



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

07/09/2018

To,

The Deputy Manager Department of Corporate Services
BSE Limited
25th Floor, P.J. Towers, Dalal Street,
Mumbai - 400 001
Ref: Scrip Code: 532386

Dear Sir,

Sub: Notice of 26th Annual General Meeting, Book Closure & E-voting

We would like to inform you that the 26th Annual General Meeting is scheduled to be held on Saturday, 29th September, 2018, at 03:00 p.m. at, 2nd Floor, Unit 9, STPI Building, 5 Rajiv Gandhi Road, Taramani, Chennai 600113

We further inform you that, pursuant to Section 91 of the Companies Act, 2013, and Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Register of Members and Share Transfer Books of the Company will remain closed from Thursday, 27th September, 2018 to Saturday, 29th September, 2018 (both days inclusive) for the purpose of AGM of the Company.

Further, we have made arrangements for providing remote e-voting facilities to the shareholders of the Company for voting for the resolutions proposed at the 26th AGM Scheduled to be held on 29th September, 2018 as per following schedule:

E-voting at the web-site of NSDL: www.evoting.nsdl.com

Cut-off Date for remote e-voting: 22nd September, 2018

Date of commencement of e-voting: 26th September, 2018,

Start Time: 10.00 A.M.

Date of end of e-voting: 28th September, 2018,

End Time: 05.00 P.M.





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Notice to the shareholders enclosed herewith.

Thanking you

Yours faithfully

For California Software Company Limited

A handwritten signature in black ink, appearing to be "K. S. Kumar", written over a horizontal line.

Director

Encl; As above



Notice is hereby given that the Twenty-Six Annual General Meeting of California Software Company Limited will be held on **Saturday, September 29, 2018 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. Adoption of Financial Statements along with the Reports of the Board of Directors and of the Auditors thereon

To receive, consider and adopt the Audited Financial Statements (including Audited Consolidated Financial Statements) of the Company for the financial year ended March 31, 2018 together with the Reports of the Board of Directors and of the Auditors thereon.

2. Ratification of Appointment of Auditors

“RESOLVED that pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the Company hereby ratifies the appointment of M/s. N. Balasubramanian Associates, Chartered Accountants (Firm Regn. No.0355S), as Statutory Auditors of the Company for the financial year 2018-2019 at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors.”

SPECIAL BUSINESS

3. Appointment of Dr. Mahalingam Vasudevan as Managing Director and Chief Executive Officer (CEO)

To pass the following resolution as a Special Resolution

To appoint **Dr. Vasudevan Mahalingam (DIN 01608150)** as Managing Director and Chief Executive Officer, who is not liable to retire by rotation, to hold office for a term of five years commencing from December 23, 2017 to December 22, 2022.

“RESOLVED THAT pursuant to and in accordance with the provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013, including any statutory modification or re-enactment thereof for the time being in force, (“the Act”), read with Schedule V thereto, and subject to the requisite approval of the Central Government, consent of the Company be and is hereby accorded to the appointment of Dr. Vasudevan Mahalingam (DIN 01608150) as the Managing Director of the Company for a period of 5 (five) years effective December 23, 2017 on the terms and conditions of appointment and remuneration as contained in the draft agreement, material terms of which are set out in the explanatory statement attached to this notice and the Board of Directors be and is hereby authorised to alter and vary such terms of appointment and remuneration as may be agreed upon with Dr. Vasudevan Mahalingam, subject however to the overall ceiling on remuneration specified in the said Schedule V and other applicable provisions of the said Act for the time being in force.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any of the Directors and/or any of the key managerial personnel of the Company for the time being, be and are hereby jointly or

severally authorized to do all such acts, deeds, matters and things and take such steps which are necessary, expedient or desirable in this regard.”

4. **Appointment of Ms. Keerti Saraswat as a Woman and Independent Director of the Company**

To appoint **Ms. Keerti Saraswat (DIN 08048562)** as a Woman – Independent Director of the company, who is not liable to retire by rotation and to hold office for a term of five years commencing from December 23, 2017 to December 22, 2022.

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”), and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule IV of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Ms. Keerti Saraswat (DIN 08048562) who was appointed as an Independent Director of the Company with effect from August 14, 2018 to hold office up to the date of this Annual General Meeting in terms of Section 161(1) of the Act, be and is hereby appointed as an Independent Director for a term of five years and to hold office as Independent Director till December 22, 2022.

5. **Appointment of Dr. Pasupathy Raju as an Independent Director of the Company**

To appoint **Dr. Pasupathy Raju (DIN 08066502)** as an Independent Director of the company, who is not liable to retire by rotation, to hold office for a term of five years commencing from November 14, 2017 to November 13, 2022.

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”), and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule IV of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Pasupathy Raju (DIN 08066502) who was appointed as an Independent Director of the Company with effect from February 9, 2018 to hold office up to the date of this Annual General Meeting in terms of Section 161(1) of the Act, be and is hereby appointed as an Independent Director for a term of five years and to hold office as Independent Director till November 13, 2022.

6. **Appointment of Mr. B. Rangarajan as an Independent Director of the Company**

To appoint **B. Rangarajan (DIN 07460246)** as an Independent Director of the company, who is not liable to retire by rotation, to hold office for a term of five years commencing from June, 26, 2018 to June 25, 2023.

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”), and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule IV of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. B. Rangarajan (DIN 07460246) who was appointed as an Independent Director of the Company with effect from June, 26, 2018 to hold office up to the date of this Annual General Meeting in terms of Section 161(1) of the Act, be and is hereby appointed as an Independent Director for a term of five years and to hold office as Independent Director till June 25, 2023

7. Appointment of Dr. Manimala Vasudevan (DIN 01980557) as an Executive Director and Chief Operating Officer (COO)

To appoint **Dr. Manimala Vasudevan (DIN -01980557)** as an Executive Director and Chief Operating Officer, who is not liable to retire by rotation, to hold office for a term of five years commencing from June 8, 2018 to June 07, 2023.

