



Realize Your Ideas

California Software Company Limited

CIN: L72300TN1992PLC022135

Registered Office: 2nd Floor, Unit 9, STPI Building, 5 Rajiv Gandhi Salai, Taramani,
Chennai 600 113, India
Phone +91 044 3910 3620

Email: investor@calsoftgroup.com www.calsoftgroup.com/www.calsof.com

October 01, 2019

To

National Stock Exchange of India Limited

Symbol – CALSOFT

Exchange Plaza,

5th Floor, Plot No. C/1, G Block,

Bandra-Kurla Complex

Bandra (East), Mumbai - 400 051

BSE LIMITED

Security Code - 532386

PHIROZE JEEJEBHOY TOWERS

DALAL STREET

MUMBAI-400001

Dear Sir/Madam,

Sub: Intimation of Outcome of Results of the 27th Annual General Meeting (AGM) under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended - reg.

Mr.N.Ramanathan, Partner of M/s. S.Dhanapal & Associates, Practising Company Secretaries, who was appointed as Scrutinizer for the aforesaid AGM has submitted the Scrutinizer report dated 30th September 2019 addressed to the Chairman of the Company. In accordance with the said report, the results were declared by Dr.Mahalingam Vasudevan, Managing Director of the Company, at the registered office of the Company today, i.e., 1st October 2019.

We are pleased to inform you that the Ordinary Resolutions as required, relating to the below mentioned AGM Agenda items, have been passed by the shareholders of the Company with requisite majority.

1. To receive, consider and adopt the standalone and consolidated financial statements of the Company comprising of audited balance sheet as at 31 March 2019, the statement of profit and loss and cash flow statement for the year ended on that date and the reports of the Board and Auditors' thereon.
2. To appoint a Director in place of Mr. Mahalingam Vasudevan (DIN: 01608150), who retires by rotation and being eligible, offers himself for re-appointment.
3. Appointment of Ms. AVN Srimathi (DIN 08328823) as an Independent Director of the Company
4. Appointment of Mr. Sampath (DIN 08449699) as an Independent Director of the Company





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Further, the disclosure of business transacted by the Company pertaining to the voting results of 27th AGM pursuant to Regulation 44 of the SEBI(LODR) are furnished below:-

Date of Declaration of results of AGM : 1st October 2019

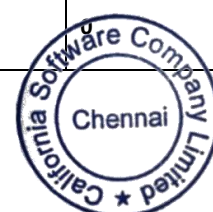
Total number of shareholders as on 23rd September 2019 (cut-off date for reckoning the voting rights of shareholders): 5760

Resolution No.1 - To receive, consider and adopt the standalone and consolidated financial statements of the Company comprising of audited balance sheet as at 31 March 2019, the statement of profit and loss and cash flow statement for the year ended on that date and the reports of the Board and Auditors' thereon.

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

Whether Promoter/ Promoter Group are interested in the Resolution: No

Category	Mode of Voting	No of Shares held #	No of votes polled *	% of Votes polled on outstanding shares	No of votes – in favour	No of votes – against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	4466673	0	0	0	0	0	0
	Poll		4466673	100	4466673	0	100.00	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	4466673	4466673	100	4466673	0	100.00	0
Public - Institutions	E-voting	300	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	300	0	0	0	0	0	0
Public - Non Institutions	E-voting	7898033	3340	0.042	3065	275	91.766	8.234
	Poll		109245	1.383	109245	0	100.00	0
	Postal Ballot (if applicable)		0	0	0	0	0	0





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	Total	7898033	112585	1.425	112310	275	99.756	0.244
	Total	12365006	4579258	37.034	4578983	275	99.994	0.006
Whether resolution is passed or not								YES

voting rights are in proportion to the paid up value of shares held as on 23rd September 2019. It includes the Proportionate voting rights as available to the partly paid up shares also.

* Under this column, the valid votes polled are mentioned.

The number of votes polled in favour of the Ordinary Resolution is 99.994% (99.994% of the total valid votes).

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

Resolution No.2 - To appoint a Director in place of Mr. Mahalingam Vasudevan (DIN: 01608150), who retires by rotation and being eligible, offers himself for re-appointment.

