



Realize Your Ideas

**California Software Company Limited**

CIN-L72300TN1992PLC022135

**September 08, 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 Jeejeebhoy Towers

Dalal Street

Mumbai-400001

Dear Sir/Madam,

**Sub: Intimation of 28<sup>th</sup> Annual General Meeting to be held on Wednesday, September 30, 2020 and Book Closure.**

With reference to the above captioned subject, we wish to inform you that 28th Annual General Meeting ("AGM") of the Company will be held on Wednesday, September 30, 2020 at 05.00 p.m. (IST) through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") facility to transact the Ordinary and Special Business as set out in the Notice convening the 28th AGM, dated September 08, 2020. A said copy of the Notice of 28th Annual General Meeting is attached with this letter.

Further, pursuant to Regulation 42 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Register of Members and Share Transfer Books of the Company will remain closed from Tuesday, September 29, 2020 to Wednesday, September 30, 2020 (both days inclusive) for the purpose of AGM.

Further pursuant to Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company will be providing the facility for voting by electronic means ("remote e-voting"). The remote e-voting period will commence on 26th September, 2020 (10.00 a.m, IST) and end on 29th September, 2020 (5.00 p.m. IST). The voting rights of Members shall be reckoned on the basis of number of equity shares held by Members of the Company as on cut-off date i.e. 23rd September, 2020.

This is for your information and record.

Thanking you,

Yours truly

For California Software Company Limited

Vasudevan Mahalingam

Chief Executive Officer & Managing Director



Notice is hereby given that the Twenty-Eighth Annual General Meeting of California Software Company Limited will be held on **Wednesday, September 30, 2020 at 5.00 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, 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.

All the Executive Directors and Non-Executive and Non-Independent Directors are liable to retire by rotation. Applying this, Mr. Vijayakumar (DIN: 07892448) who was appointed as Executive Director on June 08, 2018, 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. Vijayakumar (DIN: 07892448) as a Director liable to retire by rotation"

## SPECIAL BUSINESS

### 3. Approval for Material Related Party Transaction

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

**"RESOLVED THAT** pursuant to Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 and other applicable provisions, if any of the Companies Act, 2013 and the rules made thereunder the approval of the Shareholders be and is hereby accorded to borrow money up to an amount not exceeding Rs.10 Crores from **Dr. Vasudevan Mahalingam**, Managing Director (DIN: 01608150) of the Company from time to time as they may think fit, on such terms and conditions as the Board may deem fit.

**"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. Approval of Mr. R. S. Chandan (DIN: 08849851) as an Independent Director of the Company

To consider and, if thought fit, to pass the following resolution as a **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. R. S. Chandan** (DIN: 08849851), 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. R. S. Chandan’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 August 26, 2020 up to August 25, 2025.”

**“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  
DIN: 01608150

Date: September 08, 2020  
Place: Chennai

Registered Office:  
2nd Floor, Unit 9, STPI Building 5,  
Rajiv Gandhi Road, Taramani, Chennai - 600113

## Notes

1. The Ministry of Corporate Affairs (“MCA”) vide its Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 5, 2020 (“MCA Circulars”), has permitted to hold the Annual General Meeting (“AGM”) for the calendar year 2020 through **Video Conferencing (“VC”)** or **Other Audio Visual Means (“OAVM”)**, without the physical presence of the members at a common venue, due to the outbreak of COVID-19 pandemic.

In due compliance with the above MCA Circulars, the Twenty Eighth AGM of the Company is convened through VC / OAVM.