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

“RESOLVED THAT pursuant to and in accordance with the provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013, including any statutory modification or re-enactment thereof for the time being in force, (“the Act”), read with Schedule V thereto, and subject to the requisite approval of the Central Government, consent of the Company be and is hereby accorded to the appointment of Dr. Manimala Vasudevan (DIN: 01980557) as the Executive Director and Chief Operating Officer of the Company for a period of 5 (five) years effective June 07, 2018 on the terms and conditions of appointment and remuneration as contained in the draft agreement, material terms of which are set out in the explanatory statement attached to this notice and the Board of Directors be and is hereby authorised to alter and vary such terms of appointment and remuneration as may be agreed upon with Dr. Manimala Vasudevan, subject however to the overall ceiling on remuneration specified in the said Schedule V and other applicable provisions of the said Act for the time being in force.

RESOLVED FURTHER THAT in case of insufficiency of the profit, the remuneration payable to her will be subject to the overall ceiling on remuneration specified in the Schedule V and other applicable provisions of the Act for the time being in force and the period of appointment will be reduced to 3 (three) years.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any of the Directors and/or any of the key managerial personnel of the Company for the time being, be and are hereby jointly or severally authorized to do all such acts, deeds, matters and things and take such steps which are necessary, expedient or desirable in this regard.”

8. Appointment of Mr. Vijayakumar Madhavan (DIN 07892448) as an Executive Director and Chief Financial Officer (CFO)

To appoint Mr. Vijayakumar Madhavan (DIN 07892448) as an Executive Director and Chief Financial Officer, who is not liable to retire by rotation, to hold office for a term of five years commencing from June 8, 2018 to June 07, 2023.

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

“RESOLVED THAT pursuant to and in accordance with the provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013, including any statutory modification or re-enactment thereof for the time being in force, (“the Act”), read with Schedule V thereto, and subject to the requisite approval of the Central Government, consent of the Company be and is hereby accorded to the appointment of Mr. Vijayakumar Madhavan (DIN 07892448) as the Executive Director and Chief Financial Officer of the Company for a period of 5 (five) years effective June 07, 2018 on the terms and conditions of appointment and remuneration as contained in the draft agreement, material terms of which are set out in the explanatory statement attached to this notice and the Board of Directors be and is hereby authorised to alter and vary such terms of appointment and remuneration as may be agreed upon with Mr. Vijayakumar Madhavan (DIN 07892448), subject however to the overall ceiling on remuneration specified in the said Schedule V and other applicable provisions of the said Act for the time being in force.

RESOLVED FURTHER THAT in case of insufficiency of the profit, the remuneration payable to him will be subject to the overall ceiling on remuneration specified in the Schedule V and other applicable provisions of the Act for the time being in force and the period of appointment will be reduced to 3 (three) years.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any of the Directors and/or any of the key managerial personnel of the Company for the time being, be and are hereby jointly or severally authorized to do all such acts, deeds, matters and things and take such steps which are necessary, expedient or desirable in this regard.”

9. Ratification of Earlier General Meeting Resolution approved by the Shareholders at the Extra Ordinary General Meeting held on December 23, 2017 towards conversion of unsecured loans into Optionally Convertible Redeemable Preference Shares (OCRPS)

To consider and if though fit, the following resolution as a special resolution

RESOLVED THAT further to the approval of the Members at the Extra Ordinary General Meeting dated December 23, 2017 and with a view to provide complete disclosure and seek ratification of disclosures based on input received from stock exchanges, the resolution as earlier approved whose content along with explanatory statement is reproduced and repeated and additional information provided, preferential allotment pursuant to Section 23, 42, 62 and all other applicable provisions, if any, of the Companies Act, 2013 and in accordance with the Securities And Exchange Board Of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (hereinafter referred to as “SEBI (ICDR Regulations)”) be and hereby approved and ratification granted related to the allotment made and for all the details including disclosure in explanatory statement related to Objects of the preferential issue, Intention of the Promoters , Directors , Key Management Personnel to subscribe to the offer, Pre and post share holding pattern of the company, Details of the ultimate beneficial owners of the allottee and Tenure of OCRPS in relation to allotment of 35,10,800 (Thirty Five Lakhs Ten Thousand and Eight Hundred Only) Optionally Convertible Redeemable Preference Shares of face value of Rs.10/- each at a price of Rs. 100/- each (which includes premium of Rs.90) (herein after referred to as “OCRPS”) to the Chemoil Advanced Management Services Private Limited, which is convertible into, upto 35,10,800 (Thirty Five Lakhs Ten Thousand and Eight Hundred Only) equity shares of face value of Rs. 10/- each at a price being not lower than the minimum price calculated in accordance with the Regulations for Preferential Issue contained in Chapter VII of SEBI (ICDR) Regulations 2009

EARLIER GENREAL MEETING SPECIAL RESOLUTION AS REPROUCED BELOW FOR RATIFICATION PURPOSE:

“RESOLVED THAT pursuant to provisions of Section 23, 42, 62 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force) and in accordance with the Securities And Exchange Board Of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (hereinafter referred to as “SEBI (ICDR Regulations)”) and other Regulations/Guidelines issued by the Securities and Exchange Board of India (SEBI) and other applicable laws/rules, as may be required, and subject to all necessary approvals, consents, permission and/or sanctions of the Government of India, Reserve Bank of India, Foreign Investment Promotion Board, SEBI and/or any other competent authorities and the enabling provisions of the Memorandum of Association and Articles of Association of the Company and the Listing Agreement entered into by the Company with Stock Exchanges where the shares of the Company are listed and subject to such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, consents, permissions or sanctions and which may be agreed to by the Board of Directors of the Company and subject to such terms and conditions as may be determined by the Board of Directors of the Company (hereinafter referred to as “the Board” which expression shall include any Committee which the Board may constitute to exercise its powers including powers conferred by this Resolution), the consent and approval of the Company be and is hereby accorded to the Board and the Board be and is hereby authorized in its absolute discretion to offer, issue and allot on preferential basis to;

- a. 35,10,800 (Thirty Five Lakhs Ten Thousand and Eight Hundred Only) Optionally Convertible Redeemable Preference Shares of face value of Rs.10/- each at a price of Rs. 100/- each (which includes

premium of Rs.90) (herein after referred to as “OCRPS”) to the Chemoil Advanced Management Services Private Limited, which is convertible into, upto 35,10,800 (Thirty Five Lakhs Ten Thousand and Eight Hundred Only) equity shares of face value of Rs. 10/- each at a price being not lower than the minimum price calculated in accordance with the Regulations for Preferential Issue contained in Chapter VII of SEBI (ICDR) Regulations as amended.

