



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

September 05, 2019

To

National Stock Exchange of India Limited

Symbol – CALSOFT

Exchange Plaza,
5thFloor, 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 27th Annual General Meeting of California Software Company Limited for the Financial Year 2018-19 and Book Closure, Cut off date and E-voting Period Intimation.

This is to inform you that the 27th Annual General Meeting of California Software Company Limited ("the Company") is scheduled to be held on **Monday September 30, 2019**, at 03.00 P.M at 2nd Floor, Unit 9, STPI Building, 5 Rajiv Gandhi Road, Taramani, Chennai 600113 to transact the business specified in the notice of the Annual General Meeting as sent to the members of the Company.

Further in terms of Section 91 of the Companies Act, 2013 and rules made thereunder and Regulation 42 of SEBI (LODR) Regulations, 2015 it is hereby notified that the Register of Members and Share Transfer Books of the Company will remain closed from Sunday, September 29, 2019 to Monday, September 30, 2019 (both days inclusive) for the purpose of 27th Annual General Meeting of the Company.

Further the Company is providing a facility to vote through remote e-voting i.e facility to vote from the place other than the place of the Meeting and will provide voting through poll/ballot at the venue of the Meeting to the shareholders for all the resolutions set forth in the notice. Therefore for the said purpose the Board has decided Monday, 23rd September, 2019 as the cut-off date to record the entitlement of the shareholders to cast their votes electronically through remote e-voting facility or through ballot/poll at the meeting for the business to be transacted at the Annual General Meeting.





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Remote E-voting Period: From Friday, September 27, 2019 (10.00 am IST) To Sunday, September 29, 2019 (5.00 pm IST)

Kindly take note of the above and acknowledge the receipt of the same.

Thanking you,

Yours truly

For California Software Company Limited

Vasudevan Mahalingam

Chief Executive Officer and Managing Director



Notice is hereby given that the Twenty-Seventh Annual General Meeting of California Software Company Limited will be held on **Monday, September 30, 2019 at 3.00 PM** at California Software Company Limited, 2nd Floor, Unit 9, STPI Building, 5 Rajiv Gandhi Road, Taramani, Chennai 600113, to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the standalone and consolidated financial statements of the Company comprising of audited balance sheet as at March 31, 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.

All the Executive Directors and Non-Executive and Non-Independent Directors are liable to retire by rotation. Applying this, Mr. Mahalingam Vasudevan (DIN: 01608150) who was appointed as Executive Director on 12/08/2016, in the current term, being the longest serving member, is liable to retire by rotation.

In this regard, the following resolution is placed before the Shareholders for approval. To consider and if thought fit, to pass with or without modification, the following Resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 the approval of the Shareholders of the Company be and is hereby accorded to the re-appointment of Mr. Mahalingam Vasudevan (DIN: 01608150) as a Director liable to retire by rotation"

SPECIAL BUSINESS

3. Appointment of Ms. AVN Srimathi (DIN 08328823) as an Independent Director of the Company

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Schedule IV to the Act (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, 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, and in respect of whom the Company has received a

notice in writing from a Member under Section 160(1) of the Act signifying his intention to propose Ms. AVN Srimathi's candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of five consecutive years commencing from May 10, 2019 up to May 09, 2024."

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

4. Appointment of Mr. Sampath (DIN 08449699) as an Independent Director of the Company

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Schedule IV to the Act (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, and pursuant to the recommendation of the Nomination & Remuneration Committee and the Board of Directors, Mr. Sampath (DIN :08449699), who has submitted a declaration that he 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, and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act signifying his intention to propose Mr. Sampath's candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of five consecutive years commencing from May 10, 2019 up to May 09, 2024."

"RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) be and are hereby authorised 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

Chennai
August 14, 2019

Notes:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ('the Act') in respect of the special business under Item Nos. 3 and 4 above is annexed hereto. The relevant details of the Directors seeking re-appointment/appointment under Item Nos. 3 and 4 pursuant to Regulations 26(4) and 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and as required under Secretarial Standard – 2 on General Meetings issued by the Institute of Company Secretaries of India, are annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/ HERSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.** Proxies in order to be effective must be deposited with the company at its registered office not less than 48 hours before the scheduled time of the meeting. A person can act as a proxy on behalf of members not exceeding 50 (fifty) and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. If a proxy is proposed to be appointed by a Member holding more than ten percent of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or member.
3. Corporate Members intending to send their authorized representative(s) are requested to send a duly certified copy of the Board Resolution authorizing their representative to attend and vote at the Annual General Meeting.
4. In case of joint holders attending the meeting, 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.
5. Members, Proxies and Authorised Representatives are requested to bring to the meeting, the Attendance Slip enclosed herewith, duly completed and signed, mentioning therein details of their DP ID and Client ID / Folio No. along with their copy of Annual Report.
6. Register of Members and Share Transfer Books of the Company will be closed from 29.09.2019 to 30.09.2019 (both days inclusive) for the purpose of Annual General Meeting.
7. The Securities and Exchange Board of India ('SEBI') has mandated the transfer of securities to be carried out only in dematerialised form (except in case of transmission or transposition of securities) effective from 1st April 2019. Accordingly, requests for physical transfer of securities of listed entities shall not be processed from 1st April 2019 onwards. In view of such amendment and in order to eliminate the risks associated with physical holding of shares, Members who are holding shares in physical form are hereby requested to dematerialise their holdings.
8. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details such as bank account number, name of the bank and branch details, MICR

