



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, 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 - 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 28th 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 01st October 2020 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 2020.

We are pleased to inform you that the Ordinary and Special 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 2020, 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. Vijayakumar (DIN: 07892448), who retires by rotation and being eligible, offers himself for re-appointment.
3. Approval of Related Party Transactions.
4. Appointment of Mr. R. S. Chandan (DIN: 08849851) 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 28th AGM pursuant to Regulation 44 of the SEBI(LODR) are furnished below:-

Date of Declaration of results of AGM : 1st October 2020

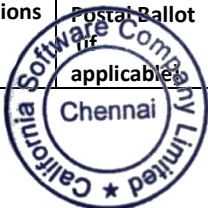
Total number of shareholders as on 23rd September 2020 (cut-off date for reckoning the voting rights of shareholders): 6394

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 2020, 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

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	5132972	5132972	100.00	5132972	0	100.00	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	5132972	5132972	100.00	5132972	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	7231734	53848	0.74	53830	18	99.96	0.04
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0



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	Total	7231734	53848	0.74	53830	18	99.96	0.04
	Total	12365006	5186820	41.95	5186802	18	99.99	0.01
Whether resolution is passed or not								YES

voting rights are in proportion to the paid up value of shares held as on 23rd September 2020. It includes the

* Under this column, the valid votes polled on e-voting are mentioned.

The number of votes polled in favour of the Ordinary Resolution is 100% (100% of the total valid votes).

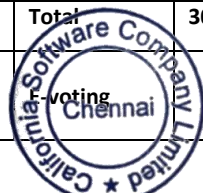
Thus, the Ordinary Resolution has therefore been approved by the shareholders with requisite majority

Resolution No.2 - To appoint a Director in place of Mr. Vijayakumar (DIN: 07892448), who retires by rotation and being eligible, offers himself for re-appointment.

Resolution required: Ordinary Resolution; Manner of voting: E-voting

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	5132972	5132972	100.00	5132972	0	100.00	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	5132972	5132972	100.00	5132972	0	100.00	0
Public - Institutions	E-voting	300	0	0	0	0	0	0
	Poll		0	0	0	0	0	
	Postal Ballot (if applicable)		0	0	0	0	0	
	Total	300	0	0	0	0	0	0
			53848	0.74	51485	2363	95.61	4.39





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Public – Non Institutions	Poll	7231734	0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	7231734	53848	0.74	51485	2363	95.61	4.39
	Total	12365006	5186820	41.95	5184457	2363	99.95	0.05
Whether resolution is passed or not								YES

voting rights are in proportion to the paid up value of shares held as on 23rd September 2020. It includes the

* Under this column, the valid votes polled on e-voting are mentioned.

The number of votes polled in favour of the Ordinary Resolution is 100% (100% of the total valid votes).

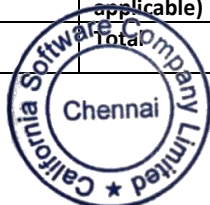
Thus, the Ordinary Resolution has therefore been approved by the shareholders with requisite majority

Resolution No.3 - Approval for Related Party Transaction.

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

Whether Promoter/ Promoter Group are interested in the Resolution: Yes

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	5132972 [@]	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		5132972	0	0	0	0	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



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Public – Non Institutions	E-voting	7231734	53848	0.74	53830	18	99.97	0.03
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	7231734	53848	0.74	53830	18	99.97	0.03
	Total	12365006	5186820	41.95	53830	18	99.97	0.03
Whether resolution is passed or not								YES

@The total Votes 5132972 of the Promoter is treated as invalid since he is interested in the resolution as related party.

voting rights are in proportion to the paid up value of shares held as on 23rd September 2020. It includes the

* Under this column, the valid votes polled on e-voting are mentioned.

The number of votes polled in favour of the Special Resolution is 100% (100% of the total valid votes).

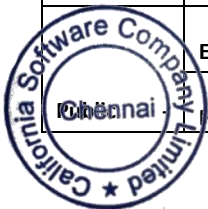
Thus, the Special Resolution has therefore been approved by the shareholders with requisite majority

Resolution No.4 - Appointment of Mr. R. S. Chandan (DIN: 08849851) as an Independent Director of the Company.