The details of the securities to be issued are as follows:

Name of Applicant (Proposed Allottee)	Maximum No of OCRPS proposed to be allotted
Non-Promoter Chemoil Advanced Management Services Private Limited	35,10,800

RESOLVED THAT pursuant to provisions of Section 62(3) & 42 of the Companies Act, 2013 or such other provisions as may be applicable and rules made thereunder, consent of the members be and is hereby accorded for converting loan of Chemoil Advanced Management Services Private Limited of Rs. 35,10,80,000/- (Rupees Thirty Five Crores Ten Lakhs Eighty Thousand Only) into 35,10,800 (Thirty Five Lakhs Ten Thousand and Eight Hundred Only) Optionally Convertible Redeemable Preference Shares of face value of Rs.10/- each at a price of Rs. 100/- each (which includes premium of Rs. 90).

RESOLVED FURTHER THAT the aforesaid OCRPS be converted at the option of the issuer at any time within 18 (eighteen) months from the date of issue, in one or more than one tranche.

RESOLVED FURTHER THAT the equity shares, OCRPS, equity shares on conversion of the OCRPS, to be so created, offered, issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company;

RESOLVED FURTHER THAT the equity shares to be allotted, equity shares to be allotted on conversion of OCRPS, shall rank pari passu in all respects with the existing equity shares of the Company including Dividend;

RESOLVED FURTHER THAT In the event of the Company making a bonus issue of shares or making rights issue of shares or any other securities in whatever proportion or any corporate action prior to the exercise of the rights attached to the OCRPS, the entitlement of the holders shall stand augmented in the same proportion in which the equity share capital of the company increases as a consequence of such bonus/rights issues or any corporate action and that the exercise price of the OCRPS to be adjusted accordingly, subject to such approvals as may be required.

RESOLVED FURTHER THAT the Relevant Date, as stipulated in the Regulation 73(4) of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 for determination of the Issue Price of equity shares, equity shares on conversion of OCRPS, warrants, shall be thirty (30) days prior to the date of this Meeting or in the case where the Relevant Date falls on Weekend/Holiday, the day preceding the Weekend/Holiday will be reckoned to be the Relevant Date;

RESOLVED FURTHER THAT the Board be and is hereby authorized to approve the other terms and conditions of the issue and also to vary, alter or modify any of the terms and conditions in the proposal as may be required by the agencies/authorities involved in such issues but subject to such conditions as the Reserve Bank of India (RBI)/Securities and Exchange Board of India (SEBI)/Financial Institutions/Investment Institutions and/or such other appropriate authority may impose at the time of their approval and as agreed to by the Board;

RESOLVED FURTHER THAT the equity shares, the equity shares on conversion of the OCRPS of the company to be allotted, be listed on the stock exchanges where the shares of the Company are listed and that the Board be and is hereby authorised to make the necessary applications and to take all other steps as may be necessary for the approval of allotment of the equity shares, equity shares on conversion of the OCRPS of the Company and listing of the equity shares, equity shares on conversion of the OCRPS of the Company and for the admission of such equity shares of the Company with the depositories, i.e.,

NOTICE TO SHAREHOLDERS

NSDL & CDSL, and for the credit of such equity shares to the holders dematerialized securities account.

RESOLVED FURTHER THAT for the purpose of creating, issuing, offering and allotting the equity shares, OCRPS, equity shares on conversion of the OCRPS of the Company the Board be and is hereby authorized to do and perform all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, desirable or appropriate to give effect to this resolution in all respects and in particular to settle any questions, difficulties or doubts that may arise with regard to the offering, issuing and allotting of equity shares, OCRPS, equity shares on conversion of the OCRPS of the Company, as it may, in its absolute discretion, deem fit and proper.

RESOLVED FURTHER THAT the Board of Director of the Company be and is hereby authorized to finalise with the Chemoil the terms of the aforesaid conversion of unsecured loan into the Optionally Convertible Redeemable Preference Shares of the Company.

RESOLVED FURTHER THAT the Board is also authorized to do such acts, deeds, matters and things as may be required to give effect to the said conversion.

**By order of the Board
For California Software Company Limited**

Dr. Mahalingam Vasudevan

Managing Director

Chennai

August 31, 2018

Notes:

1. The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“Act”) setting out material facts concerning the business under Item Nos. 3 to 10 of the Notice, is annexed hereto. The relevant details as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, of the person seeking appointment/re-appointment as Director under Item No. 3 and 9 of the Notice, are also annexed.

2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT ANOTHER PERSON AS HIS PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/ HERSELF. THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXY 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. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person 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 27.09.2018 to 29.09.2018 (both days inclusive) for the purpose of Annual General Meeting.

7. 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.

8. 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 2010-11 to IEPF.

9. 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.

10. Electronic copy of the Annual Report of the 26th 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 26th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip,

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Proxy Form and Route Map is being sent in the permitted mode.

11. Members may note that Notice of the 26th 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

12. 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.

13. 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.

14. 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 Gouri Shanker Mishra, Practicing Company Secretary 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 share holders 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 22 , 20 1 8 .

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 there of. 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)	(ii) USER ID	PASSWORD/PIN

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

(C) 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 Wednesday, the September 26 (10:00am) and ends on Friday, September 28, 2018 (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 28, 2018, 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 upto September 28, 2018.

