



Realize Your Ideas

# California Software Company Limited

CIN: L72300TN1992PLC022135

Registered Office: Workflo, Greta Towers, Industrial Estate, Perungudi,

OMR Phase 1, Chennai 600096

Phone +91 94448 60882

Email: [investor@calsoftgroup.com](mailto:investor@calsoftgroup.com) [www.calsoftgroup.com/www.calsof.com](http://www.calsoftgroup.com/www.calsof.com)

**February 14, 2023**

To

**National Stock Exchange of India Limited**

**Symbol – CALSOFT**

Exchange Plaza,

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

Bandra-Kurla Complex

Bandra (East), Mumbai - 400 051

**BSE LIMITED**

**Security Code - 532386**

PHIROZE JEEJEEBHOY TOWERS

DALAL STREET

MUMBAI-400001

Dear Sir/Madam,

**Sub: Intimation of Outcome of Results of the Postal Ballot 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 Postal Ballot has submitted the Scrutinizer report dated 13<sup>th</sup> February 2023 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 on 13<sup>th</sup> February 2023.

We are pleased to inform you that Members approval was sought for the following the Ordinary as required, relating to the below mentioned Agenda items, have been passed by the shareholders of the Company with requisite majority.

1. Appointment of M/s. K. Gopal Rao & Co., Chartered Accountants, Chennai (ICAI Regn. No. 000656S) as the statutory auditor of the Company to fill the casual vacancy caused by the resignation of M/s. M.K Dandeker & Co Chartered Accountants

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

Date of Declaration of results of Postal Ballot: 13<sup>th</sup> February 2023.

Total number of shareholders as on 06<sup>th</sup> January 2023 (cut-off date for reckoning the voting rights of shareholders): 13,716



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- Resolution Appointment of M/s. K Gopal Rao & Co., Chartered Accountants, Chennai (ICAI Regn. No. 000656S) as the statutory auditor of the Company to fill the casual vacancy caused by the resignation of M/s. M.K Dandeker & Co Chartered Accountants**

Resolution required: Ordinary Resolution; Manner of voting: E-voting

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	5522972	5522972	100.00	5522972	0	100.00	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	<b>Total</b>	<b>5522972</b>	<b>5522972</b>	<b>100.00</b>	<b>5522972</b>	<b>0</b>	<b>100.00</b>	<b>0</b>
Public - Institutions	E-voting	310	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	<b>Total</b>	<b>310</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Public – Non Institutions	E-voting	9933824	703000	7.07	702522	478	99.93	0.06
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	<b>Total</b>	<b>9933824</b>	<b>703000</b>	<b>7.07</b>	<b>702522</b>	<b>478</b>	<b>99.93</b>	<b>0.06</b>
<b>Total</b>	<b>Total</b>	<b>15457106</b>	<b>6225972</b>	<b>40.27</b>	<b>6225494</b>	<b>478</b>	<b>99.99</b>	<b>0.01</b>

# voting rights are in proportion to the paid up value of shares held as on 06<sup>th</sup> January 2023. It includes the

\* Under this column, the valid votes polled on e-voting are mentioned.



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The number of votes polled in favour of the Ordinary Resolution is 99.99% (100% 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 13<sup>th</sup> February 2023 at the Registered Office of the Company.

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

Thanking you,

Yours truly

For CALIFORNIA SOFTWARE COMPANY LIMITED



**Dr Mahalingam Vasudevan**  
**Managing Director**

# 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)

### FORM NO. MGT-13 REPORT OF SCRUTINIZER

*[Pursuant to Sections 108 & 110 of the Companies Act, 2013 and Rules 20 and 22 of the  
Companies (Management and Administration) Rules, 2014]*

To  
The Chairman,  
**M/s. CALIFORNIA SOFTWARE COMPANY LIMITED**  
Workflo, Greeta Towers, Industrial Estate,  
Perungudi OMR Phase 1, Chennai - 600096.