code and IFSC code, mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their depository participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrars and Transfer Agents, M/s. Integrated Registry Management Services Pvt. Ltd. to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to Integrated Registry Management Services Pvt. Ltd., (Unit – California Software Company Limited) 2nd Floor, Kences Towers, 1, Ramakrishna Street, North Usman Road, T.Nagar, Chennai-600017, quoting correct Folio Number.

9. The Company has transferred the unpaid or unclaimed dividends declared up to the financial year 2009- 10, from time to time, to the Investor Education and Protection Fund (IEPF) established by the Central Government. The amount of dividend which remains unclaimed for a period of 7 years would be transferred to the IEPF. Accordingly, the proposed date for the transfer of unclaimed dividend by the Company for the year 2011-12 to IEPF. 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.
10. A route map giving directions to reach the venue of the 27th AGM is given at the end of the Notice.
11. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, 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 / M/s. INTEGRATED REGISTRY MANAGEMENT SERVICES PRIVATE LIMITED.
12. Electronic copy of the Annual Report of the 27th Annual General Meeting of the Company inter alia indicating the process and manner of electronic voting ('e-voting') along with Attendance Slip, Proxy Form and Route Map is being sent to all the members whose email IDs are registered with the Company/ Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the 27th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip, Proxy Form and Route Map is being sent in the permitted mode.
13. Members may note that Notice of the 27th Annual General Meeting of the Company, Annual Report, Attendance Slip, Proxy Form and e-voting instructions are also available on the Company's websites www.calsoftgroup.com and www.calsof.com

14. The relevant details as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 entered with Stock Exchange of person seeking appointment/re-appointment as Director is also annexed and forms part of this Notice.
15. All the material documents, Resolutions, Memorandum and Articles of Association of the Company etc. are open for inspection to the members during the office hour of all working day till the conclusion of the Annual General Meeting at the registered office of the Company.
16. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.

VOTING THROUGH ELECTRONICS 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 as provided by National Securities Depository Limited. (NSDL). The Company has appointed S Dhanapal & Associates, a firm of Practicing Company Secretaries as scrutinizer for conducting the e-Voting process in a fair and transparent manner. The instructions for e-Voting are detailed hereunder:

The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date being September 23, 2019.

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 open 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 internet browser by typing the following URL: <https://www.evoting.nsdl.com>
- iii. Click on "Shareholder-Login".
- iv. Insert user ID and password as initial password noted in step above. Click Login.
- v. Password change menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- vi. 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 Cast Vote page opens.
- ix. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.

- x. Upon confirmation, the message "Vote cast successfully" will be displayed.
- xi. Once you have voted on the resolution, you will not be allowed to modify your vote.
- xii. For the votes to be considered valid, the institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority Letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail at vijayslsl@calsoftgroup.com with a copy marked to evoting@nsdl.co.in

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

- a. Initial password is provided as below/at the bottom of attendance Form.

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

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

b. General guidelines for Members

- i. Corporate Members intending to send their authorized representative to attend the Meeting are requested to send to the Company a certified copy of the board resolution (together with the respective specimen signature), pursuant to Section 113 of the Companies Act, 2013, authorizing their representative to attend and vote on their behalf at the meeting.
- ii. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-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 (for voting through remote e-Voting or by Ballot paper at the AGM) shall be in proportion to their share of the paid-up equity share capital of the Company as on 23rd September 2019 ('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. 23rd September 2019, 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

- a. 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
- b. If you are already registered with NSDL for e-voting, then you can use your existing user ID and password for casting your vote.
- c. 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).
- d. The e-Voting period commences on Friday, the September 27, 2019 (10:00am) and ends on Sunday, September 29, 2019 (5:00pm). 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 23, 2019, may cast their vote electronically. The e-Voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it.
- e. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-Voting period/unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- f. The Results shall be declared on or after the Annual General Meeting of the Company and shall be deemed to be passed on the date of Annual General Meeting. The results along with the Scrutinizer's Report shall be placed on the website of the Company www.calsoftgroup.com and www.calsof.com within 2 days of passing of the resolutions at the Annual General Meeting of the Company and shall be communicated to BSE Limited and National Stock Exchange of India Limited.

All documents referred to in the accompanying Notice and the Explanatory Statements are open for inspection at the Registered Office of the Company between 10.00A.M. and 1.00 P.M. on working days from September 22, 2019 up to September 29, 2019.

Affixing statement under Section 102(2) of the Companies Act, 2013 is applicable, since special business is proposed to be transacted at the Annual General Meeting.