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.

ANNEXURE TO ITEMS 2 OF THE NOTICE

Details of Directors seeking re-appointing at the forthcoming Annual General Meeting

Name of the Director	DR. VASUDEVAN MAHALINGAM
Director Identification Number (DIN)	01608150
Nationality	INDIAN
Date of Appointment on Board	12/08/2016
Qualification	M. Pharm., Ph.D.,
Shareholding in the Company	44.77%
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

Name of the Director	Ms. KEERTI SARSWAT
Director Identification Number (DIN)	08048562
Nationality	INDIAN
Date of Appointment on Board	23/12/2017
Qualification	B. Sc, MBA., NISM
Shareholding in the Company	NIL
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

Name of the Director	Dr. PASUPATHY RAJU
Director Identification Number (DIN)	08066502
Nationality	INDIAN
Date of Appointment on Board	14/11/2017
Qualification	MBBS., MS
Shareholding in the Company	NIL
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

Name of the Director	Mr. B RANGARAJAN
Director Identification Number (DIN)	07460246
Nationality	INDIAN
Date of Appointment on Board	26/06/2018
Qualification	COMMERCE GRADUATE
Shareholding in the Company	NIL
List of Directorship held in other Companies (excluding foreign, private and Section 8 Companies)	MAVEN CORPORATE SOLUTIONS PRIVATE LIMITED
Memberships/Chairmanships of Audit and Stakeholders Relationship Committees across Public Companies.	NIL

Name of the Director	Dr. MANIMALA VASUDEVAN
Director Identification Number (DIN)	01980557
Nationality	INDIAN
Date of Appointment on Board	08/06/2018
Qualification	M. Sc., Ph.D.,
Shareholding in the Company	NIL
List of Directorship held in other Companies (excluding foreign, private and Section 8 Companies)	GLOBAL ALLIED PHARMACEUTICALS PVT LTD ROXAANE RESEARCH PRIVATE LIMITED HYSYNTH BIO TECHNOLOGIES Pvt.ltd
Memberships/Chairmanships of Audit and Stakeholders Relationship Committees across Public Companies.	NIL

Name of the Director	MR. VIJAYAKUMAR MADHAVAN
Director Identification Number (DIN)	07892448
Nationality	INDIAN
Date of Appointment on Board	08/06/2018
Qualification	M.C.A.,M.B.A., A.S.M., P.G.D.B.A.,P.G.D.F.M.,
Shareholding in the Company	NIL
List of Directorship held in other Companies (excluding foreign, private and Section 8 Companies)	GLOBAL ALLIED PHARMACEUTICALS Pvt Ltd ROXAANE RESEARCH PRIVATE LIMITED CHEMOIL ADVANCED MANAGEMENT SERVICES PRIVATE LIMITED HYSYNTH BIO TECHNOLOGIES PRIVATE LTD
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. 2 to 11 of the accompanying Notice:

Item No. 3: Appointment of Dr. Mahalingam Vasudevan as Managing Director and Chief Executive Officer (CEO)

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee, appointed Dr. Vasudevan Mahalingam (DIN 01608150) as a Managing Director and Chief Executive Officer, who is not liable to retire by rotation, to hold office for a term of five years commencing from December 23, 2017 to December 22, 2022.

At the meeting of the Board of Directors held on December 23, 2017, Dr. Vasudevan Mahalingam was appointed, as the Managing Director of the Company for a period of 5 (five) years from December 23, 2017, subject to the approval of the shareholders and of the Central Government.

The material terms of appointment and remuneration as contained in the draft agreement are given below:

- I. Dr. Vasudevan Mahalingam shall, as the Managing Director and Chief Executive Officer, be Head of the Management Team and shall, subject to the supervision and control of the Board of Directors, be responsible for the overall conduct and functioning of the Company.
- II. **Remuneration**
 - a. Annual Gross Compensation (which includes basic, HRA, other allowances and commission etc.) is Rs. 12,00,000/- (Rupees Twelve Lakhs only). The annual increment will be merit based and take into account the Company’s performance.
 - b. Retrials: Company’s contribution to Provident Fund, to the extent these either singly or together, not taxable under the Income Tax Act; Gratuity payable as per the rules of the Company and encashment of leave at the end of tenure shall not be included in the computation of the limits for the remuneration or perquisites mentioned above.
 - c. Minimum remuneration: Notwithstanding anything to the contrary herein contained where in any financial year during the currency of the tenure of the Managing Director, the Company has no profits or inadequate profits, the Company will, subject to applicable laws and such sanctions and approvals as may be required, pay remuneration as provided herein above.
- III. The terms and conditions of the said appointment and agreement may be altered and varied from time to time by the Board, as it may, in its discretion, deem fit within the maximum amount payable to Managing Director, subject to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 for the time being in force, read with Schedule V thereto as amended from time to time.

Dr. Vasudevan Mahalingam holds a Doctorate Degree in Pharmaceutical Science from The Dr. MGR Medical University, Chennai and 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. At Calsoft, he is responsible for driving excellence in service delivery, governance of key programs and initiatives as well as enterprise-wide compliance.

Even though Dr. Vasudevan Mahalingam is an Indian Citizen, he has not been a resident of India as stipulated under Part 1 (e) of Schedule V to the Act and hence the Company is in the process of making an application to the Central Government for its approval to his appointment as Managing Director as required under law.

The Board recommends the passing of the resolution set out at Item No.3 of the Notice.

Copy of the draft agreement referred to in the Resolution and other documents relating to the above item of business will be available for inspection without any fee by the Members at the registered office of the Company during normal business hours on any working day, from the date of dispatch until the last date for receipts of votes by e-voting.

Dr. Vasudevan holds 5336673 shares in the Company.