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

Whether Promoter/ Promoter Group are interested in the Resolution: No

Category	Mode of Voting	No of Shares held #	No of votes polled *	% of Votes polled on outstanding shares	No of votes – in favour	No of votes – against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	4466673	0	0	0	0	0	0
	Poll		4466673	100	4466673	0	100.00	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	4466673	4466673	100	4466673	0	100.00	0
Public - Institutions	E-voting	300	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0

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	Total	300	0	0	0	0	0	0
Public – Non Institutions	E-voting	7898033	3340	0.042	3065	275	91.766	8.234
	Poll		109245	1.383	109245	0	100.00	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	7898033	112585	1.425	112310	275	99.756	0.244
	Total	12365006	4579258	37.034	4578983	275	99.994	0.006
Whether resolution is passed or not								YES

voting rights are in proportion to the paid up value of shares held as on 23rd September 2019. It includes the

Proportionate voting rights as available to the partly paid up shares also.

* Under this column, the valid votes polled are mentioned.

The number of votes polled in favour of the Ordinary Resolution is 99.994% (99.994% of the total valid votes).

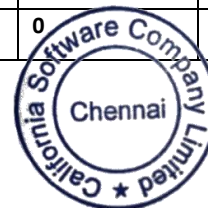
Thus, the Ordinary Resolution has therefore been approved by the shareholders with requisite majority

Resolution No.3 - Appointment of Ms. AVN Srimathi (DIN 08328823) as an Independent Director of the Company

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

Whether Promoter/ Promoter Group are interested in the Resolution: No

Category	Mode of Voting	No of Shares held #	No of votes polled *	% of Votes polled on outstanding shares	No of votes – in favour	No of votes – against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	4466673	0	0	0	0	0	0
	Poll		4466673	100	4466673	0	100.00	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	4466673	4466673	100	4466673	0	100.00	0





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Public - Institutions	E-voting	300	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	300	0	0	0	0	0	0
Public - Non Institutions	E-voting	7898033	3340	0.042	3065	275	91.766	8.234
	Poll		109245	1.383	109245	0	100.00	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	7898033	112585	1.425	112310	275	99.756	0.244
	Total	12365006	4579258	37.034	4578983	275	99.994	0.006
Whether resolution is passed or not								YES

voting rights are in proportion to the paid up value of shares held as on 23rd September 2019. It includes the

Proportionate voting rights as available to the partly paid up shares also.

* Under this column, the valid votes polled are mentioned.

The number of votes polled in favour of the Ordinary Resolution is 99.994% (99.994% of the total valid votes).

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

Resolution No.4 - Appointment of Mr. Sampath (DIN 08449699) as an Independent Director of the Company.

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

Whether Promoter/ Promoter Group are interested in the Resolution: No

Category	Mode of Voting	No of Shares held #	No of votes polled *	% of Votes polled on outstanding shares	No of votes – in favour	No of votes – against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	$(3) = \frac{(2)}{(1)} * 100$	(4)	(5)	$(6) = \frac{(4)}{(2)} * 100$	$(7) = \frac{(5)}{(2)} * 100$
Promoter	E-voting		0	0	0		0	0
	Poll							

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and Promoter Group		4466673	4466673	100	4466673	0	100.00	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	4466673	4466673	100	4466673	0	100.00	0
Public - Institutions	E-voting	300	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	300	0	0	0	0	0	0
Public - Non Institutions	E-voting	7898033	3340	0.042	3065	275	91.766	8.234
	Poll		109245	1.383	109245	0	100.00	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	7898033	112585	1.425	112310	275	99.756	0.244
	Total	12365006	4579258	37.034	4578983	275	99.994	0.006
Whether resolution is passed or not								YES

voting rights are in proportion to the paid up value of shares held as on 23rd September 2019. It includes the

Proportionate voting rights as available to the partly paid up shares also.

* Under this column, the valid votes polled are mentioned.

The number of votes polled in favour of the Ordinary Resolution is 99.994% (99.994% of the total valid votes).

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

The above results for all the resolutions have been announced by Dr.Mahalingam Vasudevan on 1st October 2019 at the Registered Office of the Company.





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

Thanking you,

Yours truly

For CALIFORNIA SOFTWARE COMPANY LIMITED



A handwritten signature in black ink, appearing to read "Mahalingam Vasudevan".

Mahalingam Vasudevan
Managing Director

Suite No. 103, First Floor, Kaveri Complex
No. 96/104, Nungambakkam High Road
(Next to NABARD & ICICI Bank)
Nungambakkam, Chennai - 600 034
Phone No. 044 - 4553 0256
4553 0257 / 4265 2127
E-mail: csdhanapal@gmail.com
website: www.csdhanapal.com

S Dhanapal & Associates

Practising Company Secretaries

Partners

S. Dhanapal, B.Com., B.A.B.L., F.C.S
N. Ramanathan, B.Com., F.C.S
Smita Chirimar, M.Com., F.C.S, DCG(ICSI)
R. Pratheepa, B.C.S., A.C.S

