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# California Software Company Limited

CIN: L72300TN1992PLC022135

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Email: [investor@calsoftgroup.com](mailto:investor@calsoftgroup.com) [www.calsoftgroup.com](http://www.calsoftgroup.com)/[www.calsof.com](http://www.calsof.com)

July 31, 2020

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 – 400051

**BSE Limited**

**Security Code – 532386**

Phiroze Jeejeebhoy Towers

Dalal Street

Mumbai - 400001

Dear Sir/Madam,

**Sub: Annual Secretarial Compliance Report for the year ended 31<sup>st</sup> March, 2020**

Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, read with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated 8<sup>th</sup> February, 2019, we submit the Annual Secretarial Compliance Report of the Company for the year ended 31<sup>st</sup> March, 2020.

This is for your information and record.

Thanking you,

Yours truly

**For CALIFORNIA SOFTWARE COMPANY LIMITED**

**Mahalingam Vasudevan**

**Managing Director**



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No. 96/104, Nungambakkam High Road  
(Next to NABARD & ICICI Bank)  
Nungambakkam, Chennai - 600 034  
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4553 0257 / 4265 2127  
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## **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

### **SECRETARIAL COMPLIANCE REPORT OF CALIFORNIA SOFTWARE COMPANY LIMITED FOR THE YEAR ENDED 31.03.2020**

We S Dhanapal & Associates, Practicing Company Secretaries, Chennai have examined:

(a) all the documents and records made available to us and explanation provided by CALIFORNIA SOFTWARE COMPANY LIMITED ("the listed entity"),

(b) the filings/ submissions made by the listed entity to the stock exchanges,

(c) website of the listed entity,

(d) any other document/ filing, as may be relevant, which has been relied upon to make this certification, for the year ended 31.03.2019 ("Review Period") in respect of compliance with the provisions, ( as amended) of :

(a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and

(b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

(a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

(b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 as substituted by the Securities and Exchange Board of India (Issue of Capital And Disclosure Requirements) Regulations, 2018;

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*N. Pratheepa*



(c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

(d) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 as substituted by the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018 - *Not Applicable*;

(e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 - *Not Applicable*;

(f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; - *Not applicable*;

(g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013 - *Not Applicable*;

(h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; and circulars/ guidelines issued thereunder;

and based on the above examination, I/We hereby report that, during the Review Period:

(a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

Sr. No	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1.	Regulation 33(3)(a) of LODR - The Listed entity shall submit quarterly and year-to-date Standalone and Consolidated financial results to the stock exchange within 45 days of end of each quarter, other than the last quarter	Delay in submission of financial results for the quarter ended 30.06.2019	Unaudited financial results for the quarter ended 30.06.2019 was submitted on 23.08.2019 which is beyond the 45 days provided. Fine for the same was imposed by NSE Ltd. and it is paid.
2.	Regulation 47(1)(a) and 47(4) of LODR - Notice of Board Meeting where	Failure to publish newspaper advertisement	Notice for the Board Meeting held on 10.05.2019 for approval of

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Company Secretaries  
CHENNAI

	financial results are discussed, shall be published in atleast one English language national daily newspaper and in one daily newspaper published in the language of the region, where the registered office of the listed entity is situated;		the financial results (Standalone and Consolidated) for the quarter ended 31.03.2019, is not published
3.	Regulation 47(1)(b) of LODR - Publication of Standalone and Consolidated financial results in atleast one English language national daily newspaper and in one daily newspaper published in the language of the region, where the registered office of the listed entity is situated	1. Non publication of financial results (Standalone and Consolidated) in English and Regional Language newspaper for the Quarter ended 31.03.2019;	1. The listed entity has not published its financial results (Standalone and Consolidated) in English and Regional Language newspaper for the quarter ended 31.03.2019;
4.	Regulation 30 of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011	Annual disclosure of shareholding of promoter as on 31.03.2019 is not filed within the prescribed time	Filed on 16.04.2019 which is beyond the prescribed time limit of 7 days from 31st March, 2019.
5.	Regulation 23(4) of SEBI LODR - Obtaining of Shareholders approval for all material related party transactions	Failure to obtain shareholders approval for taking loan from its Director (who is also the promoter of the listed entity)	The Company has not obtained the approval of its shareholders for entering into a material related party transaction during the year.
6.	Regulation 23(9) of SEBI LODR - submission of half yearly disclosures of related party transactions on a consolidated basis, within 30 days from the date of publication of its Standalone and Consolidated financial results and publish the same on its website	Failure to submit the half yearly disclosure of related party transactions for the half year ended 30.09.2019 and 31.3.2020	The Company has not submitted the half yearly disclosure about its related party transaction for the half year ended 30.09.2019 and 31.3.2020