Except Dr. Vasudevan and his spouse Dr. Manimala Vasudevan, and his relatives, none of the other 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 Ms. Keerti Saraswat as a Woman and Independent Director of the Company

To appoint **Ms. Keerti Saraswat (DIN 08048562)** as a Woman – Independent Director of the company, who is not liable to retire by rotation, to hold office for a term of five years commencing from December 23, 2017 to December 22, 2022.

The Board of Directors of the Company, on the recommendations of the Nomination and Remuneration Committee has appointed Mrs. Keerti Saraswat (DIN 08048562) as an Additional Director of the company with effect from December 23, 2017 under the category of Independent Director, pursuant to the provisions of Section 161 and 149 of the Act and Articles of the Association of the Company.

Ms. Keerti Saraswat serves on advisory boards for several non-profit organizations, venture capital firms and high-tech start-up companies.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of Ms. Keerti Saraswat as Woman - Independent Director is now being placed before the Members for their approval.

In the opinion of the Board, she fulfills the conditions specified in the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 for their appointment as an Independent Director of the Company and is independent of the management.

The Board considers that based on their varied experiences, their association would be of immense benefit to the Company. It is therefore proposed to appoint Mrs. Keerti Saraswat, as an Independent Non-Executive Director on the Board of the Company for a term of five years from December 23, 2017 and ending on December 22, 2022.

In accordance with the provisions of Sections 149 and 152 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014, an Independent Director shall not be liable to retire by rotation. The Company has received the following from Mrs. Keerti Saraswat.

- (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment and Qualification of Directors) Rules, 2014,
- (ii) intimation in Form DIR-8 pursuant to Companies (Appointment and Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164(2) of the Act and
- (iii) 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. The

Company has also ensured that he is not debarred from holding the office by virtue of any SEBI order or any other authority.

The Company has received a notice in writing from a member under Section 160 of the Act proposing the candidature Ms. Keerti Saraswat for the appointment as an Independent Directors of the Company.

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 Ms. Keerti Saraswat 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.

Item No. 5: Appointment of Dr. Pasupathy Raju as an Independent Director of the Company

To appoint **Mr. Pasupathy Raju (DIN 08066502)** as an Independent Director of the company, who is not liable to retire by rotation, to hold office for a term of five years commencing from November 14, 2017 to November 13, 2022.

The Board of Directors of the Company, on the recommendations of the Nomination and Remuneration Committee has appointed Mr. Pasupathy Raju (DIN 08066502) as an Additional Director of the company with effect from November 14, 2017 under the category of Independent Director, pursuant to the provisions of Section 161 and 149 of the Act and Articles of the Association of the Company.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of Mr. Pasupathy Raju (DIN 08066502) as an Independent Director is now being placed before the Members for their approval.

In the opinion of the Board, she fulfills the conditions specified in the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 for their appointment as an Independent Director of the Company and is independent of the management.

The Board considers that based on their varied experiences, their association would be of immense benefit to the Company. It is therefore proposed to appoint Mr. Pasupathy Raju, as an Independent Non-Executive Directors on the Board of the Company for a term of five years from November 14, 2017 and ending on November 13, 2022.

In accordance with the provisions of Sections 149 and 152 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014, an Independent Director shall not be liable to retire by rotation. The Company has received the following from Mr. Pasupathy Raju.

- (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment and Qualification of Directors) Rules, 2014,
- (ii) intimation in Form DIR-8 pursuant to Companies (Appointment and Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164(2) of the Act and
- (iii) 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. The Company has also ensured that he is not debarred from holding the office by virtue of any SEBI order or any other authority.

The Company has received a notice in writing from a member under Section 160 of the Act proposing the candidature Mr. Pasupathy Raju for the appointment as an Independent Directors of the Company.

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. 5 of this Notice for approval of the Members. Except Mr. Pasupathy Raju 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. 5 of this Notice.

Item No. 6: Appointment of Mr. B. Rangarajan as an Independent Director of the Company

To appoint **Mr. B Rangarajan (DIN 07460246)** as an Independent Director of the company, who is not liable to retire by rotation, to hold office for a term of five years commencing from June 26, 2018 to December 25, 2023.

The Board of Directors of the Company, on the recommendations of the Nomination and Remuneration Committee has appointed Mr. B. Rangarajan (DIN 07460246) as an Additional Director of the company with effect from July 26, 2018 under the category of Independent Director, pursuant to the provisions of Section 161 and 149 of the Act and Articles of the Association of the Company.

Mr. B. Rangarajan holds a Commerce Graduate. He serves on advisory boards for several Companies, he has good knowledge in accounts and stock market functioning. In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of Mr. B. Rangarajan as Independent Director is now being placed before the Members for their approval.

In the opinion of the Board, he fulfills the conditions specified in the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 for their appointment as an Independent Director of the Company and is independent of the management.

The Board considers that based on their varied experiences, their association would be of immense benefit to the Company. It is therefore proposed to appoint Mr. B. Rangarajan, as an Independent Non-Executive Directors on the Board of the Company for a term of five years from July 26, 2018 and ending on July 25, 2023.

In accordance with the provisions of Sections 149 and 152 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014, an Independent Director shall not be liable to retire by rotation. The Company has received the following from Mr. B. Rangarajan

- (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment and Qualification of Directors) Rules, 2014,
- (ii) intimation in Form DIR-8 pursuant to Companies (Appointment and Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164(2) of the Act and
- (iii) 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. The Company has also ensured that he is not debarred from holding the office by virtue of any SEBI order or any other authority.

The Company has received a notice in writing from a member under Section 160 of the Act proposing the candidature Mr. B. Rangarajan for the appointment as an Independent Directors of the Company.

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. 5 of this Notice for approval of the Members. Except Mr. B. Rangarajan 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. 5 of this Notice.

Item No 7: Appointment of Dr. Manimala Vasudevan (DIN 01980557) as an Executive Director and Chief Operating Officer (COO)

To appoint **Dr. Manimala Vasudevan (DIN 01980557)** as an Executive Director and Chief Operating Officer, to hold office for a term of five years commencing from June 08, 2017 to June 07, 2023.