Report of Scrutinizer

[Pursuant to Section 108 & 109 of the Companies Act, 2013 and Rules 20 and 21 of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman
27th Annual General Meeting of the Equity Shareholders of
M/s. California Software Company Limited
Chennai

Dear Sir,

I, N.Ramanathan, Partner of M/s. S Dhanapal & Associates, a firm of Practising Company Secretaries, appointed as Scrutinizer by the Board of Directors of M/s. California Software Company Limited ("the Company") for the purpose of scrutinizing e-voting process (remote e-voting) and voting through ballot paper in connection with the 27th Annual General Meeting of the Company pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended, in respect of the below mentioned resolutions proposed at the 27th Annual General meeting of the Equity Shareholders of M/s. California Software Company Limited, held on Monday, the 30th day of September, 2019 at 03.00 P.M. at California Software Company Limited, 2nd Floor, Unit 9, STPI Building, 5 Rajiv Gandhi Road, Taramani, Chennai 600113, submit the combined results of voting by electronic means (remote e-voting) & voting through ballot paper as under.

The Compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder relating to voting through electronic means (by remote e-voting) and voting through ballot paper by the shareholders on the resolutions proposed in the Notice of the 27th Annual General Meeting of the Company is the responsibility of the Company. My responsibility as a Scrutinizer is to ensure that the voting process, through electronic means and voting through ballot paper at the meeting are conducted in a fair and transparent manner and render consolidated scrutinizer's report of the total votes cast in favour or against if any to the Chairman on the resolutions, based on the reports



N. Dhanapal

generated from the electronic voting system provided by National Securities Depository Limited (NSDL) and voting through ballot papers at the meeting.

The voting rights of members shall be in proportion to their share of paid up equity share capital of the company as on cut-off date i.e 23rd September 2019 and as per Register of members of the company.

The consolidated results of the voting are as under:

Resolution No. 1 - To receive, consider and adopt the standalone and consolidated financial statements of the Company comprising of audited balance sheet as at 31 March 2019, the statement of profit and loss and cash flow statement for the year ended on that date and the reports of the Board and Auditors' thereon.

i) Voted in favour of the Resolution

Type of Equity share	No. of Members voted	No. of valid votes cast by them	% of total number of valid votes cast
Fully paid Equity shares	13	4578983	99.994
Total	13	4578983	99.994

ii) Voted against the Resolution

Type of Equity share	No. of Members voted	No. of valid votes cast by them	% of total number of valid votes cast
Fully paid Equity shares	1	275	0.006
Total	1	275	0.006

iii) Invalid Votes

Type of Equity share	No. of Members voted whose votes are declared invalid	Number of Invalid votes
Fully paid Equity shares	0	0
Total	0	0

% of total valid votes cast in favour of the resolution: 99.994 %

% of total valid votes cast against the resolution: 0.006%



P. Veerappan

Resolution No. 2 – To appoint a Director in place of Mr. Mahalingam Vasudevan (DIN: 01608150), who retires by rotation and being eligible, offers himself for re-appointment.

i) Voted in favour of the Resolution

Type of Equity share	No. of Members voted	No. of valid votes cast by them	% of total number of valid votes cast
Fully paid Equity shares	13	4578983	99.994
Total	13	4578983	99.994

ii) Voted against the Resolution

Type of Equity share	No. of Members voted	No. of valid votes cast by them	% of total number of valid votes cast
Fully paid Equity shares	1	275	0.006
Total	1	275	0.006

iii) Invalid/abstained Votes

Type of Equity share	No. of Members voted whose votes are declared invalid	Number of Invalid votes
Fully paid Equity shares	0	0
Total	0	0

% of total valid votes cast in favour of the resolution: 91.77%

% of total valid votes cast against the resolution: 8.23%

Resolution No. 3 – Appointment of Ms. AVN Srimathi (DIN 08328823) as an Independent Director of the Company

i) Voted in favour of the Resolution

Type of Equity share	No. of Members voted	No. of valid votes cast by them	% of total number of valid votes cast
Fully paid Equity shares	13	4578983	99.994



N. Jayaraj

Total	13	4578983	99.994
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ii) Voted against the Resolution

Type of Equity share	No. of Members voted	No. of valid votes cast by them	% of total number of valid votes cast
Fully paid Equity shares	1	275	0.006
Total	1	275	0.006

iii) Invalid / abstained Votes

Type of Equity share	No. of Members voted whose votes are declared invalid	Number of Invalid votes
Fully paid Equity shares	0	0
Total	0	0

