p>		<p>Dr. M. Vasudevan Managing Director</p>	<p>M. Vijayakumar Director</p>	
<p>Date:30/05/2024 Place: Chennai</p>				

California Software Company Limited

Consolidated Cash flow statement for the year ended March31, 2024

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
Cash flow from operating activities		
Profit before tax	84.93	29.89
Adjustments for:		
Depreciation and amortisation expense	71.62	89.67
Operating profit before working capital changes	156.54	119.56
Changes in working capital:		
Decrease/(Increase) in trade receivables	248.28	(267.26)
Increase/(Decrease) in trade payables	5.57	1.27
Increase/(Decrease) in Other current liabilities	14.28	26.21
Increase/(Decrease) in Other current financial liabilities	(595.00)	-
Decrease/(Increase) in Other current assets	(8.36)	(8.30)
Decrease/(Increase) in other current financial asset	8.33	(4.42)
Cash generated from operations	(326.91)	(252.50)
Taxes Paid	25.36	12.96
Net cash generated from operating activities	(195.73)	(145.90)
Cash flows from investing activities		
Payments for property, plant and equipment	-	-
Net cash outflow from investing activities	-	-
Cash flows from financing activities		
Proceeds from borrowings	194.84	146.85
Dividend on OCRPS	-	-
Net cash inflow from financing activities	194.84	146.85
Net increase (decrease) in cash and cash equivalents	(0.89)	0.95
Cash and cash equivalents at the beginning of the financial year	4.89	3.95
Cash and cash equivalents at end of the year	4.01	4.89

The accompanying notes form an integral part of these standalone financial statementsAs per our report of even date attached

**For K. Gopal Rao &
Co Chartered
Accountants**

Firm Registration No. 0009568

Madan Gopal
Narayanan Partner
Membership No. 211784

Place : Chennai ; Date : 30/05/2024

**For and on behalf of the Board of
Directors**

Dr. M. VasudevanM. Vijayakumar
Managing Director Director

California Software Company Limited Statement of Changes in Equity for the year ended March 31, 2023

Particulars	Equity share capital	Reserves and surplus						Other equity				Total equity attributable to equity holders of the Company
		Securities premium	Retained earnings	General reserve	Optionally Redeemable Preference Shares	Capital reserve		Equity instruments through other comprehensive income	Effective portion of cash flow hedges	Other items of other comprehensive income / (loss)	Total	
						Capital reserve	Capital business transfer adjustment					
Balance as at April 1, 2022	1545.71	9490.57	(10291.20)	658.64	41.87	2.06	-	-	-	-	(98.05)	1448.01
Changes in Profit for the year	-	-	22.12	-	-	-	-	-	-	-	22.12	-
Transfer to general reserve	-	-	-	-	-	-	-	-	-	-	-	-
Dividends	-	-	-	-	-	-	-	-	-	-	-	-
Balance as at March 31, 2023	1545.71	9490.57	(10269.08)	658.64	41.87	2.06	-	-	-	-	(75.94)	1470.13

California Software Company Limited Statement of Changes in Equity for the year ended March 31, 2024

Particulars	Equity share capital	Reserves and surplus						Other equity				Total equity attributable to equity holders of the Company
		Securities premium	Retained earnings	General reserve	Optionally Redeemable Preference Shares	Capital reserve		Equity instruments through other comprehensive income	Effective portion of cash flow hedges	Other items of other comprehensive income / (loss)	Total	
						Capital reserve	Capital business transfer adjustment					
Balance as at April 1, 2023	1545.71	9490.57	(10269.08)	658.64	41.87	2.06	-	-	-	-	(75.94)	1470.13
Changes in Profit for the year	-	-	62.85	-	-	-	-	-	-	-	62.85	-
Transfer to general reserve	-	-	-	-	-	-	-	-	-	-	-	-
Dividends	-	-	-	-	-	-	-	-	-	-	-	-
Balance as at March 31, 2024	1545.71	9490.57	(10206.23)	658.64	41.87	2.06	-	-	-	-	(13.09)	1532.98

Notes forming part of the financial statements for the year ended 31st March 2024

1. Corporate Information

The company was incorporated vide CIN. L72300TN1992PLC022135 dated 06th June 1992 issued by Registrar of Companies Chennai, Tamil Nadu. The Company's shares are listed on the Bombay stock exchange (BSE) and the National stock exchange (NSE) Limited. The Company has its registered office at Workflo, Greeta Towers, Industrial Estate, Perungudi OMR Phase 1, Chennai-600096. The company is into the business of 'dSPEEDUp eCom, dINSPIRA, dULTIMA, dCHAT are based on Digital Transformation of E Commerce Solutions by AI Integration for B2B (business-to-business) and B2C (business-to-customer) segments.