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee, appointed Dr. Manimala Vasudevan (DIN -01980557) an Executive Director and Chief Operating Officer of the Company with effect from August 14, 2018. Pursuant to the provisions of Section 161(1) of the Act and Article 73 of the Articles of Association of the Company, she holds office up to the date of this AGM and is eligible to be appointed as Executive Director. The Company has, in terms of Section 160(1) of the Act, received in writing a notice from a member, proposing his candidature for the office of Director.

Dr. Manimala Vasudevan holds a Doctorate in Pharmacokinetics and Clinical Research Dr. MGR University, Chennai. A professional with over 25 years of experience in the Pharmacovigilance, Clinical Data Management, Clinical Data Analytics, thereby gaining rich experience in consulting engagements and management of large-scale technology programs as well as operations involved in Clinical Research. At Calsoft, she is responsible for driving excellence in service delivery involved in health care sectors, governance of key programs and initiatives as well as enterprise-wide compliance.

Further details of Dr. Manimala Vasudevan have been given in the Annexure to this Notice.

The Board recommends the Resolution at Item No. 7 of this Notice for approval of the Members.

Except Dr. Manimala Vasudevan and her spouse Dr. Vasudevan Mahalingam, 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. 7 of this Notice.

Item No 8: Appointment of Mr. Vijayakumar Madhavan (DIN 07892448) as an Executive Director and Chief Finance Officer (CFO)

To appoint **Mr. Vijayakumar Madhavan (DIN 07892448)** as an Executive Director and Chief Financial Officer, to hold office for a term of five years commencing from June 08, 2017 to June 07, 2023.

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee, appointed Mr. Vijayakumar Madhavan (DIN 07892448) an Executive Director and Chief Financing Officer of the Company with effect from August 14, 2017 pursuant to the provisions of Section 161(1) of the Act and Article 73 of the Articles of Association of the Company, he holds office up to the date of this AGM and is eligible to be appointed as Executive Director, whose office shall be liable to retire by rotation. The Company has, in terms of Section 160(1) of the Act, received in writing a notice from a member, proposing his candidature for the office of Director.

Mr. Vijayakumar Madhavan holds a post graduate degree. A professional with over 25 years of experience in in Business Analyst, Testing and Validation of software's and Finance management. At Calsoft, he is responsible for driving excellence in testing and validation of various applications and products Further details of Mr. Vijayakumar Madhavan have been given in the Annexure to this Notice.

The Board recommends the Resolution at Item No. 8 of this Notice for approval of the Members.

Except Mr. Vijayakumar Madhavan, 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. 8 of this Notice.

Item No. 9: Ratification of Earlier General Meeting resolution approved by the Shareholders at the Extra Ordinary General Meeting held on December 23, 2017 towards conversion of unsecured loans into Optionally Convertible Redeemable Preference Shares (OCRPS)

The Company has obtained the approval of the members at the Extra Ordinary General Meeting dated December 23, 2017 for conversion of unsecured loan of Rs. 35,10,80,000/- (Rupees Thirty-Five Crores Ten Lakhs Eighty Thousand Only) taken from Chemoil Group of Companies (Chemoil Advanced Management Services Private Limited, Chemoil International Pte Limited and Chemoil Europe B.V) into Optionally Convertible Redeemable Preference Shares of the Company and allotment of 35,10,800 (Thirty Five Lakhs Ten Thousand and Eight Hundred Only) Optionally Convertible Redeemable Preference Shares of face value of Rs.10/- each at a price of Rs. 100/- each (which includes premium of Rs.90) (herein after referred to as "OCRPS") to the Chemoil Advanced Management Services Private Limited, which is convertible into, up to 35,10,800 (Thirty Five Lakhs Ten Thousand and Eight Hundred Only) equity shares of face value of Rs. 10/- each at a price being not lower than the minimum price calculated in accordance with the Regulations for Preferential Issue contained in Chapter VII of SEBI (ICDR) Regulations 2009.

Based on the approval of the members, Company has applied to the Stock Exchanges for in-principle approval. While Bombay Stock Exchange has granted the conditional in-principal approval, NSE has asked for additional disclosure to be made in the subsequent general meeting and ratification of same.

In connection with this, BSE Limited issued In-Principle approval on April 30, 2018 vide letter no. DCS/PREF/ST/PRE/2819/2017-18 under regulation 28(1) of the SEBI (listing obligations and disclosure requirements), regulations, 2015 for the issue of OCRPS to the non-promotor on a preferential basis. The company has been given undertaking to BSE Limited to ratify the following disclosures in the General Meeting for listing approval to be in compliance with regulations 73(1) (a), 73(1) (b), 73(1) (c), 72(1) (e) and 75 of SEBI (Issue of capital and disclosure requirements) regulations 2009 in relation to Objects of the preferential issue, Intention of the Promoters, Directors, Key Management Personnel to subscribe to the offer, Pre and post share holding pattern of the company, Details of the ultimate beneficial owners of the allottee and Tenure of OCRPS.

With the view to seek ratification and provide disclosure to all shareholders, the Company is again providing the explanatory statement. The explanatory statement would be deemed to have been incorporated at the relevant places and to ratify the following disclosures in the General Meeting for listing approval to be in compliance with regulations 73(1) (a), 73(1) (b), 73(1) (c), 72(1) (e) and 75 of SEBI (Issue of capital and disclosure requirements) regulations 2009.

1. Regulation 73(1)(a) of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009: The Objects of the Preferential Issue:

The California Software Company Limited (Calsoft or Company) had unsecured loan of Calsoft is Rs. 35,10,79,977/- as on 31st March 2017 as per audited Financials (Rounded off into Rs.35,10,80,000/-) from Chemoil Group of Companies (Chemoil). Presently, Calsoft has no cash reserves and also has negative net worth. Because of this, calsoft could not raise further loan from any banks or institutions to repay the loan amount.