Details of Directors seeking appointment/ re-appointment at the AGM [Pursuant to Regulations 26(4) and 36(3) of the Listing Regulations and Secretarial Standard - 2 on General Meetings]

Name of the Director	Mr. Vasudevan Mahalingam	Ms. AVN Srimathi	Mr. M. Sampath
Director Identification Number (DIN)	01608150	08328823	08449699
Date of Birth and Age	29/04/1967 (52 Years)	24/08/1969 (50 Years)	10/06/1953 (66 Years)
Nationality	Indian	Indian	Indian
Date of first Appointment on Board	12/08/2016	May 10, 2019	May 10, 2019
Qualification	M.Pharm and Ph.D	MA., M. Phil	B. Com
Expertise in specific functional areas	He has over 28 years of professional experience in the global technology sector, thereby gaining rich experience in consulting engagements and management of large-scale technology programs as well as operations.	Advisory boards for several non-profit organizations, venture capital firms and high-tech start-up companies.	Has extensive experience in the areas of business in which the Company is operating.
Terms and conditions of appointment /reappointment	Appointed as Managing Director for a period of five years and liable to retire by rotation	Appointed as an Independent Director for a period commencing from 10 th May 2019 to 9 th May 2024 (refer item no.4 of the notice and explanatory statement)	Appointed as an Independent Director for a period commencing from 10 th May 2019 to 9 th May 2024 (refer item no.4 of the notice and explanatory statement)
Details of remuneration last drawn	NIL	N. A	N. A
Number of Board meetings attending during the year	7	Nil	Nil
Relationship with other Directors and KMP's	Spouse of Manimala V, Executive Director	Nil	Nil
Shareholding in the Company	39.92%	Nil	Nil
List of Directorship held in other Companies (excluding foreign, private and Section 8 Companies)	NIL	NIL	NIL
Memberships/Chairmanships of Audit and Stakeholders Relationship Committees across Public Companies.	NIL	NIL	NIL

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 under Item Nos. 3 to 4 of the accompanying Notice:

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

Ms. AVN Srimathi who was appointed as an Independent Director of the Company with effect from May 10, 2019 to hold office up to the date of this Annual General Meeting in terms of Section 161(1) of the Act.

The Company received a notice from a Member under Section 160 of the Companies Act, 2013, signifying his intention to propose the candidature of Ms. AVN Srimathi (DIN :08328823) for the office of Independent Director of the Company. Ms. AVN Srimathi, aged 50 years is MA, M. Phil., and has an extensive experience in the areas of business the Company is operating and serves on advisory boards for several non-profit organizations, venture capital firms and high-tech start-up companies. The other details of Ms. AVN Srimathi 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 her 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.4 of this Notice relating to the 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. May 10, 2019 to May 09, 2024, 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 she is not disqualified under section 164(2) of the Companies Act, 2013.
- c. A declaration to the effect that she meets the criteria of independence as provided Section 149(6) of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and that she is not debarred from holding the office of Director pursuant to any Order issued by the Securities and Exchange Board of India (SEBI).

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.

The Board recommends the Resolution at Item No. 3 of this Notice for approval of the Members. Except Ms. AVN Srimathi and her 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.

Item No. Appointment of Mr. M. Sampath as an Independent Director of the Company

Mr. M. Sampath (DIN 08449699) who was appointed as an Independent Director of the Company with effect from May 10, 2019 to hold office up to the date of this Annual General Meeting in terms of Section 161(1) of the Act.

The Company received a notice from a Member under Section 160 of the Companies Act, 2013, signifying his intention to propose the candidature of Mr. M. Sampath (DIN 08449699) for the office of Independent Director of the Company. Mr. M. Sampath, aged 66 years is commerce graduate and has an extensive experience in the areas of business the Company is operating. The other details of Mr. M. Sampath in terms of Regulation 36(3) of the Listing Regulation and Secretarial Standard 2 is annexed to this Notice. Mr. M. Sampath 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 Mr. M. Sampath fulfils the conditions specified in the Act for her appointment as an Independent Director. After taking into consideration the recommendation of the Nomination & Remuneration Committee, the Board is of the opinion that Mr. M. Sampath's vast knowledge and varied experience will be of great value to the Company and has recommended the Resolution at Item No.4 of this Notice relating to the appointment of Mr. M. Sampath as an "Independent Director", not liable to retire by rotation for a period of five consecutive years w.e.f. May 10, 2019 to May 09, 2024, for the your approval.

Mr. M. Sampath has given a declaration to the Board that he 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 she is not disqualified under section 164(2) of the Companies Act, 2013.
- c. A declaration to the effect that she meets the criteria of independence as provided Section 149(6) of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and that she is not debarred from holding the office of Director pursuant to any Order issued by the Securities and Exchange Board of India (SEBI).

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 place on website of the Company.

The Board recommends the Resolution at Item No. 4 of this Notice for approval of the Members. Except Mr. M. Sampath and her 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. 4 of this Notice.

By order of the Board

For California Software Company Limited

Dr. Mahalingam Vasudevan
Managing Director

Chennai
August 14, 2019

Registered Office:

California Software Company Limited,
2nd Floor, Unit 9, STPI Building,
5 Rajiv Gandhi Road,
Taramani, Chennai 600113