These standalone financial statements reviewed and recommended by the Audit Committee and has been approved by the Board of Directors at their meeting held on May 30, 2024.

2 Significant Accounting Policies

2.1 Basis of Preparation of Financial Statements

The financial statements of the Company have been prepared in accordance with the Indian Accounting Standards (Ind AS) as per the Companies (Indian Accounting Standards) Rules, 2015, read with Companies (Indian Accounting Standards) Amendment Rules, 2016, as amended and notified under Section 133 of the Companies Act, 2013 (the Act) and other relevant provisions of the Act.

The accounting policies adopted in the preparation of the financial statements are consistent with those followed in the previous year.

Current Vs Non-Current Clarification

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification. An asset is treated as current when it is:

- Expected to be realized or intended to sold or consumed in normal operating cycle Held primarily for the purpose of trading
- Expected to be realized within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelvemonths after the reporting period.

All other assets are classified as non-current.

- A liability is current when:
 - It is expected to be settled in normal operating cycle It is held primarily for the purpose of trading
 - It is due to be settled within twelve months after the reporting period, or
 - There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period. The Company classifies all other liabilities as non-current.
 - Deferred tax assets and liabilities are classified as non-current assets and liabilities.
 - The operating cycle is the time between the acquisition of assets for processing and their realization in cash and cash equivalents. The Company has identified twelve months as its operating cycle.

2.2 Use of Estimates

The preparation of the financial statements in conformity with Ind AS requires the Management to make estimates, judgments and assumptions. These estimates, judgments and assumptions affect the application of accounting policies and the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the period. The application of accounting policies that require critical accounting estimates involving complex and subjective judgments and the use of assumptions in these financial statements have been disclosed.

Accounting estimates could change from period to period. Actual results could differ from those estimates. Appropriate changes in estimates are made as the Management becomes aware of changes in circumstances surrounding the estimates. Changes in estimates are reflected in the financial statements in the period in which changes are made and, if material, their effects are disclosed in the notes to the financial statements.

2.3 Property, Plant and Equipment

Property, plant and equipment are stated at cost less accumulated depreciation and impairment losses, if any. Cost comprises the purchase price (including all duties and taxes after deducting trade discounts and rebates if any) and any attributable cost of bringing the asset to its working condition for its intended use. Such cost includes the cost of replacing part of the plant and equipment and borrowing costs for long-term construction projects if the recognition criteria are met. Likewise, when a major expenditure is incurred, its cost is recognized in the carrying amount of the plant and equipment, if it increases the future benefits from the existing asset. All other expenses on existing fixed assets, including day-to-day repair and maintenance expenditure, are charged to the statement of profit and loss for the period during which such expenses are incurred.

For depreciation, the Company identifies and determines cost of assets significant to the total cost of the assets having useful life that is materially different from that of the life of the principal asset.

An item of property, plant and equipment and any significant part initially recognized is derecognized upon disposal or when no future economic benefits are expected from its use or disposal. Gains or losses arising from de-recognition of Property, plant and equipment are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit and loss when the asset is derecognized.

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

For depreciation, the Company identifies and determines cost of assets significant to the total cost of the assets having useful life that is materially different from that of the life of the principal asset.

An item of property, plant and equipment and any significant part initially recognized is derecognized upon disposal or when no future economic benefits are expected from its use or disposal. Gains or losses arising from de-recognition of Property, plant and equipment are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit and loss when the asset is derecognized.

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

2.4 Depreciation

Based on a technical assessment and a review of past history of asset usage, management of the Company has not revised its useful lives to those referred to under Schedule II to the Companies Act, 2013 (as amended).