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(b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my/our examination of those records.

(c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
1.	NSE	Regulation 33(3)(a) of LODR - delay in submission of unaudited financial results for the quarter ended 30.06.2019	Fine of Rs. 47,200 (inclusive of GST) imposed by NSE	Fine paid on 26.09.2019 through NEFT OW-NSE-P19092677299177
2.	BSE	Regulation 33(3)(a) of LODR - delay in submission of unaudited financial results for the quarter ended 30.06.2019	Fine of Rs. 88,500/- (inclusive of GST) imposed by BSE	Query was raised by the Listed entity for imposing higher fine amount. Since there was no response from BSE thereafter the fine is not paid.

(d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended 31.03.2019	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity



1.	Not Applicable	Regulation 19 and 20 of LODR - The Composition of Nomination and Remuneration Committee and Stakeholder Relationship Committee from 01.07.2018 to 14.11.2018 was not in accordance with the requirements of SEBI LODR	The listed entity modified the composition of Nomination and Remuneration Committee and Stakeholder Relationship Committee in accordance with the SEBI LODR requirements.	The Committee composition of the listed entity is in compliance with the SEBI LODR requirements
2.	Not Applicable	Regulation 6(1) of LODR - Non compliance with the requirement to appoint a qualified Company Secretary as Compliance Officer of the listed entity, as the existing Company Secretary resigned with effect from 28.05.2018	The listed entity appointed a qualified Company Secretary with effect from 27.11.2018 who was also appointed as the Compliance Officer as per LODR	The Listed entity have a Company Secretary on its board who is also appointed as the Compliance Officer as required under LODR
3.	Not Applicable	Regulation 31 - delay in submission of Share holding pattern for the quarter ended 31.03.2018	The Shareholding pattern for the Quarter ended 31.03.2018 was submitted by the listed entity on 30.05.2018.  The listed entity has ensured compliance in the subsequent quarters.	The listed entity has ensured timely compliance of this requirement, in the subsequent quarters
4.	Not Applicable	Regulation 29(2) and 29(3) of LODR - delay in furnishing of prior intimation about the meeting of Board of Directors held on 14.11.2018	The listed entity has ensured compliance in all the subsequent Board Meetings held thereafter.	The listed entity has ensured timely compliance of this requirement, in the subsequent quarters
5.	Not applicable	Regulation 27(2) of LODR - delay in submission of Corporate Governance Report for the Quarter ended 30.06.2018	The listed entity submitted the Corporate Governance Report for the Quarter ended 30.06.2018 on	The listed entity has ensured timely compliance of this requirement, in the

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			24.07.2018	subsequent quarters
			The listed entity has ensured compliance in the subsequent quarters.	
6.	Not applicable	Regulation 30 of SEBI (SAST) Regulation, 2011 - Annual Disclosure of shareholding of promoters as on 31.03.2018 not filed within the prescribed time.	The Annual disclosure of promoter shareholding for the financial year ended 31.03.2018 was filed on 27.04.2018.	The disclosure of promoter shareholding for the financial year is filed however there was a delay in filing of the same.

Place: Chennai

Signature:

Date: 30.7.2020

Name of the Practicing Company Secretary: N.Ramanathan

Partner, S Dhanapal & Associates, A firm of Practising Company Secretaries

ACS/ FCS No.: F6665

C P No.:11084

UDIN: F06665B000529321



*N. Ramanathan*