% of total valid votes cast in favour of the resolution: 91.77%

% of total valid votes cast against the resolution: 8.23%

Resolution No. 4 – Appointment of Mr.Sampath (DIN 08449699) as an Independent Director of the Company

i) Voted in favour of the Resolution

Type of Equity share	No. of Members voted	No. of valid votes cast by them	% of total number of valid votes cast
Fully paid Equity shares	13	4578983	99.994
Total	13	4578983	99.994

ii) Voted against the Resolution

Type of Equity share	No. of Members voted	No. of valid votes cast by them	% of total number of valid votes cast
Fully paid Equity	1	275	0.006



W. P. Leake

shares			
Total	1	275	0.006

iii) Invalid/abstained Votes

Type of Equity share	No. of Members voted whose votes are declared invalid	Number of Invalid votes
Fully paid Equity shares	0	0
Total	0	0

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

% of total valid votes cast against the resolution:

In view of the above voting results, the Chairman may accordingly declare the result of the voting (both physical as well as electronic) of the resolutions as contained in the Notice calling 27th Annual General Meeting of the company.

Thanking you,

Dated: 30.09.2019

Yours faithfully,
For S Dhanapal & Associates
 (A firm of Practising Company Secretaries)

N. Ramanathan

N. Ramanathan
Partner
Membership No. F6665
CP No. 11084



SD



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October 01, 2019

To

National Stock Exchange of India Limited

Symbol – CALSOFT

Exchange Plaza,

5th Floor, Plot No. C/1, G Block,

Bandra-Kurla Complex

Bandra (East), Mumbai - 400 051

BSE LIMITED

Security Code - 532386

PHIROZE JEEJEBHOY TOWERS

DALAL STREET

MUMBAI-400001

Dear Sir/Madam,

Sub: Proceedings of the 27th Annual General Meeting held on 30th September 2019 - Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 as amended - reg.

This is to inform you that the 27th Annual General Meeting (AGM) of the Company was held on Monday, the 30th September, 2019 at California Software Company Limited, 2nd Floor, Unit 9, STPI Building, 5 Rajiv Gandhi Road, Taramani, Chennai 600113 at 03.00 P.M to transact the business as set out in the Notice of the 27th AGM.

In this regard we enclose the summary of proceedings of the 27th AGM.

Kindly take above information on record.

Thanking you,

Yours truly

For CALIFORNIA SOFTWARE COMPANY LIMITED



Mahalingam Vasudevan

Managing Director



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Email: investor@calsoftgroup.com www.calsoftgroup.com/www.calsof.com

CERTIFIED COPY OF PROCEEDINGS OF THE 27TH ANNUAL GENERAL MEETING OF THE MEMBERS OF CALIFORNIA SOFTWARE COMPANY LIMITED HELD ON MONDAY, THE 30TH SEPTEMBER 2019 AT 03.00 PM AT CALIFORNIA SOFTWARE COMPANY LIMITED, 2ND FLOOR, UNIT 9, STPI BUILDING, 5 RAJIV GANDHI ROAD, TARAMANI, CHENNAI 600113.

PRESENT:

Dr.Mahalingam Vasudevan	Managing Director
Dr. V. Manimala	Executive Director
Mr.Vijayakumar Madhavan	Executive Director
Ms.Keerti Saraswat	Independent Director
Ms.AVN Srimathi	Independent Director
Mr.M.Sampath	Independent Director

Mr.Uma Shankar	Company Secretary
Ms. Smita Chirmar	Secretarial Auditor – S.Dhanapal & Associates

MEMBERS ATTENDANCE:

Promoters who are Members of the Company present at the Meeting physically - 1 (One)

Members belonging to the public category - 226

Members present through Proxy – NIL

REGISTERS AND DOCUMENTS:

The following Registers and Documents were placed on the table:

1. Annual Report duly prepared as per the Companies Act 2013 and SEBI (LODR) Regulations, 2015 as amended including the Notice of the 27th AGM;
2. The Register of Directors and. Key Managerial Personnel and their Shareholdings & Declarations (Remained open for inspection during the Meeting);
3. The Register of Contracts or Arrangements in which Directors are interested (Remained open for in during the Meeting);
4. Memorandum and Articles of Association of the Company;

5. Minutes of the Meetings of Annual / Extra-Ordinary General Meetings of the Company.

CHAIRMAN:

Dr.Mahalingam Vasudevan, Managing Director, took the Chair and conducted the proceedings. The Meeting commenced at 03.00 P.M

QUORUM:

The Chairman then welcomed the Members present and formally introduced to them the other Directors sitting on the dais viz., Dr.V.Manimala, Mr.Vijayakumar Madhavan, Ms.Keerti Saraswat, Ms.AVN Srimathi and Mr.M.Sampath.

Upon being advised by the Company Secretary, Mr.Uma Shankar that necessary quorum was present, the Chairman called the Meeting to Order.