Depreciation is provided on the straight-line method (SLM) using useful life prescribed in Part C of Schedule II of the Companies Act, 2013. The useful life of the following class of assets specified in the Part “C” of Schedule II of the Companies Act, 2013 are as follows:

Sl.No	Category of assets	Useful life
1	Building	30 years
2	Plant & Machinery	13 years
3	Computers	3 years
4	Vehicles	10 years
5	Furniture & Fixtures	10 years

2.5 Intangible assets and amortization

Cost of acquisition of intangible assets & any other direct costs incurred in relation to such acquisition are recognized as Intangible assets. Following initial recognition, Intangible assets are carried at cost less accumulated amortization and accumulated impairment losses, if any. Intangible assets with finite lives are amortized over the available useful life of film rights acquired while purchase and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortization period and the amortization method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortization period or method, as appropriate, and are treated as changes in accounting estimates. The amortization expense on intangible assets with finite lives is recognized in the statement of profit and loss, unless such expenditure forms part of carrying value of asset.

2.6 Impairment of Assets

The carrying amounts of the Company’s property, plant and equipment and intangible assets are reviewed at each reporting date to determine whether there is any indication of impairment. If there are indicators of impairment, an assessment is made to determine whether the asset’s carrying value exceeds its recoverable amount. Where it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the cash generating unit to which the asset belongs.

Impairment is recognized in statement of profit and loss whenever the carrying amount of an asset or its cash generating unit exceeds its recoverable amount. The recoverable amount is the higher of net selling price, defined as the fair value less costs to sell, and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market rates and risks specific to the asset.

An impairment loss for an individual asset or cash generating unit are reversed if there has been a change in estimates used to determine the recoverable amount since the last impairment loss was recognized and is only reversed to the extent that the asset’s carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortization, if no impairment loss had been recognized. Impairment losses were recognized in the statement of profit and loss.

2.7 Inventory

Usually, the company is having inventory in serial content procured from the other parties. The value of inventory includes cost of content bought from the content provider & cost of dubbing charges for conversion of content into local regional language. Company has calculated the value of inventory based on the available period of usage of serial content as per the agreement entered by the service provider.

2.8 Cash and Cash Equivalents (for purposes of Cash Flow Statement)

Cash comprises cash on hand and demand deposits with banks. Cash equivalents are short term balances (with an original maturity of three months or less from the date of acquisition), highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value

2.9 Cash Flow Statement

Cash flows are reported using the indirect method, whereby loss before extraordinary items and tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing, and financing activities of the Company are segregated based on the available information.

2.10 Revenue Recognition

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the government. The Company has concluded that it is the principal in all of its revenue arrangements since it is the primary obligor in all the revenue arrangements as it has pricing latitude and is also exposed to credit risks.

2.11 Employee retirement benefits : Provident Fund

Retirement benefit in the form of provident fund is a defined contribution scheme. Eligible employees receive benefits from a provident fund, which is defined benefit plan. Both the eligible employee and the Company make monthly contributions to the provident fund plan equal to a specified percentage of the covered employee's salary. The contributions are made to the Regional Provident Fund which is charged to the Statement of Profit and Loss as incurred.

The Company has no obligation, other than the contribution payable to the provident fund. The Company recognizes the contribution payable to the provident fund scheme as expenditure when the employee renders the related service.

2.12 Taxation

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred income tax is provided in full, using the balance sheet method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the end of the reporting period and are expected to apply when the related deferred income tax asset is realized or the deferred income tax liability is settled. Deferred tax assets are recognized only if it is probable that future taxable amounts will be available to utilize those temporary differences and losses.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

