



Realize Your Ideas

California Software Company Limited

CIN: L72300TN1992PLC022135

Registered Office: 2nd Floor, Unit 9, STPI Building, 5 Rajiv Gandhi Salai, Taramani,
Chennai 600 113, India
Phone +91 044 3910 3620

Email: investor@calsoftgroup.com www.calsoftgroup.com/www.calsof.com

October 01, 2019

To

National Stock Exchange of India Limited

Symbol – CALSOFT

Exchange Plaza,

5th Floor, Plot No. C/1, G Block,

Bandra-Kurla Complex

Bandra (East), Mumbai - 400 051

BSE LIMITED

Security Code - 532386

PHIROZE JEEJEBHOY TOWERS

DALAL STREET

MUMBAI-400001

Dear Sir/Madam,

Sub: Intimation of Outcome of Results of the 27th Annual General Meeting (AGM) under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended - reg.

Mr.N.Ramanathan, Partner of M/s. S.Dhanapal & Associates, Practising Company Secretaries, who was appointed as Scrutinizer for the aforesaid AGM has submitted the Scrutinizer report dated 30th September 2019 addressed to the Chairman of the Company. In accordance with the said report, the results were declared by Dr.Mahalingam Vasudevan, Managing Director of the Company, at the registered office of the Company today, i.e., 1st October 2019.

We are pleased to inform you that the Ordinary Resolutions as required, relating to the below mentioned AGM Agenda items, have been passed by the shareholders of the Company with requisite majority.

1. To receive, consider and adopt the standalone and consolidated financial statements of the Company comprising of audited balance sheet as at 31 March 2019, the statement of profit and loss and 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 Mr. Mahalingam Vasudevan (DIN: 01608150), who retires by rotation and being eligible, offers himself for re-appointment.
3. Appointment of Ms. AVN Srimathi (DIN 08328823) as an Independent Director of the Company
4. Appointment of Mr. Sampath (DIN 08449699) as an Independent Director of the Company





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Further, the disclosure of business transacted by the Company pertaining to the voting results of 27th AGM pursuant to Regulation 44 of the SEBI(LODR) are furnished below:-

Date of Declaration of results of AGM : 1st October 2019

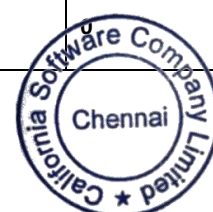
Total number of shareholders as on 23rd September 2019 (cut-off date for reckoning the voting rights of shareholders): 5760

Resolution No.1 - To receive, consider and adopt the standalone and consolidated financial statements of the Company comprising of audited balance sheet as at 31 March 2019, the statement of profit and loss and cash flow statement for the year ended on that date and the reports of the Board and Auditors' thereon.

Resolution required: Ordinary Resolution; Manner of voting: E-voting and Ballot paper

Whether Promoter/ Promoter Group are interested in the Resolution: No

Category	Mode of Voting	No of Shares held #	No of votes polled *	% of Votes polled on outstanding shares	No of votes – in favour	No of votes – against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	4466673	0	0	0	0	0	0
	Poll		4466673	100	4466673	0	100.00	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	4466673	4466673	100	4466673	0	100.00	0
Public - Institutions	E-voting	300	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	300	0	0	0	0	0	0
Public - Non Institutions	E-voting	7898033	3340	0.042	3065	275	91.766	8.234
	Poll		109245	1.383	109245	0	100.00	0
	Postal Ballot (if applicable)		0	0	0	0	0	0





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	Total	7898033	112585	1.425	112310	275	99.756	0.244
	Total	12365006	4579258	37.034	4578983	275	99.994	0.006
Whether resolution is passed or not								YES

voting rights are in proportion to the paid up value of shares held as on 23rd September 2019. It includes the Proportionate voting rights as available to the partly paid up shares also.

* Under this column, the valid votes polled are mentioned.

The number of votes polled in favour of the Ordinary Resolution is 99.994% (99.994% of the total valid votes).

Thus, the Ordinary Resolution has therefore been approved by the shareholders with requisite majority

Resolution No.2 - To appoint a Director in place of Mr. Mahalingam Vasudevan (DIN: 01608150), who retires by rotation and being eligible, offers himself for re-appointment.