2. The relevant statement to be annexed to the Notice pursuant to Section 102 of the Act, which sets out details relating to the Special Business at Item No. 3 & 4 of the Notice, is annexed hereto and forms part of the Notice.
3. Pursuant to the provisions of the Companies Act, 2013 (the “Act”), a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the Company. Since this AGM is being held through VC/OAVM, physical attendance of the members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the AGM and hence the proxy form and attendance slip are not annexed to this Notice.
4. In case if the member is a Body Corporate/Institution, then they are requested to send scanned copy (PDF/JPG format) of its board or governing body resolution/authorization, authorizing its representative(s) to attend the AGM through VC/OAVM on its behalf and vote through remote e-voting. The said resolution/authorization shall be emailed to the Scrutinizer at **secretarial@csdhanapal.com** and copy marked to **vijayslsl@calsoftgroup.com**.
5. The register of members and Share Transfer Books of the Company remained closed from 29.09.2020 to 30.09.2020 (both the days inclusive) for the purpose of this AGM.
6. In accordance with, the General Circular No. 20/2020 dated May 5, 2020 issued by MCA, owing to the difficulties involved in dispatching of physical copies of the financial statements (including Report of Board of Directors, Auditor’s report or other documents required to be attached therewith), such statements including the Notice of AGM are being sent in electronic mode to Members whose e-mail address is registered with the Company.
7. Members who have not updated their email addresses with the Company are requested to update their email addresses by writing to the Company at **vijayslsl@calsoftgroup.com** along with the copy of the signed request letter mentioning the name and address of the Member, self-attested copy of the PAN card, and self-attested copy of any document (eg: Driving License, Election Identity Card, Passport) in support of the address of the Member. In case of any queries / difficulties in registering the e-mail address, Members may write to **vijayslsl@calsoftgroup.com**.

8. The Notice of AGM along with Annual Report for the financial year 2019-20, is available on the website of the Company at [www.calsof.com/](http://www.calsof.com/) [www. calsoftgroup.com](http://www.calsoftgroup.com).
9. Members of the Company at its Twenty Forth AGM held on September 28, 2016 had appointed N. Balasubramanian Associates (ICAI Firm Registration Number 0355S) as Statutory Auditors of the Company to hold office for a period of 5 (five) years from the conclusion of that AGM till the conclusion of the Twenty-Ninth AGM, subject to ratification of their appointment by members at every AGM, as required under the Act. The requirement to place the matter relating to ratification of appointment of auditors by the members at every AGM has been done away with, by the Companies (Amendment) Act, 2017, with effect from May 7, 2018. Accordingly, no resolution is being proposed for ratification of appointment of Statutory Auditors at this AGM.
10. The relevant details as required under Regulation 36(3) of the Listing Regulations and clause 1.2.5 of Secretarial Standard -2 on General Meetings issued by the Institute of Company Secretaries of India (SS-2), in respect of the persons seeking appointment/re-appointment as Director is given in annexure forming part of this Notice.
11. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
12. Since the AGM will be held through VC/OAVM, the Route-Map is not annexed to the Notice.
13. 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.
14. 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 dematerialize their holdings.
15. 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.
16. 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.

17. Electronic copy of the Annual Report of the 28th Annual General Meeting of the Company inter alia indicating the process and manner of electronic voting ('e-voting') is being sent to all the members whose email IDs are registered with the Company/ Depository Participants(s) for communication purposes.
18. Members may note that Notice of the 28<sup>th</sup> Annual General Meeting of the Company, Annual Report, and e-voting instructions are also available on the Company's websites [www.calsoftgroup.com](http://www.calsoftgroup.com) and [www.calsof.com](http://www.calsof.com)
19. 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.
20. 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, 2020.

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](mailto:vijayslsl@calsoftgroup.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