2.13 Earnings Per Share

Basic earnings per share is computed by dividing the profit / (loss) after tax (including the post tax effect of extraordinary items, if any) by the weighted average number of equity shares outstanding during the year. Diluted earnings per share is computed by dividing the profit / (loss) after tax (including the post tax effect of extraordinary items, if any) as adjusted for dividend, interest and other charges to expense or income (net of any attributable taxes) relating to the dilutive potential equity shares, by the weighted average number of equity shares considered for deriving basic earnings per share and the weighted average number of equity shares which could have been issued on the conversion of all dilutive potential equity shares. Potential equity shares are deemed to be dilutive only if their conversion to equity shares would decrease the net profit per share from continuing ordinary operations. Potential dilutive equity shares are deemed to be converted as at the beginning of the period, unless they have been issued at a later date. The dilutive potential equity shares are adjusted for the proceeds receivable had the shares been actually issued at fair value (i.e. average market value of the outstanding shares). Dilutive potential equity shares are determined independently for each period presented. The number of equity shares and potentially dilutive equity shares are adjusted for share splits / reverse share splits and bonus shares, as appropriate.

2.14 Foreign Currency Transactions

The Company operates internationally and is exposed to foreign exchange risk arising from foreign currency transactions. Foreign exchange risk arises from future commercial transactions and recognized assets and liabilities denominated in a currency that is not the company's functional currency (INR). Foreign currency transactions are recorded at the exchange rates as on the date of the transaction and the exchange difference arising from foreign currency transactions is dealt with in both Profit and Loss account and also in Balance sheet as the case may be.

2.15 Borrowing Costs

Borrowing costs consist of interest and other costs that the Company incurs in connection with the borrowing of funds. All borrowing costs are expensed in the period they occur.

2.16 Events after the reporting period

Ind AS-10 has disclose impact about the entity shall incur any events either favorable or unfavorable that occur between the end of the reporting period and the date when the financial statements are approved by the Board of Directors in case of a company, and, by the corresponding approving authority in case of any other entity for issue. There are no material events occurred after the reporting period, which requires adjustment to Assets / Liabilities as on March 31, 2024.

California Software Company Limited		
Notes to Standalone Financial Statements for the year ended March 31, 2024		
₹ in Lakhs		
Note 1: Property, plant and equipment		
Particulars	Computers and Accessories	Total
Gross carrying value as at April 1, 2023	353.06	353.06
Additions	-	-
Deletions	-	-
Gross carrying value as at March 31, 2024	353.06	353.06
Particulars	Computers and Accessories	Total
Accumulated depreciation as on April 1, 2023	-	-
Depreciation	71.62	71.62
Accumulated depreciation as on deletions	-71.62	-71.62
Accumulated depreciation as on March 31, 2024		
Carrying value as at March 31, 2024	281.44	281.44

Note: 2 Investments and assets held for sale		
Particulars	As at March 31, 2024	As at March 31, 2023
Non-Current Investments	-	-
Total carrying value	-	-
Particulars	As at March 31, 2024	As at March 31, 2023
Non-current Unquoted Investment carried at cost	-	-
	-	-
Note: 3 Trade receivable		
Particulars	As at March 31, 2024	As at March 31, 2023
Current Trade receivables Unsecured, Considered good	1465.35	1713.63
Total trade receivables	1465.35	1713.63
(1) Includes dues from companies where directors are interested		
Note: 4 Cash and cash equivalents		
Particulars	As at March 31, 2024	As at March 31, 2023
Balances with Banks In current and deposit accounts	3.52	3.67
Cash on hand	0.48	0.58
	4.01	4.25
Bank balances other than above		
Balances with banks- Unpaid dividend accounts	1.03	1.03

Note: 5 Other current assets		
Particulars	As at March 31, 2024	As at March 31, 2023
GST Input Tax Credit	39.02	30.65
	39.02	30.65
Note: 5 Other current financial assets		
Particulars	As at March 31, 2024	As at March 31, 2023
Other Loans and advances	6.58	12.12
Rental Advance	-	2.80
	6.58	14.91
Note: 6 Equity		
Particulars	As at March 31, 2024	As at March 31, 2023
Authorised Capital		
2,10,00,000 Equity Shares of Rs.10/- each with equal voting rights	2100.00	2100.00
40,00,000 Preference Shares of Rs.10/- each with equal voting rights	400.00	400.00
	2500.00	2500.00
Particulars	As at March 31, 2024	As at March 31, 2023
Issued, Subscribed and paid up		
1,54,57,106 Equity Shares of Rs.10/- each with equal voting rights	1545.71	1545.71
4,18,700 Optionally Convertible Redeemable Preference Shares(OCRPS) at Rs.10	41.87	41.87
	1587.58	1587.58
(The paid up share capital includes shares worth Rs. 7,24,920 which were issued by the company in October 1994 for consideration other than cash)		
Name of the Share Holder	As at March 31, 2024	As at March 31, 2023
Shareholders holding more than 5% of total shares		
Vasudevan M	55,22,972 35.73%	55,22,972 35.73%
Chemoil	17,46,533 11.27%	17,46,533 11.27%
Closing Balance	72,69,505 47.00%	72,69,505 47.00%
Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting period:		
Particulars	As at March 31, 2024	As at March 31, 2023
At the beginning of the period	158.76	158.76
Add : Shares issued	--	-
Less : Shares bought back		
At the end of the period	158.76	158.76