The Chairman delivered his speech and briefed the Members on the Operational and Financial performance of the Company for the financial year ended 31st March, 2019 and outlined the Company's expansion plans and strategies. He expressed confidence that the Company's performance would further improve in the current year.

NOTICE OF THE MEETING:

The Chairman informed the Members that the Notice convening the 27th Annual General Meeting and the Annual Report for the year ended 31st March 2019 were mailed / dispatched to all the Members within the Statutory time limit and were also placed on the website of the Company. Hence, with the consent of the Members present, the Notice convening the Meeting was taken as read.

AUDITORS' REPORT:

The Chairman informed the members that the Report of the Statutory Auditors on the accounts for the year ended 31st March 2019, being an unqualified one i.e., without any qualifications, observations or comments on financial transactions or matters which have any adverse effect on the functioning of the Company, is not required to be read at the Meeting. Hence, with the consent of the Members present, the Auditors' Reports were taken as read.

At this juncture, the Chairman invited queries from the Members on the Annual Report and Accounts of the Company. The Managing Director of the Company Dr.Mahalingam Vasudevan replied to the queries raised by the Members. After replying to the queries to the satisfaction of the Members, the Chairman stated that the Company had provided e-voting facility as per the amended Rule 20 of Companies



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(Management & Administration) Amendment Rules, 2015 through NSDL [National Securities Depository Limited]. The Chairman further briefed that the said e-voting was available from 10.00 AM from 27th September, 2019 and ended at 5.00 PM on 29th September, 2019. Mr. N.Ramanathan, Partner, Dhanapal & Associates was appointed as Scrutinizer for remote voting facility and voting at the AGM venue. The voting on Resolutions to be passed at the Meeting having been carried out electronically, the Resolutions were not required to be put to vote on show of hands. But, the Members who were present at the Meeting, who did not exercise their vote/s electronically can vote, using the Ballot / Polling Paper after completion of the discussion on the business as set out in the Notice of the Annual General Meeting (AGM).

The following Resolutions as mentioned in the Notice of Annual General Meeting as circulated to the Members were passed by the Members:

ORDINARY BUSINESS:

1. To receive, consider and adopt the standalone and consolidated financial statements of the Company comprising of audited balance sheet as at 31 March 2019, the statement of profit and loss and cash flow statement for the year ended on that date and the reports of the Board and Auditors' thereon.
2. To appoint a Director in place of Mr. Mahalingam Vasudevan (DIN: 01608150), who retires by rotation and being eligible, offers himself for re-appointment.

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

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

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

SPECIAL BUSINESS:

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

“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



Realize Your Ideas

California Software Company Limited

CIN: L72300TN1992PLC022135

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statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, and pursuant to the recommendation of the Nomination & Remuneration Committee and the Board of Directors, Ms. AVN Srimathi (DIN :08328823), who has submitted a declaration that she meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1) (b) of the Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 and who is eligible for appointment, and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act signifying his intention to propose Ms. AVN Srimathi's candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of five consecutive years commencing from 10th May 2019 upto 09th May, 2024."

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

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Schedule IV to the Act (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, and pursuant to the recommendation of the Nomination & Remuneration Committee and the Board of Directors, Mr. Sampath (DIN :08449699), who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1) (b) of the Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 and who is eligible for appointment, and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act signifying his intention to propose Mr. Sampath's candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of five consecutive years commencing from 10th May 2019 upto 09th May, 2024."

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

The Chairman requested the Members, who had not cast their votes electronically, to cast their votes through Ballot / Poll Sheets circulated to them for the said Resolutions and drop the same in



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the Poll Box kept at the Hall. The Chairman added that the Scrutinizer appointed for voting was Mr. N.Ramanathan, Partner Dhanapal & Associates.

After the conclusion of polling, as confirmed by the representative of the Scrutinizer, the Chairman informed the Members that the results of voting would be posted on the Company's website and the websites of NSDL, BSE Limited and National Stock Exchange of India Limited where the Company's shares are listed, after receiving the Report from the Scrutinizer within 48 hours from the conclusion of the Meeting. In this regard, the Managing Director of the Company, Dr.Mahalingam Vasudevan was authorised to receive the Report of the Scrutinizer, showing the number of votes cast for and against, countersign the same and declare the results of voting.

The Annual General Meeting came to a close by 04.45 P.M

VOTE OF THANKS

Having concluded the business of the Meeting, the Chairman thanked the Members for their participation.

// Certified True Copy//

For CALIFORNIA SOFTWARE COMPANY LIMITED

Mahalingam Vasudevan
Managing Director