Based on communication received from the Chemoil for the repayment of the Loan amount, Calsoft proposed to issue Optionally Convertible Redeemable Preference Shares (OCRPS) to the Chemoil. The term and conditions of issuing Optionally Convertible Redeemable Preference Shares (OCRPS) was discussed during Calsoft board meeting held on November 14, 2017. Chemoil agreed to conversion of its loan to OCRPS in name of Chemoil Advanced Management Private Limited. The Company has accordingly agreed to conversion of loan to OCRPS.

Hence, the object of the preferential issue was to reduce the loan by converting it to OCRPS and further such a decision was made to allow the company to make Positive of the company. Accordingly, the company

NOTICE TO SHAREHOLDERS

has converting Loan of Rs. 35,10,80,000 into 35,10,800 Optionally Convertible Redeemable Preference Shares (OCRPS) issued at a price of Rs. 100/- per OCRPS to Chemoil Advanced Management Services Pvt. Ltd. (Chemoil).

2. Disclosure pursuant to Regulation 73(1)(b) of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009: Intention of the Promoters, Directors of Key Management Personnel of the company to subscribe to the Offer

None of the Promoters, Directors or Key Managerial Personnel of the company, intends to apply or subscribe to any shares pursuant to this preferential issue of optionally convertible redeemable preference shares. This preferential allotment is done alone by Chemoil Advanced Management Services Pvt. Ltd. by conversion of loan to OCRPS.

3. Regulation 73(1)(c) of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009: Shareholding pattern of the company before and after the preferential issue of optionally convertible redeemable preference shares

The pre and post shareholding pattern of the company as on November 10, 2017 is as under:

Category of Shareholders	Pre-Allotment		No. of OCRPS issued	Post-Allotment	
	Total No. of Equity Shares	% of holding		Total No. of Equity shares (presuming full conversion of OCRPS) #	% of holding
A. Promoter and Promoters Group:					
Individuals	63,06,152	51.00	-	63,06,152	39.72
Sub Total	63,06,152	51.00	-	63,06,152	39.72
B. Public					
Institutions	300	-	-	300	-
Bodies Corporate	1,11,310	0.90	35,10,800	36,22,110	22.82
Individuals & HUF	54,14,445	43.79	-	54,14,445	34.10
NRI's – Repat and Non-Repatriate	4,54,050	3.67	-	4,54,050	2.86
Foreign Nationals	10,499	0.08	-	10,499	0.07
Clearing Members	68,150	0.55	-	68,150	0.43
Others	100	-	-	100	-
Sub Total	60,58,854	49.00	-	95,69,654	60.28
Total - (A) and (B)	1,23,65,006	100.00	35,10,800	1,58,75,806	100.00

The post shareholding structure may change depending upon any other corporate action in between.

The Company is allotting 35,10,800 OCRPS of Rs. 100 each, which will be convertible into equity. The conversion of the OCRPS into equity will be determined based on price as may be decided subject to minimum price on relevant date. Number of equity shares is determined above as each OCRPS convertible into 1 equity.

4. Disclosure pursuant to Regulation 73(1)(e) of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009: Time within which the preferential issue shall be completed

The proposed allotment of equity shares, OCRPS will be completed, in accordance with Regulation 74 of SEBI (ICDR) Regulations, within 15 (fifteen) days period from the later of: (i) date of passing of the shareholders' special resolution; or (ii) receipt of the permission or approval from any regulatory authority or the Central Government, if any, including receipt of the 'in principle approval' from all the stock exchanges (pursuant to Regulation 28 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015) where the shares of the Company are listed. The allotment of equity shares, OCRPS, equity shares on conversion of the OCRPS, warrants, and equity shares on conversion of the warrants will be completed in dematerialized form.

5. Regulation 73(1)(e) of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009: The identity of the natural persons who are the ultimate beneficial owners of the equity shares and OCRPS proposed to be allotted and/ or who ultimately who ultimately control the proposed allottees is as follows:

As the proposed allottee shares are completely held by foreign subsidiary, the details of the same to the extent available is provided below:

Name and address of the Proposed Allottee	Category of Allottee	No. of Equity shares proposed to be allotted (upon full conversion of OCRPS)	% of Post preferential issue capital to be held *	Name and Details of Ultimate Beneficial Owners of the proposed allottee
<p><u>Name:</u> Chemoil Advanced Management Services Private Limited</p> <p><u>Address:</u> Robert V. Chandran Tower, 2nd Floor, No. 149, Velachery Tambaram Main Road, Pallikarani, Chennai – 600100, Tamil Nadu</p>	<p>Non-Promoter Body Corporate</p>	<p>35,10,800</p>	<p>22.11%</p>	<p>Chemoil Advanced Management Private Limited is owned by a Hong Kong based company, Kemoil Limited.</p> <p>Glencore PLC, a public limited listed company, through its chain of subsidiaries holds the ultimate ownership of Kemoil Limited and Chemoil Advanced Management Services Pvt. Ltd.</p> <p><u>About Glencore PLC:</u></p> <p>Glencore PLC is a multinational commodity trading and mining company having its headquarters at Baar, Switzerland. Glencore PLC is listed at London Stock Exchange (LSE), Hong Kong Stock Exchange (SEHK) and Johannesburg Stock Exchange (JSE).</p> <p>Since Glencore PLC, being the ultimate beneficial owner of the proposed allottee, is a listed company, so in terms of Regulation 73(1)(e) of SEBI (ICDR) Regulations, 2009, no further disclosure is required.</p>

* The above table shows the expected shareholding pattern of the Company after conversion of the OCRPS into Equity Shares of the Company.

6. Regulation 73(1)(f) of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009: Undertaking that the issuer shall re-compute the price of the specified securities in terms of the provision of these regulations where it is required to do so

Company undertake that it issuer shall re-compute the price of the specified securities in terms of the provision of these regulations where it is required to do so.

Regulation 73(1)(g) of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009: Undertaking that if the amount payable on account of the re-computation of price is not paid within the time stipulated in these regulations, the specified securities shall continue to be locked- in till the time such amount is paid by the allottees.