#### **B. Instructions for members for attending the AGM through VC/OAVM**

- i. Members will be able to attend the AGM through VC/ OAVM provided by National Securities Depository Limited. (NSDL) by accessing the same at <https://www.evoting.nsdl.com> and click on the “video conference” and access the members’ login by using the remote e-voting credentials. The link for e-AGM will be available in members’ login where the EVENT and the name of the company can be selected.
- ii. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned above.
- iii. Facility of joining the AGM through VC/OAVM shall opened 30 (thirty) minutes before the time scheduled for the AGM and shall be kept open throughout the proceedings of the AGM.
- iv. Members will be allowed to attend the AGM through VC/OAVM on first come first served basis.
- v. Members will be required to allow “camera” and use internet with a good speed to avoid any disturbance during the meeting.
- vi. Please note that participants connecting from mobile devices or tablets or through laptop connecting via mobile hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable wi-fi or LAN Connection to mitigate any kind of aforesaid glitches.
- vii. AGM Questions prior to e-AGM: Members who would like to express their views/ask questions during the meeting may log into <https://www.evoting.nsdl.com> and click on “Post your Questions”. Thereafter, the members may post their queries/views in the window provided by mentioning the name, demat account number/folio number, email id, mobile number. “Post your Questions” link shall commence on Friday, the September 25, 2020 (10:00 AM) and ends on Sunday, September 27, 2020 (5:00 PM).
- viii. Speaker Registration during e-AGM session: Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM Members who would like to express their views or ask questions during the AGM may register themselves by logging on to <https://www.evoting.nsdl.com> and clicking on “Speaker Registration”. You would have to mention the demat account number/folio number, city, email id, mobile number and then click on submit. T

The speaker registration shall commence on Friday, the September 25, 2020 (10:00 AM) and ends on Sunday, September 27, 2020 (5:00 PM). The Company reserves the right to restrict the number



of speakers depending on the availability of time for the AGM.

- xi. Members who need assistance before or during the AGM, can contact Mr. Vijayakumar (Whole Time Director) at +91-44-3910 3600, 3616-20, 3644-45

### C. General guidelines for Members

- i. In case if the member is a Body Corporate/Institution, then they are requested to send scanned copy (PDF/JPG format) of its board or governing body resolution/authorization, authorizing its representative(s) to attend the AGM through VC/OAVM on its behalf and vote through remote e-voting. The said resolution/authorization shall be emailed to the Scrutinizer at **secretarial@csdhanapal.com** and copy marked to **vijaysl@calsoftgroup.com**
- 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 shall be in proportion to their share of the paid-up equity share capital of the Company as on 23rd September 2020 ('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 2020, 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

- i. 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**.
- ii. If you are already registered with NSDL for e-voting, then you can use your existing user ID and password for casting your vote.
- iii. 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).

- iv. The e-Voting period commences on Saturday, the September 26, 2020 (10:00 AM) and ends on Tuesday, September 29, 2020 (5:00 PM). 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, 2020, 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.
- v. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and make, not later than 48 hours of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.
- vi. The result declared along with the Scrutinizer's Report shall be placed on the Company's website [www.calsof.com](http://www.calsof.com) and on the website of NSDL <https://www.evoting.nsdl.com> immediately. The Company shall simultaneously forward the results to National Stock Exchange of India Limited and BSE Limited, where the shares of the Company are listed.

All documents referred to in the accompanying Notice and the Explanatory Statements are open for inspection at the Registered Office of the Company between 10.00 A.M. and 1.00 P.M. on working days from September 22, 2020 up to September 29, 2020.

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. Vijayakumar
Director Identification Number (DIN)	07892448
Date of Birth and Age	04-06-1970
Nationality	Indian
Date of first Appointment on Board	08-06-2018
Expertise in specific functional areas	MCA., MBA
Terms and conditions of appointment/reappointment	Appointed as Whole time Director for a period of five years and liable to retire by rotation
Details of remuneration last drawn	Rs. 10,00,000 p.a
Number of Board meetings attending during the year	5
Relationship with other Directors and KMP's	No
Shareholding in the Company	0 %
Expertise in specific functional areas	Expertise in multiple software languages, having more than 25 years' experience in software industries.
List of Directorship held in other Companies (excluding foreign, private and Section 8 Companies)	<ul style="list-style-type: none"> <li>• Global Allied Pharmaceuticals Private Limited</li> <li>• Roxaane Research Private Limited</li> <li>• Hysynth Bio Technologies Private Limited</li> </ul>
Memberships/Chairmanships of Audit and Stakeholders Relationship Committees across Public Companies.	Nil