Resolution required: Ordinary Resolution; Manner of voting: E-voting

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	5132972	5132972	100.00	5132972	0	100.00	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	5132972	5132972	100.00	5132972	0	100.00	0
	E-voting	300	0	0	0	0	0	0
	Poll		0	0	0	0	0	0



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Institutions	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	300	0	0	0	0	0	0
Public – Non Institutions	E-voting	7231734	53848	0.74	53825	23	99.96	0.04
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	7231734	53848	0.74	53825	23	99.96	0.04
	Total	12365006	5186820	41.95	5186797	23	99.99	0.01
Whether resolution is passed or not								YES

voting rights are in proportion to the paid up value of shares held as on 23rd September 2020. It includes the

* Under this column, the valid votes polled on e-voting are mentioned.

The number of votes polled in favour of the Ordinary Resolution is 100% (100% 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 2020 at the Registered Office of the Company.

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

Thanking you,

Yours truly

For CALIFORNIA SOFTWARE COMPANY LIMITED

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

FORM NO. MGT-13 **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,
28th 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, was appointed as Scrutinizer by the Board of Directors of **M/s. California Software Company Limited** ("the Company") for the purpose of scrutinizing the e-voting process taken in connection with the 28th Annual General Meeting pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (Amendment Rules, 2015) in respect of the below mentioned resolutions proposed at the 28th Annual General meeting of the Equity Shareholders of **M/s. California Software Company Limited**, held on Wednesday, the 30th day of September, 2020 at 5.00 P.M by video Conferencing / Other Audio Visual means (VC / OAVM), submit the combined results of voting by electronic means (remote e-voting) & poll as under.

The Compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder relating to voting through electronic means by the shareholders on the resolutions proposed in the Notice of the 28th 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 is 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 generated from the electronic voting system provided by National Securities Depository Limited (NSDL).



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 2020 and as per Register of members of the company.

The consolidated results of the voting are as under:

Resolution No. 1 - Adoption of the Standalone and consolidated Financial statements of the Company comprising of audited balance sheet as at March 31 2020, 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.(Ordinary Business - Ordinary Resolution)

	No. of Shares	No. of Members
Total Votes Cast	5186820	40
Less: Invalid votes	NIL	NIL
Net Valid votes cast	5186820	40
Votes cast in favour	5186802	24
Votes Cast against	18	16

% of total valid votes cast in favour of the resolution:99.99%

% of total valid votes cast against the resolution:0.01%

Resolution No. 2 -Appointment of Director in place of Mr. Vijayakumar (DIN:07892448) who retires by rotation and being eligible offers himself for re-appointment (Ordinary Business - Ordinary Resolution)

	No. of Shares	No. of Members
Total Votes Cast	5186820	40
Less: Invalid votes	NIL	NIL
Net Valid votes cast	5186820	40
Votes cast in favour	5184457	21
Votes Cast against	2363	19

% of total valid votes cast in favour of the resolution: 99.95%

% of total valid votes cast against the resolution: 0.05%

Resolution No. 3-Approval for Material Related Party Transaction (Special Business - Special Resolution)

	No. of Shares	No. of Members
Total Votes Cast	5186820	40
Less: Invalid votes	5132972*	1
Net Valid votes cast	53848	39
Votes cast in favour	53830	23
Votes Cast against	18	16



S Dhanapal & Associates

Practising Company Secretaries

*The total votes casted by the promoter is treated as invalid since he is interested in the resolution as a related party.

% of total valid votes cast in favour of the resolution: 99.97%

% of total valid votes cast against the resolution: 0.03%

Resolution No. 4- Approval of appointment of Mr. R.S. Chandan (DIN:08849851) as an Independent Director of the Company (Special Business - Ordinary Resolution)

	No. of Shares	No. of Members
Total Votes Cast	5186820	40
Less: Invalid votes	-	-
Net Valid votes cast	5186820	40
Votes cast in favour	5186797	23
Votes Cast against	23	17

% of total valid votes cast in favour of the resolution:99.99%

% of total valid votes cast against the resolution: 0.01%

In view of the above voting results, the Chairman may accordingly declare the result of the voting of the resolutions as contained in the Notice calling 28th Annual General Meeting of the company.

Thanking you,

Place: Chennai

Dated: 01.10.2020

Yours faithfully,

For **S Dhanapal & Associates**
(A firm of Practising Company Secretaries)

RAMAN
ATHAN

N.Ramanathan
Partner

M. No.F6665

C. P. No. 11084

UDIN : F006665B000837077