Company undertake that if the amount payable on account of the re-computation of price is not paid within the time stipulated in these regulations, the specified securities shall continue to be locked- in till the time such amount is paid by the allottees.

7. Tenure of Convertible Securities

The term 30 (thirty) months was erroneously written and is replaced above in resolution and should be read as 18 (eighteen) months at the following places of the EGM Notice dated November 14, 2017, which is also reproduced below:

In Resolution No. '6' of the EGM Notice passed for "Issuance of Optionally Convertible Redeemable Preference Shares (OCRPS)", the paragraph, "RESOLVED FURTHER THAT the aforesaid OCRPS be converted at the option of the issuer at any time within 30 months from the date of issue, in one or more than one tranche" should be read as follows;

"RESOLVED FURTHER THAT the aforesaid OCRPS be converted at the option of the issuer at any time within 18 (eighteen) months from the date of allotment, in one or more than one tranche"

In Item No. '6' sub-point 'd' of the Explanatory Statement to the EGM Notice, the paragraph should be read as follows;

"In the event the Chemoil does not exercise its right to convert OCRPS into Equity shares of the company within 18 months post allotment of OCRPS, the OCRPS shall be redeemed in 5 equal instalments (along with premium) starting from end of 6 months up to 20 year from the date of allotment of OCRPS."

8. Other terms and conditions and details of convertible Securities

The brief terms and conditions of OCRPS of the Company to be issued to Lenders pursuant to restructuring terms and conditions between Chemoil and Calsoft are as follows:

- a. Out of the loan amount of Rs. 35,10,80,000/- after adjustment of the amount to the extent of allotment of Upto 35,10,800 (Thirty Five Lakhs Ten Thousand and Eight Hundred Only) preference shares to Chemoil as mentioned above, the company shall issue OCRPS of face value of Rs.10/- each at a price of Rs. 100/- each (which includes premium of Rs. 90) to Chemoil.
- b. All OCRPS shall carry a right of conversion into equity shares of the company, either full or in part, at the option of issuer on conversion date. Upon exercising the right of conversion of entire OCRPS by the Chemoil, the Lenders shareholding pursuant to such conversion shall be 18.80 % approximately including any corporate actions taken by the company of fully diluted equity capital of the company. On Conversion, the entire amount of OCRPS shall be adjusted against the allotment of up to 35,10,800 equity shares of the company to Chemoil.
- c. The 'Conversion Date' shall mean the date on which the Chemoil exercises its right to convert the OCRPS into equity shares of the company, which can be any time within 18 months from the date of allotment of OCRPS.

- d. In the event the Chemoil does not exercise its right to convert OCRPS into equity shares of the company within 18 months post allotment of OCRPS, the OCRPS shall be redeemed in 5 equal instalments (along with premium) starting from end of 6 months up to 20 years from the date of allotment of OCRPS.
- e. The holding of Chemoil, on allotment of equity shares and allotment of equity shares on conversion of OCRPS shall not exceed more than 20 % of the fully diluted equity capital of Calsoft and In case at any point of time if the conversion would make the holding of Lenders more than 20% of the post allotment paid up capital of Calsoft, then the board of directors shall issue such lesser number of equity shares against the entire amount of various OCRPS in such manner so that the post holding of Lenders in the Calsoft Limited shall not exceed 20% of the post conversion paid up equity capital of Calsoft.
- f. No Change in Control: The existing promoters of the company will continue to be in control of the company and there will not be any changes in the management/control of the company as a result of the proposed preferential allotment.
- g. Proposed time within which the allotment will be completed: The proposed allotment of equity shares, OCRPS will be completed, in accordance with Regulation 74 of SEBI (ICDR) Regulations, within 15 (fifteen) days period from the later of: (i) date of passing of the shareholders' special resolution ; or (ii) receipt of the permission or approval from any regulatory authority or the Central Government, if any, including receipt of the 'in principle approval' from all the stock exchanges (pursuant to Regulation 28 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015) where the shares of the Company are listed. The allotment of equity shares, OCRPS, equity shares on conversion of the OCRPS, warrants, and equity shares on conversion of the warrants will be completed in dematerialized form.

Pricing:

- a. The issue price of the equity shares to be allotted on preferential basis shall be at a price being not lower than the minimum price calculated in accordance with the Regulations for Preferential Issue contained in Chapter VII of SEBI (ICDR) Regulations as amended.
- b. The issue price of OCRPS to be allotted on preferential basis to shall be at a price of Rs. 100/- each (which includes premium of Rs. 90). The issue price of the equity shares on conversion of the OCRPS to be allotted on preferential basis shall be at a price being not lower than the minimum price calculated in accordance with the Regulations for Preferential Issue contained in Chapter VII of SEBI (ICDR) Regulations as amended.

Other Details:

- a. Number of Persons to whom allotment on preferential basis have been made during the year, in terms of number of securities as well as price:
- b. During the year, the company has not issued any shares on preferential basis or Private Placement basis other than mentioned above.

Auditor's Certificate:

The certificate from the Statutory Auditors of the Company, certifying that the issue of securities on the above terms is in accordance with the SEBI (ICDR) Regulations shall be laid before the shareholders at the Extra- Ordinary General Meeting.

NOTICE TO SHAREHOLDERS

Relevant Date:

The "Relevant Date" for the purpose of determining the pricing of any equity shares, equity shares on conversion of the OCRPS, warrants to be issued shall be 30 days prior to the date of this meeting of the Shareholders of the Company or in the case where the Relevant Date falls on Weekend/Holiday, the day preceding the Weekend/Holiday will be reckoned to be the Relevant Date.

All the details/ terms/ conditions subject to the changes as notified or disclosure as made in the Explanatory Statement to the EGM Notice dated November 14, 2017 would be deemed to be incorporated here.

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. 9 of this Notice.

By order of the Board
For California Software Company Limited

Dr. Mahalingam Vasudevan

Managing Director

Chennai

August 31, 2018

Registered Office:

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