Note: 8 Financial liabilities		
Particulars	As at March 31, 2024	As at March 31, 2023
Loan from Directors	831.40	636.56
Total	831.40	636.56
Note: 9 Trade payables		
Particulars	As at March 31, 2024	As at March 31, 2023
Trade payables	40.80	35.23
Total	40.80	35.23
Note: 9 Other financial liabilities		
Particulars	As at March 31, 2024	As at March 31, 2023
Liability towards capital goods	-1.03	575.00
Unpaid dividends	-	1.03
Other Advances		20.00
Total	1.03	596.03
Note: 10 Other current liabilities		
Particulars	As at March 31, 2024	As at March 31, 2023
Statutory liabilities	54.57	71.00
Audit Expenses Payable	6.50	7.55
Gratuity Payable	1.35	1.35
Provision for Dividend on OCRPS	0.36	0.36
Other Current Liabilities	2.23	0.70
Employee Benefit Expenses	30.86	-
Total	95.87	80.96

California Software Company Limited
Notes to Consolidated Financial Statements for the year ended March 31, 2024
₹ in Lakhs

Note: 11 Revenue from operations

Particulars	As at March 31, 2024	As at March 31, 2023
Sale of Services	428.03	276.41
Total	428.03	276.41
Break-up of Revenue from operations		
Particulars	428.03	276.41
Sale of Services		
-Domestic	23.03	6.41
-Export	405.00	270.00
	428.03	276.41

Note: 12 Other Income

Particulars	As at March 31, 2024	As at March 31, 2023
UPI ID TESTING	0.00	-
Foreign exchange gain		-
Total	0.00	-

Note: 13 Employee benefits expense

Particulars	As at March 31, 2024	As at March 31, 2023
Salary Expenses	178.68	100.33
Staff welfare expenses	4.56	0.26
Total	183.23	100.58

Note: 14 Depreciation and Amortisation

Particulars	As at March 31, 2024	As at March 31, 2023
Depreciation & Amortisation	71.62	89.67
Total	71.62	89.67

Note: 15 Other Expenses		
Particulars	₹ in Lakhs	
	As at March 31, 2024	As at March 31, 2023
Maintenance expenses		
Rent - Office	23.37	17.00
Communication expenses	0.39	0.37
Listing fees	-	5.60
Travel Expenses	0.11	3.20
Bad debts written off	-	-
Audit Fee	4.50	5.10
Secretarial & Professional Fees	8.07	5.15
Foreign Exchange Loss	-	-
Share Maintenance Charges	-	1.40
ROC Fees	1.02	0.65
Server Rental expenses	-	-
Depository Charges	4.88	-
Other Expenses	7.84	5.65
Advertisement	0.34	8.15
Bank Charges	0.09	0.07
Rates and Taxes	1.14	0.04
Administration Expenses	-	0.07
Website and Domain Charges	0.73	3.83
Issuer Fees	0.90	-
Rental Charges	1.46	-
Payment Gateway Charges	0.08	-
Repair and Maintenance	0.06	-
E-Voting	0.10	-
Digital Media Expenses	28.06	-
Software Expense	0.07	-
Storage Expenses	0.06	-
Subscription Charges	0.02	-
Custodian Fees	0.57	-
CRM Recharge	0.03	-
Corporate Tax	0.02	-
Consumables	4.16	-
Postage & Courier	0.07	-
Miscellaneous Expenses	0.01	-
Naukri Expenses	0.02	-
Commission Expenses	0.10	-
		-
Total	88.26	56.27