Name of the Director	Dr. R. S. Chandan
Director Identification Number (DIN)	08849851
Date of Birth and Age	22-08-1973
Nationality	Indian
Date of first Appointment on Board	26-08-2020
Qualification	M. Pharmacy, PhD.,
Expertise in specific functional areas	Expertise in drug development, Clinical research, Clinical data management, Pharmacovigilance
Terms and conditions of appointment/reappointment	Appointed as Independent Director for a period of five years and not liable to retire by rotation
Details of remuneration last drawn	NA
Number of Board meetings attending during the year	-
Relationship with other Directors and KMP's	No
Shareholding in the Company	0 %
List of Directorship held in other Companies (excluding foreign, private and Section 8 Companies)	NIL
Memberships/Chairmanships of Audit and Stakeholders Relationship Committees across Public Companies.	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 of the accompanying Notice:

### **Item No. 3: Approval for Material Related Party Transaction**

The Company needs funds for its operations and has decided to obtain loan from Dr. Mr. Vasudevan Mahalingam (DIN: 01608150) Managing Director of the Company who is also the promoter of the Company. Obtaining of loan by a Company from its Director / Promoter is permissible under the provisions of the Companies Act, 2013 as well as the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Taking of loan from Promoter is considered as a related party transaction as per the Regulation 2(1)(zb) and 2(1)(zc) of SEBI (LODR). As per Regulation 23 of SEBI (LODR) "A transaction with a related party shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds ten percent of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity"

This being a Material Related Party Transaction with the approval of the Audit Committee, the Board has proposed the same for the approval of the members for taking loan from Mr. Vasudevan Mahalingam from time to time as may be required by the Company, an aggregate amount not exceeding Rs.10 Crores. Further Mr. Vasudevan Mahalingam has given a declaration to the Board pursuant to Rule 2(c)(viii) of the Companies (Acceptance of Deposits) Rules, 2014 confirming that the money given / to be given as loan to the Company is out of his own funds and shall not be given out of funds acquired / borrowed from others.

The Board recommends the Resolution at Item No. 3 of this Notice for approval of the Members.

Except Mr. Vasudevan Mahalingam, 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. 4: Appointment of Mr. R. S. Chandan as an Independent Director of the Company**

Mr. R. S. Chandan who was appointed as an Independent Director of the Company with effect from August 26, 2020 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. R. S. Chandan (DIN: 08849851) for the office of Independent Director of the Company. Mr. R. S. Chandan (DIN: 08849851), aged 47 years is graduate, 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 Mr. R. S. Chandan (DIN: 08849851) in terms of Regulation 36(3) of the Listing Regulation and Secretarial Standard 2 is annexed to this Notice. Mr. R. S. Chandan 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. R. S. Chandan fulfils the conditions specified in the Act for his appointment as an Independent Director. After taking into consideration the recommendation of the Nomination & Remuneration Committee, the Board is of the opinion that Mr. R. S. Chandan'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. R. S. Chandan as an "Independent Director", not liable to retire by rotation for a period of five consecutive years w.e.f. August 26, 2020 to August 25, 2025, for the your approval

Mr. R. S. Chandan 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.
- b. Intimation in Form DIR-8 pursuant to Companies (Appointment and Qualification of Directors) Rules, 2014 that he is not disqualified under section 164(2) of the Companies Act, 2013.
- c. A declaration to the effect that he meets the criteria of independence as provided Section 149(6) of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and that he 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. 4 of this Notice for approval of the Members. Except Mr. R. S. Chandan and his 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  
DIN: 01608150

**Registered Office:**

2nd Floor, Unit 9, STPI Building 5, Rajiv Gandhi Road, Taramani, Chennai - 600113

September 08, 2020  
Chennai