Resolution required: Ordinary Resolution; Manner of voting: E-voting and Ballot paper

Whether Promoter/ Promoter Group are interested in the Resolution: No

Category	Mode of Voting	No of Shares held #	No of votes polled *	% of Votes polled on outstanding shares	No of votes – in favour	No of votes – against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	4466673	0	0	0	0	0	0
	Poll		4466673	100	4466673	0	100.00	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	4466673	4466673	100	4466673	0	100.00	0
Public - Institutions	E-voting	300	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0

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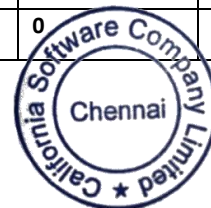
Thus, the Ordinary Resolution has therefore been approved by the shareholders with requisite majority

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

Resolution required: Ordinary Resolution; Manner of voting: E-voting and Ballot paper

Whether Promoter/ Promoter Group are interested in the Resolution: No

Category	Mode of Voting	No of Shares held #	No of votes polled *	% of Votes polled on outstanding shares	No of votes – in favour	No of votes – against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	4466673	0	0	0	0	0	0
	Poll		4466673	100	4466673	0	100.00	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	4466673	4466673	100	4466673	0	100.00	0





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Public - Institutions	E-voting	300	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	300	0	0	0	0	0	0
Public - Non Institutions	E-voting	7898033	3340	0.042	3065	275	91.766	8.234
	Poll		109245	1.383	109245	0	100.00	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	7898033	112585	1.425	112310	275	99.756	0.244
	Total	12365006	4579258	37.034	4578983	275	99.994	0.006
Whether resolution is passed or not								YES

voting rights are in proportion to the paid up value of shares held as on 23rd September 2019. It includes the

Proportionate voting rights as available to the partly paid up shares also.

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The number of votes polled in favour of the Ordinary Resolution is 99.994% (99.994% of the total valid votes).

Thus, the Ordinary Resolution has therefore been approved by the shareholders with requisite majority

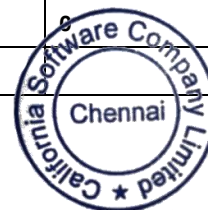
Resolution No.4 - Appointment of Mr. Sampath (DIN 08449699) as an Independent Director of the Company.

Resolution required: Ordinary Resolution; Manner of voting: E-voting and Ballot paper

Whether Promoter/ Promoter Group are interested in the Resolution: No

Category	Mode of Voting	No of Shares held #	No of votes polled *	% of Votes polled on outstanding shares	No of votes – in favour	No of votes – against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	$(3) = \frac{(2)}{(1)} * 100$	(4)	(5)	$(6) = \frac{(4)}{(2)} * 100$	$(7) = \frac{(5)}{(2)} * 100$
Promoter	E-voting		0	0	0		0	0
	Poll							

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and Promoter Group		4466673	4466673	100	4466673	0	100.00	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	4466673	4466673	100	4466673	0	100.00	0
Public - Institutions	E-voting	300	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	300	0	0	0	0	0	0
Public - Non Institutions	E-voting	7898033	3340	0.042	3065	275	91.766	8.234
	Poll		109245	1.383	109245	0	100.00	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	7898033	112585	1.425	112310	275	99.756	0.244
	Total	12365006	4579258	37.034	4578983	275	99.994	0.006
Whether resolution is passed or not								YES

voting rights are in proportion to the paid up value of shares held as on 23rd September 2019. It includes the

Proportionate voting rights as available to the partly paid up shares also.

* Under this column, the valid votes polled are mentioned.

The number of votes polled in favour of the Ordinary Resolution is 99.994% (99.994% of the total valid votes).

Thus, the Ordinary Resolution has therefore been approved by the shareholders with requisite majority

The above results for all the resolutions have been announced by Dr.Mahalingam Vasudevan on 1st October 2019 at the Registered Office of the Company.





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We enclose herewith a copy of the Scrutinizer's Report for your reference.

Thanking you,

Yours truly

For CALIFORNIA SOFTWARE COMPANY LIMITED



A handwritten signature in black ink, appearing to read "Mahalingam Vasudevan".

Mahalingam Vasudevan
Managing Director

Suite No. 103, First Floor, Kaveri Complex
No. 96/104, Nungambakkam High Road
(Next to NABARD & ICICI Bank)
Nungambakkam, Chennai - 600 034
Phone No. 044 - 4553 0256
4553 0257 / 4265 2127
E-mail: csdhanapal@gmail.com
website: www.csdhanapal.com

S Dhanapal & Associates

Practising Company Secretaries

Partners

S. Dhanapal, B.Com., B.A.B.L., F.C.S
N. Ramanathan, B.Com., F.C.S
Smita Chirimar, M.Com., F.C.S, DCG(ICSI)
R. Pratheepa, B.C.S., A.C.S

Report of Scrutinizer

[Pursuant to Section 108 & 109 of the Companies Act, 2013 and Rules 20 and 21 of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman
27th Annual General Meeting of the Equity Shareholders of
M/s. California Software Company Limited
Chennai

Dear Sir,

I, N.Ramanathan, Partner of M/s. S Dhanapal & Associates, a firm of Practising Company Secretaries, appointed as Scrutinizer by the Board of Directors of M/s. California Software Company Limited ("the Company") for the purpose of scrutinizing e-voting process (remote e-voting) and voting through ballot paper in connection with the 27th Annual General Meeting of the Company pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended, in respect of the below mentioned resolutions proposed at the 27th Annual General meeting of the Equity Shareholders of M/s. California Software Company Limited, held on Monday, the 30th day of September, 2019 at 03.00 P.M. at California Software Company Limited, 2nd Floor, Unit 9, STPI Building, 5 Rajiv Gandhi Road, Taramani, Chennai 600113, submit the combined results of voting by electronic means (remote e-voting) & voting through ballot paper as under.

The Compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder relating to voting through electronic means (by remote e-voting) and voting through ballot paper by the shareholders on the resolutions proposed in the Notice of the 27th Annual General Meeting of the Company is the responsibility of the Company. My responsibility as a Scrutinizer is to ensure that the voting process, through electronic means and voting through ballot paper at the meeting are conducted in a fair and transparent manner and render consolidated scrutinizer's report of the total votes cast in favour or against if any to the Chairman on the resolutions, based on the reports



N. Dhanapal

generated from the electronic voting system provided by National Securities Depository Limited (NSDL) and voting through ballot papers at the meeting.

The voting rights of members shall be in proportion to their share of paid up equity share capital of the company as on cut-off date i.e 23rd September 2019 and as per Register of members of the company.

The consolidated results of the voting are as under:

Resolution No. 1 - To receive, consider and adopt the standalone and consolidated financial statements of the Company comprising of audited balance sheet as at 31 March 2019, the statement of profit and loss and cash flow statement for the year ended on that date and the reports of the Board and Auditors' thereon.

i) Voted in favour of the Resolution

Type of Equity share	No. of Members voted	No. of valid votes cast by them	% of total number of valid votes cast
Fully paid Equity shares	13	4578983	99.994
Total	13	4578983	99.994

ii) Voted against the Resolution

Type of Equity share	No. of Members voted	No. of valid votes cast by them	% of total number of valid votes cast
Fully paid Equity shares	1	275	0.006
Total	1	275	0.006

iii) Invalid Votes

Type of Equity share	No. of Members voted whose votes are declared invalid	Number of Invalid votes
Fully paid Equity shares	0	0
Total	0	0

% of total valid votes cast in favour of the resolution: 99.994 %

% of total valid votes cast against the resolution: 0.006%



P. Veer

Resolution No. 2 – To appoint a Director in place of Mr. Mahalingam Vasudevan (DIN: 01608150), who retires by rotation and being eligible, offers himself for re-appointment.

i) Voted in favour of the Resolution

Type of Equity share	No. of Members voted	No. of valid votes cast by them	% of total number of valid votes cast
Fully paid Equity shares	13	4578983	99.994
Total	13	4578983	99.994

ii) Voted against the Resolution

Type of Equity share	No. of Members voted	No. of valid votes cast by them	% of total number of valid votes cast
Fully paid Equity shares	1	275	0.006
Total	1	275	0.006

iii) Invalid/abstained Votes

Type of Equity share	No. of Members voted whose votes are declared invalid	Number of Invalid votes
Fully paid Equity shares	0	0
Total	0	0

% of total valid votes cast in favour of the resolution: 91.77%

% of total valid votes cast against the resolution: 8.23%

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

i) Voted in favour of the Resolution

Type of Equity share	No. of Members voted	No. of valid votes cast by them	% of total number of valid votes cast
Fully paid Equity shares	13	4578983	99.994



N. Jayaraj

Total	13	4578983	99.994
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ii) Voted against the Resolution

Type of Equity share	No. of Members voted	No. of valid votes cast by them	% of total number of valid votes cast
Fully paid Equity shares	1	275	0.006
Total	1	275	0.006

iii) Invalid / abstained Votes

Type of Equity share	No. of Members voted whose votes are declared invalid	Number of Invalid votes
Fully paid Equity shares	0	0
Total	0	0

% of total valid votes cast in favour of the resolution: 91.77%

% of total valid votes cast against the resolution: 8.23%

Resolution No. 4 – Appointment of Mr.Sampath (DIN 08449699) as an Independent Director of the Company

i) Voted in favour of the Resolution

Type of Equity share	No. of Members voted	No. of valid votes cast by them	% of total number of valid votes cast
Fully paid Equity shares	13	4578983	99.994
Total	13	4578983	99.994

ii) Voted against the Resolution

Type of Equity share	No. of Members voted	No. of valid votes cast by them	% of total number of valid votes cast
Fully paid Equity	1	275	0.006



N. Deepa

shares			
Total	1	275	0.006

iii) Invalid/abstained Votes

Type of Equity share	No. of Members voted whose votes are declared invalid	Number of Invalid votes
Fully paid Equity shares	0	0
Total	0	0

% of total valid votes cast in favour of the resolution:

% of total valid votes cast against the resolution:

In view of the above voting results, the Chairman may accordingly declare the result of the voting (both physical as well as electronic) of the resolutions as contained in the Notice calling 27th Annual General Meeting of the company.

Thanking you,

Dated: 30.09.2019

Yours faithfully,
For S Dhanapal & Associates
 (A firm of Practising Company Secretaries)

N. Ramanathan

N. Ramanathan
Partner
Membership No. F6665
CP No. 11084



SD