Dear Sir,

I, N. Ramanathan, Partner of M/s. S Dhanapal & Associates, a firm of Practising Company Secretaries, appointed as Scrutinizer for the purpose of conducting the Postal Ballot and scrutinizing the voting process for passing of resolution as set out in the notice of postal ballot dated **10.01.2023** of **M/s. CALIFORNIA SOFTWARE COMPANY LIMITED (L72300TN1992PLC022135)**, submit my report as under:

1. In terms of the provisions of Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, I was appointed as the Scrutinizer by the Company to conduct the Postal Ballot as contained in the Notice dated January 10, 2023.

2. In terms of Sections 110 and 108 of the Companies Act, 2013, and other applicable provisions, if any, of the Act read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, General Circular No.14/2020 dated 8<sup>th</sup> April, 2020, General Circular No.17/2020 dated 13<sup>th</sup> April, 2020 General Circular No. 22/2020 dated 15<sup>th</sup> June, 2020, General Circular No. 33/2020 dated 28<sup>th</sup> September, 2020, General Circular No. 39/2020 dated 31<sup>st</sup> December 2020 and General Circular No. 11/2022 dated 28<sup>th</sup> December 2022 respectively (collectively referred to as "MCA circulars"), in relation to "Clarification on passing ordinary and special resolutions by companies under Companies Act, 2013 and the rules made thereunder on account of the threat posed by COVID - 19" issued by the Ministry of Corporate Affairs, Government of India,

*N. Ramanathan*





Members' approval was sought for the following:

**(i) Appointment of M/s. K. Gopal Rao & Co., Chartered Accountants (ICAI Regn. No.000656S) as the statutory auditor of the Company to fill the casual vacancy caused by the resignation of M/s. M.K. Dandeker & Co., Chartered Accountants, Chennai (ICAI Regn. No. 000679S)**

3. The Company has informed that, on the basis of the Register of Members and the List of Beneficial Owners made available by the Depositories viz., National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), as on Friday, January 06, 2023 ("the cut-off date"), the Company completed dispatch of the notice of Postal Ballot by E-Mail on January 10, 2023 who had registered their email-ids with the Company/Depositories.

4. In terms of the aforesaid notice, Members were required to convey their assent or dissent, through remote e-voting system, on e-voting platform provided by NSDL from 10:00 A.M. (IST) on Thursday, 12<sup>th</sup> January 2023 to 5:00 P.M. (IST) on Friday, 10<sup>th</sup> February, 2023.

5. 77 Members had cast their votes on the remote e-voting platform till 5:00 P.M. (IST) on Friday, 10<sup>th</sup> February, 2023.

6. Members voting rights were provided by Integrated Registry Management Services Private Limited, Registrar & Transfer Agent of the Company.

7. A summary of the votes cast is given below. The Voting Rights of the members is in proportion to their share of paid up equity share capital of the Company as on cut-off date i.e. 06.01.2023 and as per Register of Members of the Company.


**1. Appointment of M/s. K. Gopal Rao & Co., Chartered Accountants (ICAI Regn. No.000656S) as the statutory auditor of the Company to fill the casual vacancy caused by the resignation of M/s. M.K. Dandeker & Co., Chartered Accountants, Chennai (ICAI Regn. No. 000679S)**

	No. of Shares	No. of Members
Total Votes Cast	6,225,972	77
Less: Invalid votes	-	-
Net Valid votes cast	6,225,972	77
Votes cast in favour	6,225,494	72
Votes Cast against	478	5

**% of total valid votes cast in favour of the resolution: 99.99 %**

**% of total valid votes cast against the resolution: 0.01 %**

*N. Dandeker*



**S Dhanapal & Associates**  
Practising Company Secretaries

8. In terms of the provisions of Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, the documents, if any, relating to postal ballot which are in my custody shall remain under my custody until the Minutes are signed and approved by the Chairman and the same will be handed over to the Company after the declaration of the results.

9. Taking note of the above voting results with regard to the resolutions as contained in the said notice, the Chairman may declare the result of the voting (both physical as well as electronic) by postal ballot.

Place: Chennai  
Date: 13.02.2023

Yours faithfully,  
For **S DHANAPAL & ASSOCIATES**  
(A firm of Practising Company Secretaries)



*N. Ramathan*

**N.RAMANATHAN**

PARTNER

M. No.F6665

C.P. No.11084

UDIN: F006665D003140576

**SD**