



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

May 31, 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
Scrip Code : 532386

BSE LIMITED
Security Code - 532386
PHIROZE JEEJEEBHOY TOWERS
DALAL STREET
MUMBAI-400001
Symbol : CALSOFT

Dear Sir/Madam,

Sub: Compliance under Regulation 24(A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

In terms of Regulation 24(A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose Secretarial Compliance Report duly issued by Practicing Company Secretary, for the financial year ended March 31, 2019.

Please take the same on record.

Thanking you,

Yours truly
For California Software Company Limited

Vasudevan Mahalingam
Chief Executive Officer



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 31.03.2019**

We S Dhanapal & Associates, Practising 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 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;

(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 Practising Company Secretary
1	Regulation 19 and 20 (Constitution of Nomination and Remuneration Committee and Stakeholder Relationship Committee)	Non - Compliance in the constitution of Nomination and Remuneration Committee and Stakeholder Relationship Committee from 01.7.2018 to 14.11.2018	The composition of committee not accordance with SEBI LODR and has been subsequently modified in accordance with SEBI LODR.
2	Regulation 6(1) -Appointment of Qualified Company Secretary as the Compliance Officer	Non Compliance in the appointment of qualified Company Secretary as the Compliance Officer of the Company	The Company Secretary resigned on 28.05.2018. The company has appointed Mr. R. Ranganathan as Company Secretary with effect from 27.11.2018
3	Regulation 31 - Submission of Share holding pattern	Delayed submission of Share holding pattern for the quarter ended 31.03.2018	Filed on 30.05.2018
4	Regulation 29(2) and 29(3) - providing of prior intimation of the Board Meeting	Delay in furnishing prior intimation about the meeting of board of directors held on 14.11.2018	Filed on 10.11.2018
5	Regulation 27(2) - Submission of Corporate Governance Report for each quarter	Delay in submission of Corporate Governance Report for the quarter 30.06.2018	Filed on 24.07.2018
6	Regulation 30 of SEBI (Substantial Acquisition of shares and Takeovers) Regulations, 2011	Annual disclosure of shareholding of promoter as on 31.3.2018 not filed within prescribed time	Filed on 27.04.2018



- (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 Practising Company Secretary, if any.
1.	NSE & BSE	Regulation 19 and 20 (Constitution of Nomination and Remuneration Committee and Stakeholder Relationship Committee)	Fine of Rs. 6,41,920/- imposed by NSE Fine of Rs. 6,41,920/- Imposed by BSE	Fine paid to NSE Fine yet to paid to BSE
2.	NSE & BSE	Regulation 31 – Submission of Share holding pattern	Fine of Rs. 1,71,867/- imposed by NSE Fine of Rs. 1,71,867/- imposed by BSE	Fine paid to NSE Fine yet to paid to BSE
3.	NSE & BSE	Regulation 29(2) and 29(3) – providing of prior intimation of the Board Meeting	Fine of Rs. 11,800/- imposed by NSE Fine of Rs. 11,800/- imposed by BSE	Fine paid to NSE Fine paid to BSE
4.	NSE & BSE	Regulation 27(2) – Submission of Corporate Governance Report for each quarter	Fine of Rs. 9,440/- imposed by NSE Fine of Rs. 9,440/- imposed by BSE	Fine paid to NSE Fine yet to paid to BSE
5.	NSE	Regulation 6(1) - Non Compliance in the appointment of qualified Company Secretary as the Compliance Officer of the Company	Fine of Rs. 108,560/- imposed by NSE	The Company Secretary resigned on 28.05.2018. As per the provisions of the Companies Act, the company has 6 months time for appointing another Company Secretary. This Fine was paid by the company and the same was refunded due to the reasons mentioned above



S Dhanapal & Associates

Practising Company Secretaries

6.	BSE	Regulation 6(1) - Non Compliance in the appointment of qualified Company Secretary as the Compliance Officer of the Company	Fine of Rs. 1,08,560/- imposed by BSE	Fine yet to be paid
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(d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations of the Practising Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended... <i>(The years are to be mentioned)</i>	Actions taken by the listed entity, if any	Comments of the Practising Company Secretary on the actions taken by the listed entity
-----Not applicable being first year of the Report-----				



Place: Chennai

Signature: *N. Ramanathan*

Date: 31.05.2019

Name of the Practising Company Secretary: N.Ramanathan

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

ACS/ FCS No.: F6665

C P No.: 11084