16 Earnings per share (EPS)

Basic and Diluted earnings per share :

The earnings and weighted average number of ordinary shares used in the calculation of basic and diluted earnings per share are as follows:

Particulars	As at March 31st 2024	As at March 31st 2023
Net Profit attributable to Equity Shareholders - (Basic and Diluted)	6,236,406.87	2,211,871.05
Weighted Average Number of Equity Shares (Face Value Rs. 10Each)- Basic and Diluted (Nos.)	15,457,106.00	15,457,106.00
Earnings per share - Basic and Diluted - Rs.	0.40	0.14

17 Disclosure in respect of Related Parties pursuant to Indian Accounting Standard 24

17.1 Names of Related Parties and Nature of Relationship

Description of Relationship	As at March 31st 2024	As at March 31st 2023
Mr. Mahalingam Vasudevan	Managing Director	Managing Director
Mrs. Vasudevan Manimala	Whole Time Director	Whole Time Director
Mr. AVN. Srimathi	Independent Director	Independent Director
Mr. Duraiswamy Basuvaiah	Independent Director	Independent Director
Mr. Frederick Ivor Bendle	Chairman	Chairman
Mr. Vijayakumar	Whole Time Director	Whole Time Director
Mr. Ashok Suryachandra Rao	Independent Director	Independent Director
Mr. Krishnamoorthy Venkatesan	Company Secretary	Company Secretary
Mr. Chandan	Independent Director	Independent Director

Director Remuneration	As at March 31st 2024	As at March 31st 2023
Mrs. Vasudevan Manimala	600,000.00	600,000.00
Mr. Vijayakumar	900,000.00	900,000.00
Mr. Krishnamoorthy Venkatesan	600,000.00	600,000.00
Loan from Directors	As at March 31st 2024	As at March 31st 2023
Mr. Mahalingam Vasudevan	83,140,440.14	63,656,243.00

16 . Earnings and expenditure in foreign exchange			
Particulars		For the period ended 31st March 2024	For the period ended 31st March 2023
Expenditure in foreign exchange		-	-
Transponder Hire Charges		-	-
Earnings in foreign exchange		-	-
Export of TV Programme		-	-
19. Title deeds of Immovable Property not held in name of the Company			
Relevant line item in the Balance sheet	Description of item of property	Gross carrying value	Title deeds held in the name of
PPE	Land	Nil	Nil
	Building	Nil	Nil
Investment Property	Land	Nil	Nil
	Building	Nil	Nil

16 Wilful Defaulter

Company is not a wilful defaulter by any bank or financial Institution or other lender, following details shall be given:

- (a) **Date of declaration as wilful defaulter** Nil
- (b) **Details of defaults (amount and nature of defaults)** Nil

21. All Amounts mentioned in financial statement represents for the year ended 31.03.2024
22. Previous year figures have been properly carry forward to this year as comparative figures.
23. All amounts in the financial statements have been rounded off to lakhs.
24. Based on the information and explanation given by the company there were no dues to Micro, Small and Medium Scale industries.

Notes Forming Part of the Financial Statements

The accompanying notes form an integral part of the financial statements. As per our report of even date attached

For K. Gopal Rao & Co

Chartered Accountants

Firm Registration No. 0009568

For and on behalf of the Board of directors

Madan Gopal Narayanan

Partner

Membership No. 211784

Dr. M. Vasudevan

Managing Director

M. Vijayakumar

Director

Place: Chennai

Date: 30/05/2024

dSpeedUp e Commerce Services Included

- UX/UI research
- Email categorization -
 - Sign up
 - Password reset
 - Account deletion
 - Contact
 - Purchase
 - Cancellations
- Copywriting
- Design
- Development and integration
- Quality testing and fixes



Next Steps

- > Survey launch for low and medium performing products
- > Find out ways to upgrade low performing products
- > Sales and Marketing campaigns
- > Lead generation
- > Launch of new products

